ANNUAL FINANCIAL REPORT FOR FISCAL YEAR 2018

(As per Article 4, L. 3556/2007)





# TABLE OF CONTENTS

- 1. Audited Annual Financial Statements
- 1.1 Group Consolidated Financial Statements
- 1.2 Parent Company Financial Statements
- 2. Board of Directors' Consolidated Annual Financial Report for 2018
- 3. Statement of the Chairman, Chief Executive Officer and one Director on the true presentation of the data of the Annual Financial Report
- 4. Independent Auditor's Report on the Annual Financial Statements
- 5. Complementary information and data pursuant to decision 7/448/11.10.07 of the Capital Market Commission
- 5.1 Information required as per article 10 of L. 3401/2005
- 5.2 Published Summary Financial Statements
- 5.3 Website



# 1. Audited Annual Financial Statements



# 1.1 Group Consolidated Financial Statements

# HELLENIC PETROLEUM S.A.

Consolidated Financial Statements in accordance with IFRS as endorsed by the European Union for the year ended 31 December 2018



GENERAL COMMERCIAL REGISTRY: 000296601000 COMPANY REGISTRATION NUMBER: 2443/06/B/86/23

# **Index to the consolidated financial statements**

Com	pany	Information	4
Cons	solidat	ted Statement of financial position	5
Cons	solidat	ted statement of comprehensive income	6
		ted statement of changes in equity	
		ted statement of cash flows	
		ne consolidated financial statements	
1		neral information	
2		mmary of significant accounting policies	
_	2.1	Basis of preparation	
	2.2	Basis of Consolidation	
	2.3	Business combinations	
	2.4	Segment reporting	
	2.5	Foreign currency translation	
	2.6	Assets held for sale	
	2.7	Property, plant and equipment	20
	2.8	Borrowing costs	21
	2.9	Intangible assets	21
	2.10	Exploration for and Evaluation of Mineral Resources	22
	2.11	Impairment of non-financial assets	23
	2.12	Financial assets	23
	2.13	Derivative financial instruments and hedging activities	25
	2.14	Government grants	26
	2.15	Inventories	26
	2.16	Trade receivables	26
	2.17	Cash, cash equivalents and restricted cash	27
	2.18	Share capital	27
	2.19	Borrowings	27
	2.20	Current and deferred income tax	28
	2.21	Employee benefits	28
	2.22	Trade and other payables	30
	2.23	Provisions	
	2.24	Environmental liabilities	30
	2.25	Revenue recognition	30
	2.26	Leases	32
	2.27	Dividend distribution	
	2.28	Financial guarantee contracts	
	2.29	Changes in accounting policies	
	2.30	Comparative figures	
3		ancial risk management	
	3.1	Financial risk factors.	
	3.2	Capital risk management	
	3.3	Fair value estimation.	
4	Cri	itical accounting estimates and judgements	39

5	Segment information
6	Property, plant and equipment45
7	Intangible assets47
8	Investments in associates and joint ventures
9	Loans, Advances & Long Term assets
10	Inventories
11	Trade and other receivables55
12	Cash, cash equivalents and restricted cash56
13	Share capital57
14	Reserves
15	Trade and other payables59
16	Interest bearing loans and borrowings60
17	Deferred income tax63
18	Retirement benefit obligations64
19	Provisions67
20	Trade and other payables, non-current67
21	Derivative financial instruments
22	Expenses by nature69
23	Exploration and Development expenses69
24	Other operating income / (expenses) and other gains / (losses)70
25	Finance (Expenses) / Income - Net70
26	Currency exchange gains / (losses)70
27	Income tax expense71
28	Earnings per share72
29	Dividends per share72
30	Cash generated from operations73
31	Contingencies and litigation
32	Commitments
33	Related-party transactions
34	Principal subsidiaries, associates and joint ventures included in the consolidated financial statements
35	Events after the end of the reporting period79

Consolidated Financial Statements in accordance with IFRS for the year ended 31 December 2018 (All amounts in Euro thousands unless otherwise stated)

# **Company Information**

**Directors** Efstathios Tsotsoros - Chairman of the Board & Chief Executive Officer

(From 17/04/2018)

Andreas Shiamishis - Deputy Chief Executive Officer

Georgios Alexopoulos - Member Theodoros-Achilleas Vardas - Member

Georgios Grigoriou - Member

Georgios Papakonstantinou - Member (From 06/06/2018)

Theodoros Pantalakis - Member Spiridon Pantelias - Member

Konstantinos Papagiannopoulos - Member

Dimitrios Kontofakas - Member Vasileios Kounelis - Member

Loudovikos Kotsonopoulos - Member (From 17/04/2018)

Christos Tsitsikas - Member (From 29/11/2018)

Other Board Members

**during the year** Grigorios Stergioulis - Chief Executive Officer (Until 17/04/2018)

Panagiotis Ofthalmides - Member (Until 06/06/2018) Ioannis Psichogios - Member (Until 29/11/2018)

Registered Office 8A Chimarras Str GR

151 25 - Marousi

**General Commercial** 

**Registry** 000296601000

These consolidated financial statements constitute an integral part of the Annual Financial Report which can be found at <a href="https://www.helpe.gr/en/investor-relations/quarterly-results/annual-and-interim-financial-reports/">https://www.helpe.gr/en/investor-relations/quarterly-results/annual-and-interim-financial-reports/</a> and which incorporates the Independent Auditor's Report.

# **Consolidated Statement of financial position**

		As at		
	Note	31 December 2018	31 December 2017	
ASSETS				
Non-current assets				
Property, plant and equipment	6	3.268.928	3.311.893	
Intangible assets	7	105.617	105.684	
Investments in associates and joint ventures	8	390.091	701.635	
Deferred income tax assets	17	64.109	71.355	
Investment in equity instruments	3	634	1.857	
Loans, advances and long term assets	9	73.922	89.626	
	_	3.903.301	4.282.050	
Current assets	_			
Inventories	10	993.031	1.056.393	
Trade and other receivables	11	821.598	791.205	
Assets held for sale		3.133	-	
Derivative financial instruments	21	-	11.514	
Cash, cash equivalents and restricted cash	12	1.276.366	1.018.913	
		3.094.128	2.878.025	
Total assets		6.997.429	7.160.075	
EOUTV				
EQUITY Share capital and share premium	13	1.020.081	1.020.081	
Reserves	13	258.527	358.056	
	14			
Retained Earnings Equity attributable to equity holders of the parent	_	1.052.164 2.330.772	930.522 <b>2.308.659</b>	
Non-controlling interests		63.959	62.915	
ŭ	_	2.394.731	2.371.574	
Total equity	-	2.394.731	2.3/1.5/4	
LIABILITIES				
Non- current liabilities				
Interest bearing loans and borrowings	16	1.627.171	920.234	
Deferred income tax liabilities	17	185.744	131.611	
Retirement benefit obligations	18	163.514	133.256	
Provisions	19	42.038	6.371	
Trade and other payables	20	28.852	28.700	
	_	2.047.319	1.220.172	
Current liabilities				
Trade and other payables	15	1.349.153	1.661.457	
Derivative financial instruments	21	16.387	-	
Income tax payable		80.171	5.883	
Interest bearing loans and borrowings	16	1.108.785	1.900.269	
Dividends payable	_	883	720	
	_	2.555.379	3.568.329	
Total liabilities	_	4.602.698	4.788.501	
Total equity and liabilities		6.997.429	7.160.075	

The notes on pages 9 to 79 are an integral part of these consolidated financial statements.

E. Tsotsoros

Chief Executive Officer

These consolidated financial statements were approved by the board of directors on 28 February 2019.

S. Papadimitriou Chairman of the Board & Deputy Chief Executive Officer Accounting Director

A. Shiamishis

& Chief Financial Officer

# Consolidated statement of comprehensive income

Cost of sales		Note	For the yea	ar ended 31 December 2017
Selling and distribution expenses   22	Reveue from contracts with customers	5	9.769.155	7.994.690
Selling and distribution expenses	Cost of sales	22	(8.769.769)	(6.907.198)
Administrative expenses	Gross profit	-	999.386	1.087.492
Administrative expenses	Selling and distribution expenses	22	(324.430)	(276.182)
Exploration and development expenses   23	•	22	· · · · · ·	(133.427)
Cher operating (expenses) / income and other gains/ losses) - net	*	23	· · · · · · · · · · · · · · · · · · ·	(212)
Single Profit   Single Profi		24	, , ,	· ´
Finance expense   25			<u> </u>	661.783
Finance expense   25	Financa incoma	25	3 927	4 600
Currency exchange (losses) / gains   26   2.194   (8.17.   Share of profit / (loss) of investments in associates and joint ventures   8   (1.771)   31.22				
Share of profit/ (loss) of investments in associates and joint ventures	•		` ′	(8.173)
Profit for the year	•			31.228
Profit for the year         214,712         383,92           Profit attributable to:         211,614         381,37           Owners of the parent         211,614         381,37           Non-controlling interests         3,098         2,55           Other comprehensive income/ (loss):         214,712         383,92           Other comprehensive income (loss):         214,712         383,92           Other comprehensive income that will not be reclassified to profit or loss (net of tax):         (11,012)         (9,58           Changes in the fair value of equity instruments         14         (695)         (1,695)           Reduction in value of land         14         -         (1,695)           Share of other comprehensive income/ (loss) of associates         14         (288)           Other comprehensive income that may be reclassified subsequently to profit or loss (net of tax):         (11,995)         (11,255)           Other comprehensive income that may be reclassified subsequently to profit or loss (net of tax):         14         (5,006)         (4,590)           Fair value losses on cash flow hedges         14         (14,920)         1.99         (20,671)         (1,855)           Other comprehensive income for the year, net of tax         (32,666)         (13,111         (13,117)         (13,117)         (14,500) <td>Profit before income tax</td> <td>•</td> <td>368.930</td> <td>519.785</td>	Profit before income tax	•	368.930	519.785
Non-controlling interests   211.614   381.37   3.098   2.55   214.712   383.92   383.92   3	Income tax expense	27	(154.218)	(135.862)
Owners of the parent   211.614   381.37   3.098   2.55   214.712   383.92   2.55   214.712   383.92   2.55   214.712   383.92   2.55   214.712   383.92   2.55   214.712   383.92   2.55   214.712   383.92   2.55   214.712   383.92   2.55   214.712   383.92   2.55   214.712   383.92   2.55   2.5	Profit for the year		214.712	383.923
Non-controlling interests   3.098   2.55	Profit attributable to:	•		
Other comprehensive income/ (loss):         214.712         383.92           Other comprehensive income that will not be reclassified to profit or loss (net of tax):         (11.012)         (9.58)           Actuarial losses on defined benefit pension plans         (11.012)         (9.58)           Changes in the fair value of equity instruments         14         (695)           Reduction in value of land         14         -         (1.66)           Share of other comprehensive income/(loss) of associates         14         (288)         (11.995)         (11.25)           Other comprehensive income that may be reclassified subsequently to profit or loss (net of tax):         5         5         (11.995)         (11.25)           Other comprehensive income that may be reclassified subsequently to profit or loss (net of tax):         5         5         (11.995)         (11.25)         (12.25)         (12.25)         (12.25)         (	*			381.372
Other comprehensive income/ (loss):           Other comprehensive income that will not be reclassified to profit or loss (net of tax):           Actuarial losses on defined benefit pension plans         (11.012)         (9.58):           Changes in the fair value of equity instruments         14         (695)         (1.66):           Reduction in value of land         14         -         (1.66):           Share of other comprehensive income/ (loss) of associates         14         (288)           Other comprehensive income that may be reclassified subsequently to profit or loss (net of tax):         (11.995)         (11.25)           Fair value losses on cash flow hedges         14         (5.006)         (4.59)           Derecognition of gains/losses on hedges through comprehensive income         14         (14.920)         1.97           Currency translation differences and other movements         (745)         75           Other comprehensive (loss)/income for the year, net of tax         (32.666)         (13.11)           Total comprehensive income for the year         182.046         370.81           Total comprehensive income/(loss) attributable to:         3.088         1.82           Owners of the parent         178.958         368.98           Non-controlling interests         3.088         1.82           B	Non-controlling interests	-		2.551 383.923
Changes in the fair value of equity instruments       14       (695)         Reduction in value of land       14       -       (1.665)         Share of other comprehensive income/ (loss) of associates       14       (288)         Other comprehensive income that may be reclassified subsequently to profit or loss (net of tax):         Fair value losses on cash flow hedges       14       (5.006)       (4.590)         Derecognition of gains/losses on hedges through comprehensive income       14       (14.920)       1.97         Currency translation differences and other movements       (745)       75         Other comprehensive (loss)/income for the year, net of tax       (32.666)       (13.11)         Total comprehensive income for the year       182.046       370.81         Total comprehensive income/(loss) attributable to:       178.958       368.98         Owners of the parent       178.958       368.98         Non-controlling interests       3.088       1.82         Basic and diluted earnings per share	Other comprehensive income that will not be reclassified to profit or	•		
Reduction in value of land	Actuarial losses on defined benefit pension plans		(11.012)	(9.589)
Share of other comprehensive income/ (loss) of associates	* * *		(695)	6
(11.995) (11.25)			-	(1.669)
Other comprehensive income that may be reclassified subsequently to profit or loss (net of tax):           Fair value losses on cash flow hedges         14         (5.006)         (4.590)           Derecognition of gains/losses on hedges through comprehensive income         14         (14.920)         1.97           Currency translation differences and other movements         (745)         75           Currency translation differences and other movements         (32.666)         (13.11)           Other comprehensive (loss)/income for the year, net of tax         (32.666)         (13.11)           Total comprehensive income for the year         182.046         370.81           Total comprehensive income/(loss) attributable to:         178.958         368.98           Non-controlling interests         3.088         1.82           Basic and diluted earnings per share         182.046         370.81	Share of other comprehensive income/ (loss) of associates	14		(11.252)
Total comprehensive income for the year   14   178.958   182.046			(======)	()
Derecognition of gains/losses on hedges through comprehensive income   14   (14.920)   1.97	•		( <b>7</b> 00 0	
Currency translation differences and other movements         (745)         75           (20.671)         (1.859)           Other comprehensive (loss)/income for the year, net of tax         (32.666)         (13.11)           Total comprehensive income for the year         182.046         370.81           Owners of the parent         178.958         368.98           Non-controlling interests         3.088         1.82           Basic and diluted earnings per share         182.046         370.81	č		` ′	'
Other comprehensive (loss)/income for the year, net of tax       (32.666)       (13.11)         Total comprehensive income for the year       182.046       370.81         Total comprehensive income/(loss) attributable to:       368.98         Owners of the parent       178.958       368.98         Non-controlling interests       3.088       1.82         Basic and diluted earnings per share		14	, , ,	752
Total comprehensive income for the year         182.046         370.81           Total comprehensive income/(loss) attributable to:         370.81           Owners of the parent Non-controlling interests         178.958         368.98           Non-controlling interests         3.088         1.82           Basic and diluted earnings per share	currency translation unreferences and other movements			(1.859)
Total comprehensive income/(loss) attributable to:   Owners of the parent	Other comprehensive (loss)/income for the year, net of tax		(32.666)	(13.111)
Owners of the parent       178.958       368.98         Non-controlling interests       3.088       1.82         182.046       370.81         Basic and diluted earnings per share	Total comprehensive income for the year	•	182.046	370.812
Owners of the parent       178.958       368.98         Non-controlling interests       3.088       1.82         182.046       370.81         Basic and diluted earnings per share	Total comprehensive income/(loss) attributable to:	•		
Basic and diluted earnings per share	Owners of the parent			368.989
Basic and diluted earnings per share	Non-controlling interests	-		1.823 370 812
		•	102.040	3/0.812
		28	0,69	1,25

The notes on pages 9 to 79 are an integral part of these consolidated financial statements.

# Consolidated statement of changes in equity

8	-	. •					
		Attributable to owners of the Parent			Non-		
	Note	Share Capital	Reserves	Retained Earnings	Total	controlling Interest	Total Equity
Balance at 1 January 2017		1.020.081	469.788	549.891	2.039.760	101.875	2.141.635
Changes of the fair value of equity inestment	14	_	1	_	1	5	6
Currency translation gains/(losses) and other movements	14	_	718	_	718	34	752
Reduction in value of land	14	-	(907)	-	(907)	(762)	(1.669)
Actuarial losses on defined benefit pension plans	14	-	(9.584)	-	(9.584)	(5)	(9.589)
Fair value gains on cash flow hedges	14	-	(4.590)	-	(4.590)	-	(4.590)
Derecognition of gains on hedges through comprehensive income	14	-	1.979	-	1.979	-	1.979
Other comprehensive income / (loss)		-	(12.383)	-	(12.383)	(728)	(13.111)
Profit /(loss) for the year	_	-	-	381.372	381.372	2.551	383.923
Total comprehensive income/(loss) for the year		-	(12.383)	381.372	368.989	1.823	370.812
Share based payments	13	_	(653)	(9.061)	(9.714)	_	(9.714)
Acquisition of treasury shares	14	_	(10.245)	(5.001)	(10.245)	_	(10.245)
Issue of treasury shares to employees	14	_	9.714	_	9.714	_	9.714
Participation of minority holding in share capital decrease of subsidiary		_	_	_	_	76	76
Transfers from Retained Earnings to Reserves	14	_	8.797	(8.797)	_	_	_
Tax on intra-group dividends		_	-	(136)	(136)	-	(136)
Dividends to non-controlling interests		_	-	` -	` -	(2.561)	(2.561)
Dividends	14	-	(106.962)	-	(106.962)	-	(106.962)
Acquisition of non- controlling interests	_	-	-	17.253	17.253	(38.298)	(21.045)
Balance at 31 December 2017 as originally presented		1.020.081	358.056	930.522	2.308.659	62.915	2.371.574
Change in accounting policy	2.1.1		166	(3.469)	(3.303)	-	(3.303)
Restated total equity as at 1 January 2018		1.020.081	358.222	927.053	2.305.356	62.915	2.368.271
Changes in the fair value of equity instruments	14	-	(700)	-	(700)	5	(695)
Currency translation gains/(losses) and other movements	14	-	(740)	-	(740)	(5)	(745)
Actuarial losses on defined benefit pension plans	14	-	(11.002)	-	(11.002)	(10)	(11.012)
Fair value losses on cash flow hedges	14	-	(5.006)	-	(5.006)	-	(5.006)
Share of other comprehensive income/ (loss) of associates	14	-	(288)	-	(288)	-	(288)
Derecognition of gains on hedges through comprehensive income	14	-	(14.920)	-	(14.920)	-	(14.920)
Other comprehensive loss	14	-	(32.656)	-	(32.656)	(10)	(32.666)
Profit for the period	=	-	-	211.614	211.614	3.098	214.712
Total comprehensive income/(loss) for the year		-	(32.656)	211.614	178.958	3.088	182.046
Share based payments	13	-	(93)	(1.121)	(1.214)	-	(1.214)
Acquisition of treasury shares	14	-	(683)	-	(683)	-	(683)
Issue of treasury shares to employees	14	-	1.214	-	1.214	-	1.214
Participation of minority shareholders in share capital increase of subsidiary		-	(15.010)	-	-	17	17
Transfers from Reserves to Retained Earnings	14	-	(17.319)	17.319	(102)	-	-
Tax on intra-group dividends		-	-	(123)	(123)	(2.061)	(123)
Dividends to non-controlling interests		-	(76.400)	(76.400)	(152.010)	(2.061)	(2.061)
Dividends Transfer to Statutory Reserve		-	(76.408) 26.170	(76.408) (26.170)	(152.816)	-	(152.816)
· · · · · · · · · · · · · · · · · · ·	14	-	26.170	(20.170)	80	-	80
Transfer of grant received to tax free reserves	14		80		80		00

1.020.081

258.527 1.052.164 2.330.772

63.959 2.394.731

The notes on pages 9 to 79 are an integral part of these consolidated financial statements.

Balance at 31 December 2018

Consolidated Financial Statements in accordance with IFRS

# **Consolidated statement of cash flows**

		For the ye	
	Note	31 December 2018	<b>31 December 2017</b>
Cash flows from operating activities	20	507.046	452.211
Cash generated from operations	30	507.846	453.311
Income tax paid		(4.918)	(10.375)
Net cash generated from operating activities		502.928	442.936
Cash flows from investing activities			
Purchase of property, plant and equipment & intangible assets	6,7	(156.713)	(208.732)
Proceeds from disposal of property, plant and equipment & intangible assets		277	30
Settlement of consideration of acquisition of further equity interest in subsidiary		(1.298)	-
Purchase of subsidiary, net of cash acquired	34	(16.000)	-
Grants received		299	110
Interest received	25	3.827	4.600
Dividends received	8	307.735	19.346
Investment in associates - net	8	-	(147)
Proceeds from disposal of investments in equity instruments		265	8
Net cash generated from/ (used in) investing activities		138.392	(184.785)
Cash flows from financing activities			
Interest paid		(140.755)	(160.830)
Dividends paid to shareholders of the Company		(148.767)	(104.115)
Dividends paid to non-controlling interests		(2.061)	(2.561)
Movement in restricted cash	12	144.445	11.873
Acquisition of treasury shares		(683)	(10.245)
Participation of minority shareholders in share capital increase of subsidiary		17	76
Proceeds from borrowings		409.694	288.000
Repayments of borrowings		(506.358)	(322.622)
Net cash used in financing activities		(244.468)	(300.424)
Net increase/ (decrease) in cash and cash equivalents		396.852	(42.273)
Cash and cash equivalents at the beginning of the year	12	873.261	924.055
Exchange gains / (losses) on cash and cash equivalents		5.046	(8.521)
Net increase/(decrease) in cash and cash equivalents		396.852	(42.273)
Cash and cash equivalents at end of the year	12	1.275.159	873.261

The notes on pages 9 to 79 are an integral part of these consolidated financial statements.

# Notes to the consolidated financial statements

#### 1 General information

Hellenic Petroleum S.A. ("the Company or "Hellenic Petroleum") is the parent company of Hellenic Petroleum Group (the "Group"). The Group operates 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 natural gas sector and in the production 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 2018 were authorised for issue by the Board of Directors on 28 February 2019. 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 for the year ended 31 December 2018 have been prepared in accordance with International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board ("IASB"), as endorsed by the European Union ("EU"), and present the financial position, results of operations and cash flows of the Group on a going concern basis. Management has concluded that the going concern basis of preparation of the accounts is appropriate.

The consolidated financial statements have been prepared in accordance with the historical cost basis, except for the following:

- financial instruments measured at fair value
- defined benefit pension plans plan assets measured at fair value
- assets held for sale measured at the lower of carrying value and fair value less cost to sell

The preparation of financial statements, in accordance with IFRS, requires the use of certain critical accounting estimates and assumptions. 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". Estimates and judgements are continuously evaluated and are based on historical experience and other factors, including expectations of future events as assessed to be reasonable under the present circumstances.

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

## New and amended standards adopted by the Group.

The accounting principles and calculations used in the preparation of the consolidated financial statements are consistent with those applied in the preparation of the consolidated financial statements for the year ended 31 December 2017 and have been consistently applied in all periods presented in this report except for the following IFRS's which have been adopted by the Group as of 1 January 2018. The Group applied for the first time, IFRS 15 Revenue from Contracts with Customers and IFRS 9 Financial Instruments and disclosed below, as required by IAS8, the nature and effect of these changes. Several other amendments and interpretations apply for the first time in 2018 but do not have a significant impact on the consolidated financial statements of the Group for the year ended 31 December 2018.

IFRS 9 Financial Instruments: The standard introduces new requirements for classification and measurement, impairment, and hedge accounting.

The Group adopted the new standard as of 1 January 2018 without restating comparative information. The cumulative effect of the adjustments arising from the new requirements are therefore recognized in the opening balance of retained earnings on 1 January 2018.

The following table shows the adjustments recognized for each individual line item. Line items that were not affected by the changes have not been included. The adjustments are presented in more detail below.

Impact on the statement of financial position (increase/(decrease)) as at 31 December 2017 as published:

Balance sheet extract	Adjustments	31 December 2017 As published	IFRS 9	1 January 2018 after effect of IFRS 9
Non-current assets				
Investments in associates and joint ventures	(b)	701.635	(1.750)	699.885
Deferred income tax assets	(b)	71.355	531	71.886
Available for sale financial assets	(a)	1.857	(1.857)	-
Investment in equity instruments	(a)	-	1.857	1.857
Current assets				
Trade and other receivables	(b)	791.205	(2.084)	789.121
Equity				
Reserves	(a)	358.056	166	358.222
Retained earnings	(a), (b)	930.522	(3.469)	927.053

### (a) Classification and measurement

Under IFRS 9, financial assets are subsequently measured at fair value through profit or loss (FVPL), amortized cost, or at fair value through other comprehensive income (FVOCI). The classification is based on two criteria: the Group's business model for managing the assets; and whether the instruments' contractual cash flows represent solely payments of principal and interest on the principal amount outstanding.

The financial assets (equity investments) that were classified by the Group as available-for-sale (AFS) under IAS 39, are now classified as 'Investments in equity instruments' and measured at fair value through other comprehensive income. Any changes in the fair value of such equity instruments are included in "items that will not be reclassified to profit or loss". IFRS 9 permits an entity to make an irrevocable election to designate an investment in equity instruments that is not held for trading as at fair value through other comprehensive income.

As a result of applying the classification, the Group reclassified an amount of €0,2 million from retained earnings to reserves.

Derivative instruments, to the extent they are not designated as effective hedges, continue to be classified as financial assets at FVPL.

The accounting for the Group's financial liabilities remain largely the same as under IAS 39.

In summary, upon the adoption of IFRS 9, the Group had the following reclassifications:

As at 31 December 2017 (IAS 39)

IFRS 9 measurement category

		Fair value through		Fair value
		profit or loss	Amortised cost	through OCI
Loans andreceivables				
Trade receivables	791.205	-	789.121	-
Available for sale financial assets	1.857	-	-	8

# (b) Impairment

The adoption of IFRS 9 has changed the Group's accounting for impairment losses for financial assets by replacing IAS 39's incurred loss approach with a forward-looking expected credit loss (ECL) approach.

For trade receivables, the Group has applied the standard's simplified approach and has calculated ECLs based on lifetime expected credit losses. The Group has established a provision matrix that is based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For other financial assets, the ECL is based on the 12-month ECL. The 12-month ECL is the portion of lifetime ECLs that results from default events on a financial instrument that are possible within 12 months after the reporting date. However, when there has been as significant increase in credit risk since origination, the allowance will be based on the lifetime ECL.

Financial assets with contractual payments over 90 days past due constitute default events. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group.

The effect of the above change on the statement of financial position as at 1 January 2018 resulted in a decrease of retained earnings of €3,5 million, a decrease of €2,1 million in trade receivables, an increase of €0,5 million in deferred income tax assets and a decrease of €1,8 million in investment in associates and joint ventures.

### Hellenic Petroleum S.A.

Consolidated Financial Statements in accordance with IFRS for the year ended 31 December 2018 (All amounts in Euro thousands unless otherwise stated)

Set out below is the reconciliation of the ending impairment allowances in accordance with IAS 39 to the opening loss allowances determined in accordance with IFRS 9:

Allowance for impairment under IAS 39 as at 31 December 2017	Remeasurement	ECL under IFRS 9 as at 1 January 2018
248.008	2.084	250.092

## (c) Hedge accounting

under IFRS 9

Trade receivables under IAS

39/Financial assets at amortised cost

At the date of the initial application, all of the Group's existing hedging relationships were eligible to be treated as continuing hedging relationships under IFRS 9 and, as such, the adoption of the hedge accounting requirements of the new standard had no significant impact on the Group's financial statements. The Group's risk management policies and hedge documentation are aligned with the requirement of the new standard and hedge accounting continues to apply.

• *IFRS 15 Revenue from Contracts with Customers:* IFRS 15 establishes a five-step model that applies to revenue earned from a contract with a customer (with limited exceptions), regardless of the type of revenue transaction or the industry. The standard's requirements also apply to the recognition and measurement of gains and losses on the sale of some non-financial assets that are not in the Group's ordinary activities (e.g. sales of property, plant and equipment or intangible).

As from 1 January 2018, the Group applies the new standard using the modified retrospective method, therefore the initial application did not result in any restatement of comparative data. The new standard did not have any significant impact on the Group's consolidated financial statements, upon adoption since, no material differences from applying the new accounting policies were identified. Therefore it did not have any impact on retained earnings and no transition adjustments were required as a result of its application. Although the implementation of IFRS 15 does not generally represent a material change from the Group's current practices the Group revised its respective accounting policy as follows:

The Group recognizes revenue when (or as) a contractual promise to a customer (performance obligation) is fulfilled by transferring a promised good or service (which is when the customer obtains control over the promised goods or services). If a contract contains more than one performance obligation, the total transaction price of the contract is allocated among the individual, separate performance obligations based on their relative standalone selling prices. The amount of revenue recognized is the amount allocated to the satisfied performance obligation based on the consideration that the Group expects to receive in accordance with the terms of the contracts with the customers. Variable considerations are included in the amount of revenue recognized only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur in the future.

Options for prospective volume related discounts are assessed by the Group to determine whether they constitute a material right that the customer would not receive without entering into that contract. For all such options that are considered as material rights, the Group assesses the likelihood of its exercise and then the portion of the transaction price allocated to the option is deferred and recognized when it is either exercised or lapsed.

Under the new requirements, the Group concluded that prospective volume discounts constitute a material right which should be deferred and recognized when exercised or lapsed. The Group provides volume discounts to customers based on thresholds specified in contracts. All such discounts are accrued within the financial year and therefore the application of the new standard has a nil effect in the annual Financial Statements.

Revenue from contracts with customers in accordance with the Group's commercial policy is disaggregated by operating segment and distribution channel in Note 5. In addition, the Group concluded that it transfers control over its products at a point in time, upon receipt by the customer, because this is when the customer benefits from the respective products.

- IFRS 15 (Clarifications) Revenue from Contracts with Customers: The objective of the Clarifications is to clarify the IASB's intentions when developing the requirements in IFRS 15 Revenue from Contracts with Customers, particularly the accounting of identifying performance obligations amending the wording of the "separately identifiable" principle, of principal versus agent considerations including the assessment of whether an entity is a principal or an agent as well as applications of control principle and of licensing providing additional guidance for accounting of intellectual property and royalties. The Clarifications also provide additional practical expedients for entities that either apply IFRS 15 fully retrospectively or that elect to apply the modified retrospective approach.
- IFRS 2 (Amendments) Classification and Measurement of Share based Payment Transactions: The Amendments provide requirements on the accounting for the effects of vesting and non-vesting conditions on the measurement of cash-settled share-based payments, for share-based payment transactions with a net settlement feature for withholding tax obligations and for modifications to the terms and conditions of a share-based payment that changes the classification of the transaction from cash-settled to equity-settled.
- IAS 40 (Amendments) Transfers to Investment Property: The Amendments clarify when an entity should transfer property, including property under construction or development into, or out of investment property. The Amendments state that a change in use occurs when the property meets, or ceases to meet, the definition of investment property and there is evidence of the change in use. A mere change in management's intentions for the use of a property does not provide evidence of a change in use.
- IFRIC Interpretation 22 Foreign Currency Transactions and Advance Consideration: The Interpretation clarifies the accounting for transactions that include the receipt or payment of advance consideration in a foreign currency. The Interpretation covers foreign currency transactions when an entity recognizes a non-monetary asset or a non-monetary liability arising from the payment or receipt of advance consideration before the entity recognizes the related asset, expense or income. The Interpretation states that the date of the transaction, for the purpose of determining the exchange rate, is the date of initial recognition of the non-monetary prepayment asset or deferred income liability. If there are multiple payments or receipts in advance, then the entity must determine a date of the transactions for each payment or receipt of advance consideration.
- The IASB has issued the *Annual Improvements to IFRSs* (2014 2016 Cycle), which is a collection of amendments to IFRSs.
  - *IAS 28 Investments in Associates and Joint Ventures:* The amendments clarify that the election to measure at fair value through profit or loss an investment in an associate or a joint venture that is held by an entity that is venture capital organization, or other qualifying entity, is available for each investment in an associate or joint venture on an investment-by-investment basis, upon initial recognition.

# Standards issued but not yet effective and not early adopted

The Group has not early adopted any other of the following standard, interpretation or amendment that has been issued but is not yet effective. In addition, the Group assessed all standards, interpretations and amendments issued but not yet effective, and concluded that, except for IFRS 16, which is analyzed below, they will not have any significant impact on the consolidated financial statements.

• *IFRS 16 Leases:* The standard is effective for annual periods beginning on or after 1 January 2019. IFRS 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract, i.e. the customer ('lessee') and the supplier ('lessor').

IFRS 16 replaces existing leases guidance, including IAS 17 Leases, IFRIC 4 Determining whether an Agreement contains a Lease, SIC-15 Operating Leases- Incentives and SIC-27 Evaluating the Substance of Transactions Involving the Legal From of a Lease.

The new standard requires lessees to recognize most leases on their financial statements. Lessees will have a single accounting model for all leases, with certain exemptions. Lessor accounting is substantially unchanged. More specifically, IFRS 16 introduces a single, on-balance sheet lease accounting model for leases. A lessee recognizes a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. There are recognition exemptions for short-term leases and leases of low-value items. Lessor accounting remains similar to the current standard – i.e. lessors continue to classify leases as finance or operating leases.

The Group has set up a project team which has reviewed all of the group's leasing arrangements over the last year in light of the new lease accounting rules in IFRS 16. The standard will affect primarily the accounting for the Group's operating leases. The Group has assessed the estimated impact that initial application of IFRS 16 will have on its consolidated financial statements. Particularly, it has disclosed known or reasonably estimable information relevant to assessing the possible impact that the application of IFRS 16 will have on its financial statements in the period of initial application that was available when the financial statements were prepared, as seen below.

The actual impacts of adopting the standard on 1 January 2019 may change because:

- The Group is in the process of finalising the testing and assessment of controls over its new IT systems; and
- The new accounting policies and estimates are subject to change until the Group presents its first financial statements that include the date of initial application

### **Transition**

The Group plans to apply IFRS 16 initially on 1 January 2019, using the modified retrospective approach. Under this approach the Group will a) recognize a lease liability and will measure that lease liability at the present value of the remaining lease payments, discounted using the Group's incremental borrowing rate at the date of initial application and b) recognise a right-of-use asset and measure that right-of-use asset by an amount equal to the lease liability.

The cumulative effect of adopting IFRS 16, if such need arises, will be recognized as an adjustment to the opening balance of retained earnings at 1 January 2019, with no restatement of comparative information.

The Group plans to apply the practical expedient to grandfather the definition of a lease on transition. This means that it will apply IFRS 16 to all contracts entered into before 1 January 2019 and identified as leases in accordance with IAS 17 and IFRIC 4. Furthermore, the Group will elect to use the exemptions proposed by the standard on lease contracts for which the lease terms ends within 12 months as of the date of initial application, and lease contracts for which the underlying asset is of low value. Finally the Group decided to apply a single discount rate to a portfolio of leases with reasonably similar characteristics (such as leases with similar remaining lease term for similar class of underlying assets in a similar economic environment).

# Leases in which the Group is a lessee

The Group will recognize new assets and liabilities for its operating leases of commercial properties such as petrol stations and office buildings as well as motor vehicles and equipment. Subsequent to initial recognition, the Group will a) measure the right-of-use asset by applying the cost model and depreciate it on a straight line basis up to the end of the lease term and b) measure the lease liability by increasing and reducing the carrying amount to reflect interest on the lease liability and lease payments made, respectively.

Previously, the Group recognized operating lease expense on a straight-line basis over the term of the lease, and recognized assets and liabilities only to the extent that there was a timing difference between actual lease payments and the expense recognized.

In addition, the Group will no longer recognize provisions for operating leases that it assesses to be onerous. Instead, the Group will include amounts due under the lease in its lease liability.

Based on the information currently available, and subject to the completion of the above mentioned implementation tasks the Group estimates that it will recognize additional lease liabilities in the range of €

160 million to €180 million as at 1 January 2019 and additional right-of-use assets in the range of €160 million to €180 million. The estimated impact on the EBITDA of the Group is an increase in the range of €30 million to €40 million.

The Group does not expect the adoption of IFRS 16 to impact its ability to comply with Group's loan covenants.

- IFRS 10 (Amendment) Consolidated Financial Statements and IAS 28 Investments in Associates and Joint Ventures: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture: The amendments address an acknowledged inconsistency between the requirements in IFRS 10 and those in IAS 28, in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The main consequence of the amendments is that a full gain or loss is recognized when a transaction involves a business (whether it is housed in a subsidiary or not). A partial gain or loss is recognized when a transaction involves assets that do not constitute a business, even if these assets are housed in a subsidiary. In December 2015 the IASB postponed the effective date of this amendment indefinitely pending the outcome of its research project on the equity method of accounting. The amendments have not yet been endorsed by the EU.
- IFRS 9 (Amendment) Prepayment features with negative compensation: The Amendment is effective for annual reporting periods beginning on or after 1 January 2019 with earlier application permitted. The Amendment allows financial assets with prepayment features that permit or require a party to a contract either to pay or receive reasonable compensation for the early termination of the contract (so that, from the perspective of the holder of the asset there may be 'negative compensation'), to be measured at amortized cost or at fair value through other comprehensive income.
- IAS 28 (Amendments) Long-term Interests in Associates and Joint Ventures: The Amendments are effective for annual reporting periods beginning on or after 1 January 2019 with earlier application permitted. The Amendments relate to whether the measurement, in particular impairment requirements, of long term interests in associates and joint ventures that, in substance, form part of the 'net investment' in the associate or joint venture should be governed by IFRS 9, IAS 28 or a combination of both. The Amendments clarify that an entity applies IFRS 9 Financial Instruments, before it applies IAS 28, to such long-term interests for which the equity method is not applied. In applying IFRS 9, the entity does not take account of any adjustments to the carrying amount of long- term interests that arise from applying IAS 28. These Amendments have not yet been endorsed by the EU.
- IFRIC Interpretation 23: Uncertainty over Income Tax Treatments: The Interpretation is effective for annual periods beginning on or after 1 January 2019 with earlier application permitted. The Interpretation addresses the accounting for income taxes when tax treatments involve uncertainty that affects the application of IAS 12. The Interpretation provides guidance on considering uncertain tax treatments separately or together, examination by tax authorities, the appropriate method to reflect uncertainty and accounting for changes in facts and circumstances.
- IAS 19 (Amendments) Plan Amendment, Curtailment or Settlement: The Amendments are effective for annual periods beginning on or after 1 January 2019 with earlier application permitted. The amendments require entities to use updated actuarial assumptions to determine current service cost and net interest for the remainder of the annual reporting period after a plan amendment, curtailment or settlement has occurred. The amendments also clarify how the accounting for a plan amendment, curtailment or settlement affects applying the asset ceiling requirements. These Amendments have not yet been endorsed by the EU.
- Conceptual Framework in IFRS standards: The IASB issued the revised Conceptual Framework for Financial Reporting on 29 March 2018. The Conceptual Framework sets out a comprehensive set of concepts for financial reporting, standard setting, guidance for preparers in developing consistent accounting policies and assistance to others in their efforts to understand and interpret the standards. IASB also issued a separate accompanying document, Amendments to References to the Conceptual Framework in IFRS Standards, which sets out the amendments to affected standards in order to update references to the revised Conceptual Framework. It's objective is to support transition to the revised Conceptual Framework for companies that develop accounting policies using the Conceptual Framework when no IFRS Standard applies to a particular transaction. For preparers who develop accounting policies based on the Conceptual Framework, it is effective for annual periods beginning on or after 1 January 2020.

- IFRS 3 Business Combinations (Amendments): The IASB issued amendments in Definition of a Business (Amendments to IFRS 3) aimed at resolving the difficulties that arise when an entity determines whether it has acquired a business or a group of assets. The amendments are effective for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after 1 January 2020 and to asset acquisitions that occur on or after the beginning of that period, with earlier application permitted. These Amendments have not yet been endorsed by the EU.
- IAS 1 Presentation of Financial Statements and IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors: Definition of 'material' (Amendments) The Amendments are effective for annual periods beginning on or after 1 January 2020 with earlier application permitted. The Amendments clarify the definition of material and how it should be applied. The new definition states that, 'Information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity'. In addition, the explanations accompanying the definition have been improved. The Amendments also ensure that the definition of material is consistent across all IFRS Standards. These Amendments have not yet been endorsed by the EU.
- The IASB has issued the *Annual Improvements to IFRSs 2015 2017 Cycle*, which is a collection of amendments to IFRSs. The amendments are effective for annual periods beginning on or after 1 January 2019 with earlier application permitted. These annual improvements have not yet been endorsed by the EU.
  - *IFRS 3 Business Combinations and IFRS 11 Joint Arrangements:* The amendments to IFRS 3 clarify that when an entity obtains control of a business that is a joint operation, it remeasures previously held interests in that business. The amendments to IFRS 11 clarify that when an entity obtains joint control of a business that is a joint operation, the entity does not remeasure previously held interests in that business.
  - *IAS 12 Income Taxes:* The amendments clarify that the income tax consequences of payments on financial instruments classified as equity should be recognized according to where the past transactions or events that generated distributable profits has been recognized.
  - *IAS 23 Borrowing Costs*: The amendments clarify paragraph 14 of the standard that, when a qualifying asset is ready for its intended use or sale, and some of the specific borrowing related to that qualifying asset remains outstanding at that point, that borrowing is to be included in the funds that an entity borrows generally.

# 2.2 Basis of 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.

At each reporting period, the Group reassesses whether it exercises control over the investees, in case there are facts and circumstances indicating a change in one of the control elements above. Subsidiaries are consolidated from the date on which effective control is transferred to the Group and cease to be consolidated from the date on which control is transferred out of the Group.

Inter-company transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated, unless there is objective evidence that the asset is impaired. Accounting policies of subsidiaries are 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 comprehensive income, statement of other comprehensive income, statement of changes in equity and statement of financial position 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 over an entity, 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 or share of other comprehesive income of the investee after the date of acquisition. The Group's investment in associates includes goodwill identified on acquisition. 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 investment in 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 are changed where necessary to ensure consistency with the policies adopted by the Group.

# (e) Joint arrangements

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 postacquisition 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 are 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.

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its associate or joint venture. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate or joint venture is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate or joint venture and its carrying value, and then recognises the loss within 'Share of profit of investments in associates and a joint ventures' in the statement of profit or loss.

#### 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 cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value and the amount of any non-controlling interest (previously minority interests) in the acquiree. For each business combination, the Group measures the noncontrolling interest in the acquiree at the proportionate share of the acquiree's identifiable net assets. Acquisition costs incurred are expensed.

The consideration transferred for the acquisition of a subsidiary is the total of 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.

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 acquisition. 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, in accordance with the appropriate IFRS. Amounts classified as equity are not remeasured.

Goodwill (as disclosed in Note 2.9) is initially measured as the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interest and any previous interest held 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 Group reasseses whether it has correctly indentified all of the assets acquired and liabilities assumed and reviews their measurement, before any remaining difference is recognised in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

#### 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 and Chief Executive Officer, the Deputy Chief Executive Officer and six 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. The Group's key operating segments are disclosed in note 5.

# 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 parent entity's functional currency and the presentation currency of the Group. 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.

For transactions that include the receipt or payment of advance consideration in a foreign currency the date of the transaction, for the purpose of determining the exchange rate, is the date of initial recognition of the non-monetary prepayment asset or deferred income liability.

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.

### (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 are recognised in other comprehensive income. When a foreign operation is sold, exchange differences that were recorded in other comprehensive income 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 Assets held for sale

The Group classifies assets as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. Assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset.

The criteria for held for sale classification is regarded as met only when the sale is highly probable and the asset is available for immediate sale in its present condition. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the plan to sell the asset and the sale expected to be completed within one year from the date of the classification.

Property, plant and equipment and intangible assets are not depreciated or amortised once classified as held for

Assets held for sale and their related liabilities are presented separately as current items in the statement of financial position.

#### 2.7 Property, plant and equipment

Property, plant and equipment is comprised mainly of land, buildings, plant & machinery, motor vehicles and furniture and fixtures. 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 (including petrol stations)	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					
- Transportation means						
<ul> <li>LPG and white products carrier tank trucks</li> </ul>	5 – 10 years					
<ul> <li>Other Motor Vehicles</li> </ul>	4-10 years					
<ul> <li>Shipping Vessels</li> </ul>	25 – 35 years					
– Furniture and fixtures						

### Hellenic Petroleum S.A.

Consolidated Financial Statements in accordance with IFRS for the year ended 31 December 2018 (All amounts in Euro thousands unless otherwise stated)

■ Computer hardware 3 – 5 years

• Other furniture and fixtures 4 - 10 years

Specialised industrial installations include refinery units, petrochemical plants, tank facilities and petrol stations. Based on technical studies performed during 2013, 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 at the end of each reporting period and adjusted prospectively if appropriate.

If the asset's carrying amount is greater than its estimated recoverable amount then it is written down immediately to its recoverable amount (Note 2.11).

The cost and related accumulated depreciation of assets retired or sold are removed from the accounts at the time of sale or retirement and any gain or loss, which is determined by comparing the proceeds with the carrying amount, is included in the consolidated statement of comprehensive income within "Other operating income / (expenses).

# 2.8 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.

# 2.9 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 and liabilities of 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 net 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 (CGU) for the purpose of impairment testing. The allocation is made to those CGUs or Groups of CGUs 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. Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount (higher of value in use and fair value less costs to sell) of the CGU is less than its carrying amount including goodwill, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

# (b) Retail Service Stations Usage rights

Retail Service Stations Usage rights represent upfront lump-sum amounts paid upon the signing of agreements 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 which usually ranges from 5 to 25 years.

## (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, which usually range from 3 to 25 years.

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.

# 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 (1 to 5 years).

# 2.10 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 amortisation 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/amortisation

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.

#### 2.11 Impairment of non-financial assets

The Group assesses, at each reporting date, whether an indication of impairment exists. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. 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 (cash-generating units). For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years.

#### 2.12 **Financial assets**

#### 2.12.1 **Initial recognition and measurement**

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under IFRS 15. Refer to the accounting policies in section 2.25 Revenue from contracts with customers.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in three categories:

• Financial assets at amortised cost (debt instruments)

- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss
- (a) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value.

Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term.

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. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model

## (b) Financial assets at amortised cost

The Group measures financial assets at amortised cost if both of the following conditions are met: a) the financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows and b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

(c) Financial assets at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments).

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under IAS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis. Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

The Group elected to classify irrevocably its listed equity investments under this category.

# 2.12.2 Derecognition and impairment

### Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

The rights to receive cash flows from the asset have expired Or

The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of its continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

*Impairment* 

Further disclosures relating to impairment of financial assets are also provided in the following notes:

- Disclosures for significant assumptions Note 4
- Trade receivables Note 11

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

# 2.12.3 Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

# 2.13 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. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Changes in fair values of the derivative financial instruments are recognised at each reporting date either in the statement of comprehensive income or in other comprehensive income, 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 documentation also includes both at hedge inception and on an ongoing basis how it will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

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

Consolidated Financial Statements in accordance with IFRS

for the year ended 31 December 2018

(All amounts in Euro thousands unless otherwise stated)

### 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

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.

#### 2.14 **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.

#### 2.15 **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, where applicable. Spare parts consumed within a year are carried as inventory and recognized in profit or loss when consumed.

#### 2.16 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.

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

For trade receivables, which are not in default the Group applies the simplified approach, in accordance with IFRS 9 and calculates ECLs based on lifetime expected credit losses. The Group has established a provision matrix that is based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment. On the other hand, trade receivables in default are assessed on a case by case basis. The amount of the provision is recognised in the statement of comprehensive income and is included in "Selling and distribution expenses".

# 2.17 Cash, cash equivalents and restricted cash

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.

# 2.18 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.

Own equity instruments that are reacquired (treasury shares) are recognised at cost and deducted from equity. No gain or loss is recognised in the income statement on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognised in equity.

# 2.19 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently measured 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 draw-down 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.

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

#### 2.20 Current and deferred income tax

The tax expense or credit for the period comprises current and deferred tax. The income tax expense or credit for the period, is the tax estimated 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, as well as additional taxes for prior years. 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.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities.

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. Deferred income tax is not recognized 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 income tax assets are reviewed at each financial position date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

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.

#### 2.21 **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 State pension fund. 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.

# Defined benefit pension plan

Where applicable, under local labor laws, employees and workers are entitled to termination payments in the event of retirement with the amount of payment varying in relation to the employee's or worker's compensation and length of service. This program is considered as a defined benefit plan.

The liability recognized in the consolidated 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 have terms to maturity approximating to the terms of the related pension obligation.

The current service cost of the defined benefit plan, recognized in the consolidated statement of profit or loss 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.

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 consolidated statement of comprehensive income.

# Defined contribution plans

The Group's employees are covered by one of several Greek State sponsored pension funds which relates to the private sector and provides pension and pharmaceutical benefits. Each employee is required to contribute a portion of their monthly salary to the funds, with the Group also contributing a portion. Upon retirement, the pension fund is responsible for paying the employees retirement benefits. As such, the Group has no legal or constructive obligation to pay future benefits under this plan.

# (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

Employees of the Group may receive remuneration in the form of share based payments as part of a share 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 may issue new shares. In that case, 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.

### (d) Short-term paid absences

The Group recognises the expected cost of short-term employee benefits in the form of paid absences in the case of accumulating paid absences, when the employees render service that increases their entitlement to future paid absences.

# 2.22 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.

### 2.23 Provisions

Provisions for 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.

## 2.24 Environmental liabilities

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.

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 net obligation payable for the emission quantities that exceed the pre-allocated allowances, after taking into account any purchases of emission certifications. The provision recognised is measured at the amount that it is expected to cost the entity to settle the obligation net of any certificates purchased. This will be the market price at the balance sheet date of the allowances required to cover any emissions deficit made to date.

# 2.25 Revenue recognition

## **Revenue from contracts with customers**

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 from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. Control over goods sold and services rendered is transferred to the customer upon delivery of the respective products or service respectively. 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. Payment terms vary in line with the type of sales transactions and depend mainly on the products sold or services rendered, the distribution channels as well as each customer's specifics.

The Group assesses whether it acts as a principal or agent in each of its revenue arrangements. The Group has concluded that in all sales transactions it acts as a principal.

When goods are exchanged or swapped for goods which are of a similar nature and value the exchange is not regarded as a transaction which generates revenue. The net result of such transactions is recognized within Cost of sales.

Revenue is recognised as follows:

Sales of goods – wholesale & retail

Revenue is recognized when a contractual promise to a customer (performance obligation) is fulfilled by transferring the promised goods (which is when the customer obtains control over the promised goods). If a contract contains more than one performance obligation, the total transaction price of the contract is allocated among the individual, separate performance obligations based on their relative standalone selling prices. The amount of revenue recognized is the amount allocated to the satisfied performance obligation based on the consideration that the Group expects to receive in accordance with the terms of the contracts with the customers.

# Provision of services

For sales of services, revenue is recognised in the accounting period in which the services are rendered, as the customer obtains control over the promised services, by reference to stage of completion of each specific performance obligation and assessed on the basis of the actual service provided as a proportion of the total services to be provided.

Variable consideration

If the consideration in a contract includes a variable amount, the Group recognizes this amount as revenue only to the extent that it is highly probable that a significant reversal will not occur in the future.

Volume discounts

The Group provides volume discounts to customers based on thresholds specified in the respective contracts. Options for volume related discounts are assessed by the Group to determine whether they constitute a material right that the customer would not receive without entering into that contract. For all such options that are considered as material rights, the Group assesses the likelihood of its exercise and then the portion of the transaction price allocated to the option is deferred and recognized when it is either exercised or lapsed.

Under the new requirements, the Group concluded that volume discounts constitute a material right which should be recognized over time up to the point it is either exercised or lapsed. All such discounts are accrued within the financial year.

### **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.

# **Dividend income**

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

#### 2.26 Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset (or assets) and the arrangement conveys a right to use the asset (or assets), even if that asset is (or those assets are) not explicitly specified in an arrangement.

### Group as lessee

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.

# Group as lessor

Lease income from operating leases where the group is a lessor is recognised in income on a straight-line basis over the lease term. The respective leased assets are included in the balance sheet based on their nature.

#### 2.27 **Dividend distribution**

Dividend distribution to the company's shareholders is recognised as a liability in the Group's financial statements in the period in which the dividends are declared and appropriately authorised or approved by the Company's Shareholders' General Meeting. Interim dividends proposed by the Board of Directors are recognized as liabilities upon proposal.

#### 2.28 **Financial guarantee contracts**

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of the loss allowance determined in accordance with IFRS 9 requirements and the amount initially recognized, less when appropriate, the cumulative amount of income.

### 2.29 Changes in accounting policies

The Group adopted the amendments described in paragraph 2.1.1 for the first time for the annual reporting period commencing 1 January 2018.

### 2.30 **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 a period of economic recession between 2009-2016, during which real GDP fell by 26%, the Greek economy returned to positive growth rates in 2017, with GDP growing by 1,4%, supported mainly by exports of goods and services, as well as investments. The upward trend of the economy continued for a 7<sup>th</sup> consecutive quarter (for the first time since the period 2005-2006), with real GDP in first nine months of 2018 increasing by 2,1% compared to the respective period of 2017, mainly based on exports of goods and services, as well as private consumption. On the other hand, a decline in investment and an increase in imports, limit upward performance.

Total domestic fuels consumption in 2018 reduced by 3,1% compared to the previous year, mainly due to the reduction in demand for heating gasoil which is mainly attributed to milder weather conditions and higher oil product prices during the first quarter of 2018. Net demand for Motor fuels marginally increased by 0,3%, driven by higher auto diesel consumption, which was, however, almost entirely offset by lower gasoline demand.

Despite the significant progress in economic recovery recorded in 2017 and 2018, as well as the successful conclusion of the 3<sup>rd</sup> bailout program and the positive measures towards public debt relief decided by the Eurogroup in June 2018, the Greek economy faces a number of significant challenges, such as high public debt, large non-performing loans, high unemployment and failure to extend its investment base, which should be addressed in the medium-term, as they affect the country's future growth prospects. 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.

Great Britain's exit from the European Union: The Group is sourcing funds from international debt capital markets, through Eurobonds, issued by its London based subsidiary, HELLENIC PETROLEUM FINANCE plc, listed in the Luxembourg stock exchange, for the optimal management of its debt liabilities. It is uncertain, how a potential exit of the UK from the EU, especially if that happens without an agreement (no deal Brexit), will affect existing HPF Eurobonds, as well as the Group' funding from international debt capital markets. The Group is closely following relevant developments and assessing alternatives in order to maintain its ability to source funding through the international debt capital markets.

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: During the last 18 months crude oil reference prices started recovering, following a 3-year period of contraction (June 2014 – June 2017), averaging \$68/bbl in the fourth quarter and \$72/bbl in the 12 months of 2018. Nonetheless, the cost of crude, for both sweet and especially sour grades, which represent the key source of feedstock for complex refiners like Hellenic Petroleum, remains at reasonable levels,

maintaining the competitive position of Med refiners vs. their global peers. Concerning the USA's decision for the re-imposition of the nuclear-related sanctions against Iran, Hellenic Petroleum has successfully managed to replace the Iranian oil supply with other alternatives in the region, without any significant effect in the continuity and cost of its operations (Note 15).

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 70% 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.

In May 2016 the Group repaid its \$400 million Eurobond on its maturity date. During the same month, the parent company concluded a €400 million backstop facility, which had two Tranches, a committed Tranche of €240 million and an uncommitted Tranche of €160 million. The facility had a tenor of 18 months with a six-month extension option, which was exercised in July 2017 and to which all participating banks consented. The maturity date of the facility was May 2018 and Hellenic Petroleum S.A. fully repaid the outstanding balance of €240 million upon maturity.

In October 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 €00 million Eurobond, which matured in May 2017 through a tender offer process, which was completed in October 2016 during which notes of a nominal value of €225 million were accepted. In July 2017, Hellenic Petroleum Finance Plc ("HPF") issued €74,53 million guaranteed notes due 14 October 2021, which were consolidated and forma single series with the €375 million 4.875% guaranteed notes.

The Group had a €350 million syndicated bond loan credit facility maturing in July 2018 and 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 June 2018, the Group prepaid both facilities, which had a total outstanding balance of €380 million. The facilities were refinanced with a 5 year syndicated revolving bond loan facility subscribed to by Greek and international banks for an amount of €400 million.

In October 2016 the Group extended the maturity date of its  $\triangleleft 400$  million syndicated credit facility to October 2017 with two six-month extension options. In October 2018, Hellenic Petroleum S.A. fully repaid the facility (the outstanding balance amounted to  $\triangleleft 284,5$  million) upon maturity. The loan was refinanced in November 2018, with the issuance of a new syndicated bond loan of  $\triangleleft 400$  million with a tenor of 2 years and a one- year extension option.

Hellenic Petroleum S.A. concluded a €200 million syndicated committed bond loan facility in January 2015, with a tenor of 3 years. In January 2018 the company extended the facility maturity date to February 2018, when it was fully repaid. The loan was refinanced in February 2018, for an increased amount of €300 million and a tenor of 3 years.

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

Capital management: Another 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 the 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 implementation of the Group's investment plan during the period 2007-2012, net debt level has increased to 38% of total capital employed while the remaining 62% is 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 parent company's functional currency 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 USDdenominated 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 2018 if the Euro had weakened against the US dollar by 5% with all other variables held constant, pre-tax results would have been approximately €1 million higher, as a result of foreign exchange gains 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 had an adverse impact 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 riskreturn 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 30% 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 2018, 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 €10 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 S&P and 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 2018</b>	<b>31 December 2017</b>			
A	-	1			
A-	17	15			
BBB+	5	-			
BBB	518	426			
BBB-	1	4			
BB+	4	-			
В	-	-			
CCC+	3	5			
CCC	669	-			
CCC-	39	531			
No rating	20	37			
Total	1.276	1.019			

# (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 (e.g. 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.

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

	1H19	2H19	2019	Schedule for repayment	Schedule for refinancing
Eurobond €325m	-	320	320	320	-
European Investment Bank ("EIB") Term loan	22	22	44	44	
Total	22	342	364	364	-

Following the successful completion of the sale of its 35% participation in the share capital of DESFA (Note 8), the Group aims to apply part of the €284 million proceeds towards further deleveraging.

The table below analyses the Group's financial liabilities and net-settled derivative financial liabilities into relevant maturity groupings based on the remaining period from balance sheet date 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
<b>31 December 2018</b>				
Borrowings	1.225.186	327.961	1.431.439	-
Finance lease liabilities	906	798	1.379	607
Trade and other payables	1.307.482	-	-	-
31 December 2017				
Borrowings	2.011.245	404.046	605.779	-
Finance lease liabilities	984	906	2.451	333
Trade and other payables	1.622.988	-	-	-

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, to have in place an optimal capital structure from a cost perspective and at the same time to ensure that the requirements of loan financial covenants are met.

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, "Investment in equity instruments". Total capital employed is calculated as "Total Equity" as shown in the statement of financial position plus netdebt.

The gearing ratios at 31 December 2018 and 2017 were as follows:

	As at				
	<b>31 December 2018</b>	31 December 2017			
Total Borrowings (Note 16)	2.735.957	2.820.504			
Less: Cash, Cash Equivalents and restricted cash (Note 12)	(1.276.366)	(1.018.913)			
Less: Investment in equity instruments (Note 3.3)	(634)	(1.857)			
Net debt	1.458.957	1.799.734			
Total Equity	2.394.731	2.371.574			
Total Capital Employed	3.853.688	4.171.308			
Gearing ratio	38%	43%			

### 3.3 Fair value estimation

The table below analyses financial instruments carried at fair value, categorised within the fair value hierarchy based on the lowest level input that is significant to the fair value measurement as a whole. 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) (level2).
- 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 Group's assets and liabilities that are measured at fair value at 31 December 2018:

	Level 1	Level 2	Level 3	Total balance
Assets				
Derivatives used for hedging	-	-	-	-
Investment in equity instruments	634	-	-	634
Assets held for sale	3.133	-	-	3.133
	3.767	-	-	3.767
Liabilities				
Derivatives used for hedging		16.387	-	16.387
5 5	_	16.387	-	16.387

for the year ended 31 December 2018

(All amounts in Euro thousands unless otherwise stated)

The following table presents the Group's assets and liabilities that are measured at fair value at 31 December 2017:

	Level 1	Level 2	Level 3	Total balance
Assets				
Derivatives used for hedging	-	11.514	-	11.514
Investment in equity instruments	1.857	-	-	1.857
Assets held for sale		-	-	
	1.857	11.514	-	13.371
Liabilities				
Derivatives used for hedging		-	-	<u> </u>
		-	-	_

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. 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.

There were no changes in valuation techniques during the year. For the years ended 31 December 2018 and 31 December 2017, there were no transfers between levels.

The fair value of Euro denominated Eurobonds as at 31 December 2018 was €797 million (31 December 2017: €796 million), compared to its book value of €765 million (31 December 2017: €762 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, due to their short term nature:

- Trade 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.

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

The Group is subject to periodic audits by local tax authorities in various jurisdictions and the assessment process for determining the Group's current and deferred tax balances is complex and involves high degree of estimation and judgement. There are some transactions and calculations for which the ultimate tax determination is uncertain. Where tax positions are not settled with the tax authorities, the Group management takes into account past experience with similar cases as well as the advice of tax and legal experts in order to analyze the specific facts and circumstances, interprete the relevant tax legislation, assesse other similar positions taken by the tax authorities and to form a view about whether a provision needs to be recorded, or a contingent liability needs to be disclosed. Where the Group is required to make payments in order to appeal against positions of tax authorities and the Group assesses that it is more probable than not to win its appeal, the respective payments are recorded as assets as these advance payments will be used to settle the outcome of the case, or if Group's position is upheld will be returned to the Group. In case the Group determines a provision is needed for the outcome of the uncertain tax position, any amounts already paid are deducted from the said provision (note 11).

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 recoverable amount of a cash-generating unit (CGU) is determined for impairment tests purposes based on value-in-use calculations which require the use of assumptions. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. The calculations use cash flow projections based on financial budgets approved by management. These budgets and forecast calculations generally cover a period of five years. 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. The key assumptions used to determine the recoverable amount for the different CGUs, or assets, including a sensitivity analysis, are disclosed and further explained in Notes: 6. for Property, Plant and Equipment, 7. for Goodwill, 8. for Investments in Associates and Joint Ventures.

# (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 investments in equity instruments) 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) Provision for expected credit losses of receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision matrix is based on the Group's historical credit loss experience calibrated to adjust the historical credit loss experience with forward-looking information specific to the debtors and the economic environment. At each year end, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed credit losses, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future.

# (g) Retirement Benefit Obligations

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 determining the net cost / (income) for pensions include the discount rate and salary rate increases. 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.

# (h) Provisions for legal claims

The Group has a number of legal claims pending against it (Note 31). Management uses its judgement as well as the available information from the Group legal department, in order 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 recognized. 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 (Note 31).

# (i) Depreciation of property, plant and equipment

The Group periodically assesses the useful lives of its property, plant and equipment to determine whether the original estimated lives continue to be appropriate. To this respect, the Group may obtain technical studies and use external sources to determine the lives of its assets, which can vary depending on a variety of factors such as technological innovation and maintenance programs.

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

# (j) Impairment of non-financial assets and investments in associates and joint ventures

The Group assesses at each reporting date, whether indicators for impairment exist for its non-financial assets (note 2.11) and its investments in associates and joint ventures. If any indication exists, the Group estimates the asset's or cash generating unit's recoverable amount. Judgment is involved to some extent in determining whether indicators exist and also the determination of the cash generating units at which the respective assets are tested.

### 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.

The Group's key operating segments are:

# a) Refining, Supply and Wholesale Trading (Refining)

- 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 m<sup>3</sup> of crude oil and petroleum products.
- International 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 pipeline was not operational during 2018 and is expecting to commence operation during 2019.

## b) Marketing

- Activities in Greece: The Group, through its subsidiary HFL S.A., possesses an extensive fuel supply network in the country via the EKO and BP brand names, which includes a total of 1.739 petrol stations, 224 of which are company-operated.
- International activities: The Group operates through subsidiary companies in Cyprus, Bulgaria, Serbia, Montenegro and FYROM, with a total network of 306 petrol stations.

# c) Exploration and Production of Hydrocarbons

The Group is engaged in ongoing projects related to the exploration and production of hydrocarbons in several areas in Greece, including the sea of Thrace in North Aegean, the offshore block of Patraikos Gulf (West), the two onshore areas of "Arta-Preveza" and "NW Peloponnese" and the offshore Block 2 west of Corfu Island. Offers have also been submitted for offshore West Crete & Southwest Crete, offshore Western Greece in the Ionian Block, Kyparissiakos gulf (Block 10) and North Corfu (Block 1).

# d) Petro-chemicals

Petrochemical activities mainly focus on the production and marketing of polypropylene, BOPP films and solvents, as well as the trading of imported plastics and chemicals. The polypropylene production plant in Thessaloniki mainly receives propylene produced in the Aspropyrgos refinery. Part of the production of the produced polypropylene is the raw material used in the BOPP film production unit in Komotini.

# e) Gas and Power

- Natural Gas: The Group is active in the natural gas sector through its 35% participation in DEPA S.A., (the remaining 65% is held by the HRDAF). 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> 100 GWh). DEPA also participates in international gas transportation projects.
- Power: The Group is active in the production, trading and supply of power in Greece through its participation (50%) in the JV Elpedison B.V. (the remaining 50% is held by EDISON International). Elpedison B.V. Group owns a 75.78% of the share capital of Elpedison S.A.. ELLAKTOR (22,74%) and HALCOR (1,48%) are also shareholders.

# f) Other

"Other Segments" include Group entities which provide treasury, consulting and engineering services.

More information about the activities of the Group's key operating segments, as described above, can be found in the Group's Annual Report.

Financial information regarding the Group's operating segments for the year ended 31 December 2018 is presented below:

			For the year	ended 31 December	2018		
	Refining	Marketing	Exploration & Production	Petro-chemicals	Gas & Power	Other	Total
Gross Sales	8.681.579	3.329.400		314.716	2.793	15.039	12.343.527
Inter-segmental Sales	(2.555.150)	(7.386)	(0)	(0)	(11)	(11.825)	(2.574.372)
Revenue from contracts with customers	6.126.429	3.322.014	(0)	314.716	2.782	3.214	9.769.155
EBITDA	555.703	81.081	(8.155)	84.949	1.982	(4.164)	711.395
Depreciation & Amortisation	(144.560)	(45.305)	(1.240)	(4.482)	(817)	(779)	(197.183)
Operating profit / (loss)	411.143	35.776	(9.397)	80.467	1.165	(4.943)	514.212
Currency exchange gains/ (losses)	2.149	49	(4)	-	-	-	2.194
Share of profit/(loss) of investments in associates & joint ventures	3.731	(240)	-	-	(6.684)	1.422	(1.771)
Finance (expense)/income - net	(92.694)	(17.765)	-	35	(173)	(35.108)	(145.705)
Profit / (loss) before income tax	324.329	17.821	(9.401)	80.502	(5.692)	(38.629)	368.930
Income tax expense							(154.218)
Profit for the period						_	214.712
(Profit) attributable to non-controlling interests							(3.098)
Profit for the period attributable to the owners of the parent							211.614
			For the year	ended 31 December	2017		
	Refining	Marketing	For the year Exploration & Production	ended 31 December Petro-chemicals	2017 Gas & Power	Other	Total
Gross Sales	<b>Refining</b> 7.000.768	Marketing 2.911.614	Exploration &			<b>Other</b> 11.423	Total
Gross Sales Inter-segmental Sales	-		Exploration & Production	Petro-chemicals	Gas & Power		
	7.000.768	2.911.614	Exploration & Production	Petro-chemicals	Gas & Power 1.784	11.423	10.192.520
Inter-segmental Sales	7.000.768 (2.181.175)	2.911.614 (6.930)	Exploration & Production	Petro-chemicals  266.931 (0)	Gas & Power 1.784 (11)	11.423 (9.714)	10.192.520 (2.197.830)
Inter-segmental Sales  Revenue from contracts with customers	7.000.768 (2.181.175) <b>4.819.593</b>	2.911.614 (6.930) <b>2.904.684</b>	Exploration & Production  - (0)	Petro-chemicals  266.931 (0)  266.931	Gas & Power  1.784 (11)  1.773	11.423 (9.714) <b>1.709</b>	10.192.520 (2.197.830) <b>7.994.690</b>
Revenue from contracts with customers  EBITDA	7.000.768 (2.181.175) 4.819.593	2.911.614 (6.930) 2.904.684	Exploration & Production  - (0)  (0)  (4.643)	Petro-chemicals  266.931 (0)  266.931  95.089	Gas & Power  1.784 (11) 1.773	11.423 (9.714) 1.709	10.192.520 (2.197.830) 7.994.690 851.059
Revenue from contracts with customers  EBITDA  Depreciation & Amortisation	7.000.768 (2.181.175) <b>4.819.593</b> <b>670.226</b> (142.718)	2.911.614 (6.930) 2.904.684 95.034 (39.048)	Exploration & Production  . (0) (0) (4.643) (273)	266.931 (0) 266.931 95.089 (4.238)	Gas & Power  1.784 (11)  1.773  1.045 (469)	11.423 (9.714) 1.709 (5.692) (2.530)	10.192.520 (2.197.830) 7.994.690 851.059 (189.276)
Revenue from contracts with customers  EBITDA  Depreciation & Amortisation  Operating profit / (loss)	7.000.768 (2.181.175) 4.819.593 670.226 (142.718) 527.508	2.911.614 (6.930) 2.904.684 95.034 (39.048)	Exploration & Production (0) (0) (4.643) (273) (4.916)	266.931 (0) 266.931 95.089 (4.238)	Gas & Power  1.784 (11) 1.773  1.045 (469)	11.423 (9.714) 1.709 (5.692) (2.530)	10.192.520 (2.197.830) 7.994.690 851.059 (189.276) 661.783
Revenue from contracts with customers  EBITDA  Depreciation & Amortisation  Operating profit / (loss)  Currency exchange gains/ (losses)	7.000.768 (2.181.175) 4.819.593  670.226 (142.718)  527.508 (8.138)	2.911.614 (6.930) 2.904.684 95.034 (39.048) 55.986 (47)	Exploration & Production (0) (0) (4.643) (273) (4.916)	Petro-chemicals  266.931 (0)  266.931  95.089 (4.238)  90.851	Gas & Power  1.784 (11) 1.773  1.045 (469)  576	(9.714) 1.709 (5.692) (2.530) (8.222)	10.192.520 (2.197.830) 7.994.690 851.059 (189.276) 661.783 (8.173)
Revenue from contracts with customers  EBITDA  Depreciation & Amortisation  Operating profit / (loss)  Currency exchange gains/ (losses)  Share of profit of investments in associates & joint ventures	7.000.768 (2.181.175) 4.819.593  670.226 (142.718)  527.508 (8.138) (10.241)	2.911.614 (6.930) 2.904.684 95.034 (39.048) 55.986 (47) 1.017	Exploration & Production (0) (0) (4.643) (273) (4.916)	Petro-chemicals  266.931 (0)  266.931  95.089 (4.238)  90.851	Gas & Power  1.784 (11) 1.773  1.045 (469)  576  - 40.455	(9.714) 1.709 (5.692) (2.530) (8.222)	10.192.520 (2.197.830) 7.994.690 851.059 (189.276) 661.783 (8.173) 31.228
Inter-segmental Sales  Revenue from contracts with customers  EBITDA  Depreciation & Amortisation  Operating profit / (loss)  Currency exchange gains/ (losses)  Share of profit of investments in associates & joint ventures  Finance (expense)/income - net	7.000.768 (2.181.175) 4.819.593  670.226 (142.718)  527.508 (8.138) (10.241) (101.801)	2.911.614 (6.930) 2.904.684 95.034 (39.048) 55.986 (47) 1.017 (21.498)	Exploration & Production  (0) (0)  (4.643) (273)  (4.916)  12	Petro-chemicals  266.931 (0)  266.931  95.089 (4.238)  90.851	1.784 (11) 1.773 1.045 (469) 576 - 40.455	(5.692) (2.530) (8.222) (41.768)	10.192.520 (2.197.830) 7.994.690 851.059 (189.276) 661.783 (8.173) 31.228 (165.053)
Revenue from contracts with customers  EBITDA  Depreciation & Amortisation  Operating profit / (loss)  Currency exchange gains/ (losses)  Share of profit of investments in associates & joint ventures  Finance (expense)/income - net  Profit / (loss) before income tax	7.000.768 (2.181.175) 4.819.593  670.226 (142.718)  527.508 (8.138) (10.241) (101.801)	2.911.614 (6.930) 2.904.684 95.034 (39.048) 55.986 (47) 1.017 (21.498)	Exploration & Production  (0) (0)  (4.643) (273)  (4.916)  12	Petro-chemicals  266.931 (0)  266.931  95.089 (4.238)  90.851	1.784 (11) 1.773 1.045 (469) 576 - 40.455	(5.692) (2.530) (8.222) (41.768)	10.192.520 (2.197.830) 7.994.690  851.059 (189.276)  661.783 (8.173) 31.228 (165.053)
Revenue from contracts with customers  EBITDA  Depreciation & Amortisation  Operating profit / (loss)  Currency exchange gains/ (losses)  Share of profit of investments in associates & joint ventures  Finance (expense)/income - net  Profit / (loss) before income tax  Income tax expense	7.000.768 (2.181.175) 4.819.593  670.226 (142.718)  527.508 (8.138) (10.241) (101.801)	2.911.614 (6.930) 2.904.684 95.034 (39.048) 55.986 (47) 1.017 (21.498)	Exploration & Production  (0) (0)  (4.643) (273)  (4.916)  12	Petro-chemicals  266.931 (0)  266.931  95.089 (4.238)  90.851	1.784 (11) 1.773 1.045 (469) 576 - 40.455	(5.692) (2.530) (8.222) (41.768)	10.192.520 (2.197.830) 7.994.690  851.059 (189.276)  661.783 (8.173) 31.228 (165.053)  519.785

Inter-segment sales primarily relate to sales from the refining segment to the other operating segments.

There were no changes in the basis of segmentation or in the basis of measurement of segmental profit or loss, as compared to the consolidated annual financial statements for the year ended 31 December 2017.

An analysis of the Group's revenue from contracts with customers by type of market (domestic, aviation & bunkering, exports and international activities) and business unit is presented below:

## For the year ended 31 December 2018

Revenue from contracts with customers	Refining	Marketing	Petro-chemicals	Gas & Power	Other	Total
Domestic	1.161.580	1.639.422	118.391	2.782	2.690	2.924.865
Aviation & Bunkering	569.724	819.117	-	-	-	1.388.841
Exports	3.949.874	27.098	196.325	-	524	4.173.821
International activities	445.251	836.377	-	-	-	1.281.628
Total	6.126.429	3.322.014	314.716	2.782	3.214	9.769.155
			For the year ended	31 December 2017		
	T	3.5. 3. 41	D. 1 1 1	G 0.D	0.1	

Revenue from contracts with customers	Refining	Marketing	Petro-chemicals	Gas & Power	Other	Total
Domestic	1.151.640	1.486.494	106.006	1.773	1.045	2.746.958
Aviation & Bunkering	455.347	637.403	-	-	0	1.092.750
Exports	2.837.500	23.194	160.925	-	85	3.021.704
International activities	375.106	757.593	-	-	579	1.133.278
Total	4.819.593	2.904.684	266.931	1.773	1.709	7.994.690

The segment assets and liabilities at 31 December 2018 and 2017 are as follows:

	As at		
	31 December 2018	31 December 2017	
Total Assets			
Refining	5.072.907	5.100.986	
Marketing	1.174.368	1.262.001	
Exploration & Production	16.455	5.349	
Petro-chemicals	359.703	517.612	
Gas & Power	413.642	721.102	
Other Segments	1.861.751	1.516.314	
Inter-Segment	(1.901.397)	(1.963.289)	
Total	6.997.429	7.160.075	
Total Liabilities			
Refining	3.090.505	3.412.030	
Marketing	593.052	618.744	
Exploration & Production	19.530	14.091	
Petro-chemicals	(310)	207.250	
Gas & Power	10.788	3.483	
Other Segments	1.820.412	1.483.475	
Inter-Segment	(931.279)	(950.572)	
Total	4.602.698	4.788.501	

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

There has been no material change in the definition of segments or the segmental analysis of total assets or total liabilities from the amounts disclosed in the consolidated annual financial statements for the year ended 31 December 2017.

### 6 Property, plant and equipment

Cost	Land	Buildings	Plant & Machinery	Transportation means	Furniture and fixtures	Assets Under Con- struction	Total
As at 1 January 2017	288.126	897,678	4.578.708	92,769	168.215	88.609	6.114.105
As at 1 January 2017 Additions	28.089	6.641	17.646	3.990	13.844	135.285	205.495
							203.493
Capitalised projects	326	6.463	110.714	327	450	(118.280)	(2.600)
Impairment/ Write off	(2.689)	(2.055)	(2.227)	(520)	-	(202)	(2.689)
Disposals	(1.689)	(2.956)	(2.337)	(529)	(1.124)	(283)	(8.918)
Currency translation differences	882	1.406	369	(1)	3	51	2.710
Transfers and other movements	(177)	177	3.633	-	-	(3.251)	382
As at 31 December 2017	312.868	909.409	4.708.733	96.556	181.388	102.131	6.311.085
Accumulated Depreciation and impairment							
As at 1 January 2017		439,270	2.179.967	60.625	143.437		2.823.299
	-	30.167	140.980	1.822	7.563	-	180.532
Charge for the year	-				(878)	-	(6.228)
Disposals	-	(2.862)	(1.988)	(500)	` /	-	. ,
Currency translation differences	-	973	332	1	3	-	1.309
Transfers and other movements	-	-	280	-	-	-	280
As at 31 December 2017	-	467.548	2.319.571	61.948	150.125	-	2.999.192
Net Book Value at 31 December 2017	312.868	441.861	2.389.162	34.608	31.263	102.131	3.311.893
Cost							
As at 1 January 2018	312.868	909.409	4.708.733	96.556	181.388	102.131	6.311.085
Additions	1.049	3.129	20.679	2.117	11.100	111.061	149.135
Capitalised projects	2.151	15.584	98.513	159	1.178	(117.585)	-
Disposals	(71)	(3.069)	(9.792)	(6.560)	(1.025)	(10)	(20.527)
Impairment/ Write off	(1.096)	(2.487)	(1.320)	(76)	(116)	(1.594)	(6.689)
Currency translation differences	59	98	(8)	-	-	1	150
Transfers and other movements	-	(4.366)	3.538	123	1.225	(1.861)	(1.341)
As at 31 December 2018	314.960	918.298	4.820.343	92.319	193.750	92.143	6.431.813
1.15							
Accumulated Depreciation and impairment		465 540	2 210 551	(1.040	150 125		2 000 102
As at 1 January 2018	-	467.548	2.319.571	61.948	150.125	-	2.999.192
Charge for the year	-	29.207	141.306	7.783	8.821	-	187.117
Impairment/ Write off	-	(1.888)	(1.092)	(74)	(196)	-	(3.250)
Disposals	-	(3.050)	(9.746)	(6.558)	(1.018)	-	(20.372)
Currency translation differences	-	9	31	-	1	-	41
Transfers and other movements	-	(2.275)	2.494	123	(185)	-	157
As at 31 December 2018	-	489.551	2.452.564	63.222	157.548	-	3.162.885
Net Book Value at 31 December 2018	314.960	428.747	2.367.779	29.097	36.202	92.143	3.268.928

- (1) The Group has not pledged any property, plant and equipment as security for borrowings.
- (2) During 2018 an amount of €2.5 million (2017: €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 5,11% (2017:5,34%)
- "Transfers and other movements" include the transfer of spare parts for the refinery units from inventories to fixed assets, the transfer of computer software development costs to intangible assets, as well as the transfer of catalysts previously used for the refining of crude oil to assets held for sale.
- The impairment loss of €2,7 million, for the year ended 31 December 2017, relates to the write down of land in Montenegro to its recoverable amount, based on its fair value. This land is an asset of the Group's subsidiary Jugopetrol A.D. and is included in the marketing segment. The impairment is included in "Other operating expenses/income - net" in the income statement.
  - "Impairment/write offs" for the year ended 31 December 2018, include write offs of assets both from cost and accumulated depreciation, as well as an impairment charge of €1,3 million related to the write down of land and buildings in Bulgaria to their recoverable amount, based on their fair value, which is included in cost in the line "Impairment/write off". These assets are owned by the Group's subsidiary EKO Bulgaria and are included in the marketing segment. The impairment charge is included in "Other operating expenses/income - net" in the income statement.

## Hellenic Petroleum S.A.

Consolidated Financial Statements in accordance with IFRS for the year ended 31 December 2018 (All amounts in Euro thousands unless otherwise stated)

(5) Plant and machinery include inter alia the carrying value of the pipeline connecting Thessaloniki and Skopje, which is an asset of the Group's subsidiary Vardax S.A.. The asset was not operational during 2018 and this was considered an indication of possible impairment. Management carried out an impairment test according to the requirements of IAS 36. The analysis was carried out by identifying the recoverable value ("value in use") of the asset through the application of the Discounted Cash Flow Valuation Method. The impairment test was carried out using a WACC of 7,2% as of 31 December 2018. Based on this impairment test, the Group concluded that the carrying amount of the asset is recoverable and consequently no impairment charge was recorded.

It is estimated that at 31 December 2018 if the WACC used in the impairment test was higher by 0,5% with all other variables held constant, the recoverable amount of the asset would have been lower by 9%. In addition, if the future free cash flow growth rate was lower by 0,5% with all other variables held constant, the recoverable amount of the asset would have been lower by 7,6%. In both sensitivity analysis' scenarios, the carrying amount of the asset is recoverable.

- (6) Depreciation expense of €187,1 million (2017: €180,5 million) and amortisation expense of €10,1 million (2017: €8,7 million) are allocated in the following lines of the Consolidated Statement of Comprehensive Income:
  - Cost of Sales €137,7 million (2017: €134,1 million),
  - Selling and distribution expenses €0,3 million (2017: €47 million),
  - Administration expenses €9,2 million (2017: €8,1 million).

### 7 **Intangible assets**

	Goodwill	Retail Service Stations Usage Rights	Computer software	Licences & Rights	Other	Total
Cost As at 1 January 2017	133,914	49.915	106.036	40.683	74,426	404.974
Additions	-	1.378	1.804	55	-	3.237
Disposals	-	(52)	(110)	(2.573)	-	(2.735)
Currency translation effects	-	-	32	-	177	209
Other movements		-	3.765	(90)	-	3.675
As at 31 December 2017	133.914	51.241	111.527	38.075	74.603	409.360
Accumulated Amortisation						
As at 1 January 2017	71.829	32.022	96.559	32.106	64.164	296.680
Charge for the year	-	2.849	4.919	758	218	8.744
Disposals	-	(37)	(80)	(1.927)	-	(2.044)
Currency translation effects	-	-	9	287	-	296
Other movements	-	-	-	-	-	-
As at 31 December 2017	71.829	34.834	101.407	31.224	64.382	303.676
Net Book Value at 31 December 2017	62.085	16.407	10.120	6.851	10.221	105.684
Cost						
As at 1 January 2018	133.914	51.241	111.527	38.075	74.603	409.360
Additions	-	2.723	2.309	3.691	123	8.846
Disposals	-	-	(3)	(241)	-	(244)
Impairment	-	(106)	-	(1.654)	-	(1.760)
Currency translation effects	-	-	3	-	10	13
Other movements		-	1.156	(1.064)	70	162
As at 31 December 2018	133.914	53.858	114.992	38.807	74.806	416.377
Accumulated Amortisation						
As at 1 January 2018	71.829	34.834	101.407	31.224	64.382	303.676
Charge for the year	-	2.973	5.815	1.252	26	10.066
Disposals	-	-	(3)	(241)	-	(244)
Impairment	-	(106)	-	(1.359)	-	(1.465)
Currency translation effects	-	-	-	-	-	-
Other movements	-	-	(39)	(1.187)	(47)	(1.273)
As at 31 December 2018	71.829	37.701	107.180	29.689	64.361	310.760
Net Book Value at 31 December 2018	62.085	16.157	7.812	9.118	10.445	105.617

(1) The majority of the remaining balance of goodwill as at 31 December 2018 relates to the unamortised goodwill arising on the acquisition of Hellenic Petroleum Cyprus Ltd in 2003 which is treated in line with the accounting policy in Note 2.9. Goodwill was tested for impairment as at 31 December 2018 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 4,9% 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 2018.

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. It is estimated that at 31 December 2018 if the free cash flow growth rate of Hellenic Petroleum Cyprus Ltd used in the impairment test was lower by 0,5% with all other variables held constant, the Equity Value of the company would have been lower by 9,8%. In addition, if the future WACC was higher by 0,5% with all other variables held constant, the Equity Value of the company would have been lower by 11,4%. The sensitivity analysis resulted in recoverable values well in excess of the carrying value.

- (2) Other intangible assets category primarily includes rights of use of land in Serbia and Montenegro in cases where the local legal framework does not allow outright ownership of real estate property.
- 'Other movements' include completed IT software projects capitalised during 2018 and thus transferred from assets under construction. 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 foruse.

### 8 **Investments in associates and joint ventures**

	As at		
	<b>31 December 2018</b>	<b>31 December 2017</b>	
Beginning of the Year	701.635	689.607	
Change in accounting policy (IFRS 9)	(1.750)	-	
Dividend income	(307.735)	(19.346)	
Share of profit/ (loss) of investments in associates & joint ventures	(1.771)	31.228	
Share of other comprehensive income/ (loss) of investments in associates	(288)	-	
Share capital increase / (decrease)	-	147	
Other movements	-	(1)	
End of the year	390.091	701.635	

# 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 accounts for Elpedison B.V. using the equity method and as such the Group's 50% share of the consolidated results of Elpedison B.V. appear under "Share of profit of investments in associates and joint ventures" and its 50% share of net assets under "Investment in associates and joint ventures".

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 a	it
Elpedison B.V. Group	<b>31 December 2018</b>	<b>31 December 2017</b>
Statement of Financial Position		
Non-Current Assets	255.354	284.100
Cash and Cash Equivalents	17.044	35.615
Other Current Assets	115.197	110.081
Total Assets	387.595	429.796
Equity	71.642	85.255
Long Term Borrowings	197.950	-
Other Non-Current Liabilities	28.303	30.004
Short Term Borrowings	8.416	224.264
Other Current Liabilities	81.284	90.273
Total Liabilities	315.953	344.541
Total Liabilities and Equity	387.595	429.796
Investment in Elpedison BV as accounted in Helpe Group	36.021	41.198

	As at		
	31 December 2018	31 December 2017	
<b>Statement of Comprehensive Income</b>			
Revenue	442.855	414.299	
EBITDA	22.552	30.578	
Depreciation & Amortisation	(27.968)	(28.068)	
EBIT	(5.416)	2.510	
Interest Income	389	402	
Interest Expense	(12.065)	(14.484)	
Loss beforeTax	(17.092)	(11.572)	
Income Tax	3.480	(707)	
Loss after Tax	(13.612)	(12.279)	
Share of loss accounted in Helpe Group	(5.177)	(5.917)	

In September 2018, Elpedison agreed with its Bondholders to refinance its loans amounting to €213,9 million for three years, up to September 2021. The loans are fully guaranteed by the ultimate shareholders of Elpedison S.A., according to their shareholdings in the Company, while they provide for quarterly capital repayments of €3 million on average and mandatory capital prepayments from any proceeds from 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 2018 amounted to €207,9 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 2018, the Group's share of the above was €83 million (31 December 2017: €88 million).

## Impairment of Investment in Elpedison B.V.

As at 31 December 2017, 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 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 7,5% and was estimated as the post-tax Weighted Average Cost of Capital (WACC) of the company. Based on this impairment test, the Group concluded that the carrying amount of its investment is recoverable and consequently no impairment charge was recorded.

Since uncertainty in the power market and regulatory environment remained during 2018 the impairment test was updated using a WACC of 7% as of 31 December 2018. Based on this impairment test, the Group concluded that the carrying amount of its investment is recoverable and consequently no impairment charge was recorded.

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.

It is estimated that at 31 December 2018 if the WACC used in the impairment test was higher by 0,5% with all other variables held constant, the Equity Value of Elpedison BV would have been lower by 9,8%. In addition, if the future Annual Flexibility Remuneration was lower by 10% with all other variables held constant, the Equity Value of Elpedison BV would have been lower by 13%. In both sensitivity analysis' scenarios, the carrying amount of the Group's investment in Elpedison BV is recoverable.

# b) Associates

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

# **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 HELPES.A.

The Depa Group fully consolidates its 100% shareholding in DEDA SA (Administrator of the Natural Gas Medium & Low Pressure Distribution System for areas other than the areas in which EDA THESS S.A. & EDA Attica S.A. are active), EDA Attica S.A. (gas Distribution Company for the Attica region) and EPA Attica S.A. (gas Supply Company for the Attica region). In addition, DEPA S.A. has a 51% shareholding in EDA THESS S.A. (gas Distribution Company for the Thessaloniki and Thessalia regions), for which it accounts using the equity method of accounting. Finally, DEPA S.A. has a 50% shareholding in IGI Poseidon S.A. (Joint Venture between DEPA S.A. and Edison S.p.A.), which is engaged in the development of gas infrastructure projects in South East Europe.

On 20 July, DEPA S.A. sold its 51% shareholding in EPA Thessaloniki-Thessalia S.A. or "Zeniθ" (gas Supply Company for the Thessaloniki and Thessalia regions) to Eni gas e luce S.p.A. (EGL) for a consideration of €57 million. The results of EPA Thessaloniki-Thessalia S.A. up until the date of sale, were consolidated using the equity method of accounting. Additionally, on 27 November DEPA S.A. acquired the remaining 49% of EPA Attica S.A. & EDA Attica S.A. (now holds the 100% of both) from Attiki Gas, for a consideration of €39 million and €111 million respectively. The results of both companies up until the date of acquisition, were consolidated using the equity method of accounting. Furthermore, as described below, the sale of the 100% shareholding of DESFA (Administrator of the Natural Gas High Pressure Transmission System) was finalized during December 2018. The results of DESFA S.A. up until the date of sale, were fully consolidated.

The table below summarizes the key financials of DEPA Group:

	As	As at			
Public Natural Gas Corporation of Greece (DEPA)	<b>31 December 2018</b>	<b>31 December 2017</b>			
Statement of Einancial Desition					
Statement of Financial Position	0.42.425	2 201 0 40			
Non-Current Assets	943.137	2.281.868			
Cash and Cash Equivalents	302.363	532.163			
Other Current Assets	393.576	412.454			
Total Assets	1.639.076	3.226.485			
Equity	995.720	1.880.094			
Long Term Borrowings	-	197.021			
Other Non-Current Liabilities	379.550	877.013			
Short Term Borrowings	14.170	25.801			
Other Current Liabilities	249.636	246.556			
Total Liabilities	643.356	1.346.391			
Total Liabilities and Equity	1.639.076	3.226.485			
Investment in DEPA Group as accounted in Helpe Group	348.498	658.773			

		As at			As at	
	311	December 2018		31 I	December 2017	
	Continuing	Discontinued		Continuing	Discontinued	
Statement of Comprehensive Income	operations	operations	Total	operations	operations	Total
Revenue	931.317	180.872		914.084	228.410	
EBITDA	150.205	50.007		109.235	182.694	
Depreciation & Amortisation	(77.123)	(40.423)		(80.335)	(43.939)	
Operating Profit	73.082	9.584		28.900	138.755	
Interest Income	36.465	2.462		16.863	2.070	
Interest Expense	(20.869)	(7.599)		(1.371)	(9.590)	
Profit before Tax	88.678	4.447		44.393	131.235	
Income Tax	(7.961)	(89.468)		(5.448)	(40.304)	
Profit after Tax	80.717	(85.021)	(4.304)	38.945	90.931	129.876
Other comprehensive income (OCI)			(824)			9
Share of profit accounted in Helpe Group			(1.507)			46.372
Share of OCI accounted in Helpe Group			(288)			0

In 2018 the Group received cash dividends of €23 million from the DEPA Group (2017: €18,4 million). In addition, the proceeds from DESFA sale of €284 million (see below), were accounted, effectively, as dividend distribution received from DEPA Group for the year ended 31 December 2018, as explained under "Sale of DESFA" below. At the same time the Group recognised a deferred tax liability of €48 million, for the resulting difference between tax and accounting base of its remaining investment in DEPA (Note 17). Therefore, the total dividend received from DEPA Group within 2018 amounts to €307 million.

# **Impairment of Investment in DEPA Group**

As at 31 December 2018, the Management of the Hellenic Petroleum Group of companies (Group) assigned to independent third-party experts the preparation of an impairment test on its investment in DEPA Group of companies, according to the requirements of IAS 36. The extended restructuring of the DEPA Group of companies, including the sale of DESFA and Zeni $\theta$  and the acquisition of the remaining shareholding in EPA ATTIKIS and EDA ATTIKIS, as described above, were considered as potential indicators of impairment, as they could impact the future cash flows to be generated by DEPA Group of companies' assets.

The valuation analysis was performed with the "Sum of parts" approach, according to which, each company of the DEPA Group was treated as a single cash generation unit (CGU). The value of the DEPA Group was then calculated as the sum of the individual CGUs' values. The analysis was carried out by identifying the recoverable value ("value in use" or VIU) of each CGU or where there were comparable transactions within 2018 by reference to such transactions. The replacement cost method was applied for IGI POSEIDON as the entity is in early development phase.

Specifically, the VIU method was applied for DEPA SA and DEDA SA and was performed through the application of the Discounted Free Cash Flow (DFCF) Valuation Method. The discount rates applied were 9,3% for DEPA SA and 8,2% for DEDA SA and were estimated as the post-tax Weighted Average Cost of Capital (WACC) of each company. For EDA ATTIKIS SA, EPA ATTIKIS and EDA THESS the recoverable amounts were estimated through comparable transactions. Finally, for IGI POSEIDON the replacement cost method was applied as the entity is in early development phase and there are no comparable transactions and future cash flows cannot be reliably estimated at the time of preparation of these financial statements.

Based on the above impairment test, the Group concluded that the carrying amount of its investment in DEPA Group of companies is recoverable and consequently no impairment charge was recorded.

It should be noted that the assumptions and scenarios used could further change in the future, particularly in an environment characterized by high volatility and expected growth. Relevant changes in assumptions used e.g. in the free cash flow growth rate (DEPA, DEDA) or in discount rates (WACC), could have an impact on the VIU of the DEPA Group of companies.

It is estimated that at 31 December 2018 if the free cash flow growth rate of DEPA S.A. used in the impairment test was lower by 0,5% with all other variables held constant, the Equity Value of DEPA Group would have been lower by 2,2%. In addition, if the future WACC of DEPA S.A. was higher by 0,5% with all other variables held constant, the Equity Value of DEPA Group would have been lower by 2,6%. In both sensitivity analysis' scenarios, the carrying amount of the Group's investment in DEPA Group is recoverable.

## Sale of DESFA

On 16 February 2012, HELPE and 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.

On 1 March 2017, by decision of the Governmental Economic Policy Council (ΚΥΣΟΙΠ), the Greek State decided, inter alia, to launch a new tender procedure for the disposal of the 66% of the shares of DESFA, i.e. the 31% of the 65% of the shares held by HRADF combined with the 35% of the shares owned by HELPE, as well as the termination of the respective selling process which was launched in 2012. In addition, article 103 of the law 4472/2017 provides that by 31 December 2017, the participation of DEPA in DESFA (66%) will be sold and transferred through an international tender process, which will be carried out by HRADF, while the remaining balance of 34% will be transferred to the Greek State. Furthermore, the above law provides that at the end of the tender process, DESFA should constitute an Unbundled Natural Gas Transmission System Operator, in accordance with the provisions of articles 62 & 63 of Law 4001/2011 as in force, and be certified as such, in accordance with Articles 9 & 10 of the 2009/73/EC (Full Ownership Unbundled System Operator - FOU).

The Board of Directors of HELPE, at its meeting on 12 June 2017, evaluated the strategic choices of HELPE regarding its minority participation in DESFA and considered that the disposal (jointly with HRADF) of the 66% of DESFA's shares is in the interest of the Company. For this purpose, a draft Memorandum of Understanding (MOU) between the Greek State, HRADF and HELPE was drawn up, based on the corresponding text of 2012. At the abovementioned meeting, the Board of Directors also convened the Extraordinary General Assembly of the Company's shareholders in order to obtain a special permit, in accordance with the provisions of article 23a of the Codified Law 2190/1920, for the conclusion of the MOU between the Greek State, HRADF and HELPE. The MOU was signed by the three parties on 26 June 2017 and the special permit of the General Assembly was provided retrospectively on 6 July 2017, pursuant to the provision of article 23a par.4 2190/1920. On 26 June 2017, the Invitation for the Non-Binding Expression of Interest was published. Four parties expressed interest, two of which were notified on 22 September 2017 by the Sellers that they qualified to participate in the next phase of the Tender Process (Binding Offers Phase), and were considered as Shortlisted Parties. The two Shortlisted Parties were on the one hand, a consortium formed by SNAM S.p.A., FLUXYS S.A., Enagas Internacional S.L.U. and N.V. Nederlandse Gasunies and on the other hand Regasificadora del Noroeste S.A.

The Shortlisted Parties submitted their binding offers on 16 February 2018, pursuant to the Sellers' Request on 10 October 2017 for the Submission of Binding Offers.

Best and final offers were submitted by the two Shortlisted Parties on 29 March 2018. The consortium formed by SNAM S.p.A., FLUXYS S.A. and Enagas Internacional S.L.U. confirmed its best and final offer on 19 April 2018, offering an amount of €35 million for the purchase of the 66% of DESFA. The above binding offer has been accepted by virtue of resolution no. 1319 of 19 April 2018 of the Board of Directors and the resolution of 14 May 2018 of the Extraordinary General Meeting of Shareholders of Hellenic Petroleum. By virtue of decision No. 235 of 25/6/2018, the Court of Audit has cleared the transaction and on 13/7/2018, the European Commission has provided its approval under the EU Merger Regulation.

On 20 July 2018 a Share Sale & Purchase Agreement (SPA) has been executed by HRADF and HELPE as Sellers and "SENFLUGA Energy Infrastructure Holdings S.A." (SNAM-Enagas-Fluxys Consortium SPV) as Purchaser. On the same date a Shareholders' Agreement for DESFA has been executed between SENFLUGA S.A. and the Hellenic

Upon satisfaction of all conditions precedent provided by the SPA, the above transaction close successfully on 20 December 2018. Immediately before the execution of the SPA, DEPA S.A. proceeded to a distribution of its shares

in DESFA (at fair value) to its shareholders, through a reduction of its share capital. Hellenic Petroleum S.A.'s share of investment in DESFA (35%) amounted to €284 million, equal to the sale proceeds per the SPA. On the basis of this amount, HELPE Group recognised an impairment loss of €46 million, through its share of profit/loss in its investment in DEPA. In addition, the sale proceeds of €284 million, were accounted as dividend distribution received from DEPA Group for the year ended 31 December 2018.

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 2018 amounts to €348 million (31 December 2017: €659 million). The cost of investment of the DEPA group in the financial statements of HELPE S.A is €237 million.

### 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 114 kMT (31 December 2017: 246kMT), at a fee calculated in line with the legal framework.

In 2018, DMEP Holdco reduced its borrowings from €0 million to €0 million, with a corresponding reduction in inventories.

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

	% interest		As at		
	held		31 December 2	2018	
		Assets	Liabilities	Revenues	Profit after tax
Spata Aviation Fuel Company S.A.	33%	5.987	4.683	7.718	2.526
ELPE THRAKI	25%	7	16	-	(13)
Athens Airport Fuel Pipeline Company S.A.	50%	13.812	3.605	4.409	1.482
DMEP Holdco	48%	85.183	85.925	52.971	415
	% interest		As at		
	held		31 December 2	2017	
		Assets	Liabilities	Revenues	Profit after tax
Spata Aviation Fuel Company S.A.	33%	4.685	2.653	6.819	1.876
ELPE THRAKI	25%	14	10	-	(14)
Athens Airport Fuel Pipeline Company S.A.	50%	13.197	3.794	3.769	1.256
DMEP Holdco	48%	126.059	130.987	33.444	(23.039)

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)
- Calfrac well services (Greece, Sea of Thrace concession)
- Total E&P Greece B.V., Edison International S.p.A (Greece, Block 2 West of Corfu Island).

### 9 Loans, Advances & Long Term assets

	As at		
	31 December 2018	<b>31 December 2017</b>	
Loans and advances	38.668	52.144	
Other long term assets	35.254	37.482	
Total	73.922	89.626	

Loans and advances relate primarily to non-interest bearing payments made to secure the 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.

Other long term assets include 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 2018, relating to merchandise credit and noninterest bearing settlement arrangements, are discounted at a weighted average rate of 6% (2017: 6%) over their respective lives.

### 10 **Inventories**

	As at		
	<b>31 December 2018</b>	<b>31 December 2017</b>	
Crude oil	328.482	331.353	
Refined products and semi-finished products	572.461	640.142	
Petrochemicals	24.400	21.670	
Consumable materials and other spare parts	97.518	91.277	
- Less: Provision for consumables and spare parts	(29.830)	(28.049)	
Total	993.031	1.056.393	

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 €7,8 billion (2017: €6,1 billion). The Group has reported a loss of €3,4 million as at 31 December 2018 arising from inventory valuation which is reflected in a write-down of the year end values (2017 − €0,04 million). This was recognised as an expense in the year ended 31 December 2018 and included in 'Cost of Sales' in the statement of comprehensive income. Overall for 2018, 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. €48 million (2017: positive impact of €59 million).

In addition, as at 31 December 2018, an amount of €5,2 million (December 2017: €3,0 million) relating to spare parts for the refinery units, has been transferred from inventories to fixed assets (see Note 6).

### 11 Trade and other receivables

	As at		
	31 December 2018	<b>31 December 2017</b>	
Trade receivables - Less: Provision for impairment of receivables	756.135 (258.333)	734.038 (248.008)	
Trade receivables net	497.802	486.030	
Other receivables - Less: Provision for impairment of receivables	337.650 (42.304)	327.203 (47.566)	
Other receivables net	295.346	279.637	
Deferred charges and prepayments	28.450	25.538	
Total	821.598	791.205	

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 advances to suppliers, advances to personnel, claimed VAT, withholding taxes and taxes paid, as a result of tax audit assessments during previous years from the tax authorities where the Company has started legal proceedings and disputed the relevant amounts. The timing of the finalization of these disputes cannot be estimated and the Group has classified the amounts as current assets. This balance as at 31 December 2018 also includes an amount of €4m (31 December 2017: €4m) 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 receivables approximate their carrying amount.

The table below analyses total trade receivables:

	As at		
	<b>31 December 2018</b>	<b>31 December 2017</b>	
Not past due	345.026	333.427	
Past due	411.109	400.611	
Total trade receivables	756.135	734.038	

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

	As at		
	<b>31 December 2018</b>	<b>31 December 2017</b>	
Up to 30 days	83.859	80.951	
30 - 90 days	18.526	15.006	
Over 90 days	308.724	304.654	
Total	411.109	400.611	

From 1 January 2018, the Group applies the simplified approach of IFRS 9 and calculates ECLs based on lifetime expected credit losses.

Regarding trade receivables, an impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses (ECLs). The maximum exposure to credit risk at the reporting date is the carrying value of each class of receivable. Collaterals include primarily first or second class pre-notices over properties of the debtor, personal and bank guarantees.

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

	< 30 days	31 - 90 days	> 91 days	Total
Expected credit loss rate	0,03%	0,25%	83,61%	34,16%
Total gross carrying amount	428.885	18.526	308.724	756.135
Expected credit loss	149	47	258.136	258.332

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

	As at		
	31 December 2018	<b>31 December 2017</b>	
Balance at 1 January	248.008	235.636	
Effect of change in accounting policy	2.084	-	
Charged / (credited) to the income statement:			
- Exchange differences	136	(101)	
- Additional provisions	15.441	14.380	
- Unused amounts reversed	(2.936)	(1.521)	
Receivables written off during the year as uncollectible	(4.640)	(386)	
Transfers and other movements	240	-	
Balance at 31 December	258.333	248.008	

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 2018</b>	31 December 2017	
Balance at 1 January	47.566	41.325	
Charged / (credited) to the income statement:			
- Additional provisions	4.662	8.317	
- Unused amounts reversed	(3.795)	(116)	
- Unwinding of discount	(12)	-	
Transfer to litigation provision	(6.000)	-	
Other movements	(117)	-	
Used during year	=	(1.960)	
Balance at 31 December	42.304	47.566	

### **12** Cash, cash equivalents and restricted cash

	As at		
	<b>31 December 2018</b>	<b>31 December 2017</b>	
Cash at bank and in hand	1.275.159	873.261	
Cash and Cash Equivalents	1.275.159	873.261	
Restricted cash	1.207	145.652	
Total Cash, Cash Equivalents and Restricted Cash	1.276.366	1.018.913	

Restricted cash in 2017 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 (Note 16). The outstanding balance under the EIB Facility Agreement B as at 31 December 2017 was €100 million, whilst the outstanding balance of the Piraeus loan as at 31 December 2017 was €144 million. In February 2018, the Company amended the EIB Facility Agreement B which no longer has security requirements. As a result, the loan with Piraeus was repaid, the security deposit was released and the bank guarantee agreement has been cancelled.

The balance of US Dollars included in Cash at bank as at 31 December 2018 was \$891 million (euro equivalent €779 million). The respective amount for the period ended 31 December 2017 was \$555 million (euro equivalent €463 million).

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

	As	As at		
	<b>31 December 2018</b>	<b>31 December 2017</b>		
Euro	0,03%	0,08%		
USD	0,09%	0,10%		

# 13 Share capital

	Number of Shares (authorised and issued)	Share Capital	Share premium	Total
As at 1 January & 31 December 2017	305.635.185	666.285	353.796	1.020.081
As at 31 December 2018	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 €,18 (31 December 2017: €,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. At the 2014 and 2015 AGM's, the shareholders approved several changes to the share option program incorporating recent tax changes, without altering the net effect in terms of benefit to the participants.

There were no share options outstanding at the end of the year.

Grant	Vesting	Expiry	Exercise		
Date	Period	Date	Price €per	No. of share of	options as at
		5 December	share	31 December 2018	31 December 2017
2012	2014-18	2018	4,52	-	185.633
			Total	-	185.633

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

	As at			
	31 December Average	2018	31 December 2	2017
	Exercise Price in		Average Exercise	
	€per share	Options	Price in €per share	Options
Balance at beginning of year (1 January)	4,52	185.633	4,52	1.479.933
Exercised	4,52	(172.383)	4,52	(1.294.300)
Lapsed	4,52	(13.250)	-	
Balance at end of year (31 December)	4,52	-	4,52	185.633

The value of lapsed stock options that were transferred to retained earnings in 2018 is 0 (2017: 0).

During the year ended 31 December 2018, share options were exercised via the acquisition and subsequent issue of treasury shares to employees with a total value of €1,2 million (see note 14).

#### 14 Reserves

	s	tatutory reserve	Special reserves	Hedging reserve	Share-based payment reserve	Tax free & Incentive Law Reserves	Other reserves	Treasury shares	Total
Balance at 1 January 2017		118.668	98.420	13.268	747	263.047	(24.362)		469.788
Changes of the fair value of equity investments		-	-	-	-	-	ĺ	-	1
Reduction in value of land		-	-	-	-	-	(907)	-	(907)
Currency translation differences and other movements		-	-	-	-	-	718	-	718
Derecognition of gains/(losses) on hedges through comprehensive income		-	-	1.979	-	-	-	-	1.979
Fair value losses on cash flow hedges		-	-	(4.590)	-	-	-	-	(4.590)
Actuarial gains/(losses) on defined benefit pension plans		-	-	-	-	-	(9.584)	-	(9.584)
Share based payments		-	-	-	(653)	-	-	-	(653)
Acquisition of Treasury Shares		-	-	-	-	-	-	(10.245)	(10.245)
Issue of treasury shares to employees		-	-	-	-	-	-	9.714	9.714
Transfer from retained earnings to reserves		-	-	-	-	8.797	-	-	8.797
Transfers		-	(11.925)	(2.482)	-	100	14.307	-	-
Dividends	_	-	-	-	-	(106.962)	-	-	(106.962)
Balance at 31 December 2017 as originally presented		118.668	86.495	8.175	94	164.982	(19.827)	(531)	358.056
Change in accounting policy									166 -
	166	<u>í</u>							
Restated total equity as at 1 January 2018	_	118.668	86.495	8.175	94	164.982	(19.661)	(531)	358.222
Changes in the fair value of equity investments		_	_	_	_	_	(700)	_	(700)
Currency translation differences and other movements		_	_	_	_	_	(740)	_	(740)
Derecognition of gains on hedges through comprehensive income		_	_	(14.920)	_	_	(, 10)	_	(14.920)
Fair value losses on cash flow hedges		_	_	(5.006)	-	-	_	-	(5.006)
Actuarial valuation losses on defined pension plans		-	-	`		-	(11.002)	-	(11.002)
Share-based payments Share of other comprehensive income of associates	13	-	-	-	(93)	-	(288)	-	(93) (288)
Acquisition of treasury shares	13			_	-		(288)	(683)	(683)
Issue of treasury shares to employees	13	-	_	-	-	-	_	1.214	1.214
Transfers of tax on reserves distributed to retained earnings		-	-	-	-	(17.319)	-	-	(17.319)
Dividends		26.170	-	-	-	(76.408)	-	-	(76.408)
Transfer to Statutory Reserve		26.170	-	-	-	-	-	-	26.170
Transfer of grant received to tax free reserves	-	-	-	-	-	80		-	80
Balance at 31 December 2018	_	144.838	86.495	(11.751)	1	71.335	(32.391)	-	258.527

# 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.

# Tax free and Incentive Law reserves

These reserves relate to retained earnings that have not been taxed with the prevailing corporate income tax rate as allowed by Greek law under various statutes and include reserves relating to investments under incentive laws. These reserves will become liable to tax at the rate prevailing at the time of distribution to shareholders or conversion to share capital under certain conditions.

## 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

Other reserves are almost entirely comprised of actuarial losses.

## Other reserves 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 investments in equity instruments.
- 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.

# Treasury Shares

Treasury shares are held regarding the Share Option Plan. During the year ended 31 December 2018, 87.793 shares were acquired at a cost of €0,7 million, while 157.953 shares were issued to employees following exercise of share options held. Treasury shares are recognised on a first-in-first out method (Note 13).

### 15 Trade and other payables

	As at		
	<b>31 December 2018</b>	<b>31 December 2017</b>	
Trade payables	1.137.603	1.474.336	
Accrued Expenses	138.022	100.810	
Other payables	73.528	86.311	
Total	1.349.153	1.661.457	

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

Trade payables, as at 31 December 2018 and 31 December 2017, 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 EU 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.

On May 8, 2018, the President of the U.S. (the President) announced his decision to cease the United States' participation in the Joint Comprehensive Plan of Action (JCPOA), and to begin re-imposing, following a winddown period, the U.S. nuclear-related sanctions that were lifted to effectuate the JCPOA sanctions relief. In conjunction with this announcement, the President issued a National Security Presidential Memorandum (NSPM) directing the Secretary of State and the Secretary of the Treasury to prepare immediately for the re-imposition of all of the U.S. sanctions lifted or waived in connection with the JCPOA, to be accomplished as expeditiously as possible and in no case later than 180 days from the date of the NSPM. As a result, no deliveries of Iranian crude oil or payments have taken place post May 8, 2018.

Accrued expenses mainly relate to accrued interest, payroll related accruals and accruals for operating expenses not yet invoiced. Accrued expenses include the estimated cost of the CO2 emission rights required under the corresponding environmental legislation amounting to €54 million as at 31 December 2018 (2017: €19 million).

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

### 16 Interest bearing loans and borrowings

	As at		
	<b>31 December 2018</b>	<b>31 December 2017</b>	
Non-current interest bearing loans and borrowings			
Bank borrowings	1.178.075	155.556	
Eurobonds	446.715	761.607	
Finance leases	2.381	3.071	
Total non-current interest bearing loans and borrowings	1.627.171	920.234	
Current interest bearing loans and borrowings			
Short term bank borrowings	745.278	1.855.170	
Eurobonds	318.386	-	
Current portion of long-term bank borrowings	44.444	44.444	
Finance leases - current portion	677	655	
Total current interest bearing loans and borrowings	1.108.785	1.900.269	
Total interest bearing loans and borrowings	2.735.956	2.820.503	

Non-current interest bearing loans and borrowings mature as follows:

As at		
<b>31 December 2018</b>	<b>31 December 2017</b>	
267.038	360.258	
1.360.133	559.976	
1.627.171	920.234	
	31 December 2018 267.038 1.360.133	

The weighted average effective interest margins are as follows:

		As at			
Bank Borrowings Curren		<b>31 December 2018</b>	<b>31 December 2017</b>		
Short-term					
- Floating Euribor + margin	Euro	5,18%	4,88%		
- Floating Libor + margin	US Dollar	6,88%	5,88%		
- Floating Belibor + margin	Serbian Dinar	4,20%	5,55%		
- Floating Reference Rate + margin	Bulgarian Lev	1,98%	4,90%		
- Central Bank Bills + margin	FYROM Dinar	-	4,73%		
- Fixed coupon	Euro	5,25%	-		
Long-term					
- Floating Euribor + margin	Euro	2,77%	0,78%		
- Floating Libor + margin	US Dollar	5,42%	-		
- Fixed coupon	Euro	4,88%	5,04%		

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

	As at		
	<b>31 December 2018</b>	<b>31 December 2017</b>	
Euro	2.529.086	2.772.059	
US Dollar	155.060	-	
Serbian Dinar	15.098	14.454	
Bulgarian Lev	36.712	33.990	
Total interest bearing loans and borrowings	2.735.956	2.820.503	

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.

Borrowings of the Group by maturity as at 31 December 2018 and 31 December 2017 are summarised in the table below (amounts in €million):

			Balance as at		
	Company	Maturity	<b>31 December 2018</b>	<b>31 December 2017</b>	
1a. Syndicated credit facility €20 million	HPF plc	Jul 2018	-	20	
1b. Syndicated credit facility €10 million	HPF plc	Jul 2018	-	10	
1c. Syndicated bond loan €350 million	HP SA	Jul 2018	-	348	
1d Bond loan €400 million	HP SA	Jun 2023	392	-	
2. Bond loan €400 million	HP SA	Nov 2020	223	284	
<ol><li>Bond loan €300 million</li></ol>	HP SA	Feb 2021	297	200	
4. Bond loan SBF €400 million	HP SA	May 2018	-	239	
5. Bond loan \$ 250 million	HP SA	June 2021	155	-	
6. European Investment Bank ("EIB")Term loan	HP SA	Jun 2022	156	200	
7. Eurobond €325 million	HPF plc	Jul 2019	318	316	
8. Eurobond €450 million	HPF plc	Oct 2021	447	446	
9. Bilateral lines	Various	Various	745	754	
10. Finance leases	Various	Various	3	4	
Total			2.736	2.821	

Refer to 'Liquidity Risk Management' (Note 3.1c) for an analysis of the Group's plans regarding the facilities falling due in 2019.

No loans were in default as at 31 December 2018 (none as at 31 December 2017).

## 1. Term loans

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

- (1a-1b) HPF concluded a €0 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. These loans were repaid during 2018 with the proceeds of the facility as described below (1d).
- (1c) Hellenic Petroleum S.A. concluded a €350 million syndicated bond loan credit facility guaranteed by HPF maturing in July 2018. These loans were repaid during 2018 with the proceeds of the facility as described below (1d).
- (1d) In June 2018, the Group prepaid both facilities which had a total outstanding balance of  $\le$ 80 million. The facilities were refinanced with a 5 year syndicated revolving bond loan facility issued by Hellenic Petroleum S.A. and subscribed to by Greek and international banks for an amount of  $\le$ 400 million.

# 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. In April 2018, Hellenic Petroleum S.A. extended the facility maturity date to October 2018, when it was fully repaid (the outstanding balance amounted to €284,5 million). The loan was refinanced in November 2018, with the issuance of a new syndicated bond loan of €400 million with a tenor of 2 years and a one- year extention option. The outstanding amount of the loan was €223 million as of 31 December 2018.

# Bond loan €300 million

In January 2015, Hellenic Petroleum S.A. concluded a €200 million revolving bond loan facility, with a tenor of 3 years. The facility was refinanced in February 2018 for an increased amount of €300 million and a tenor of 3 vears.

# Bond loans SBF €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. In May 2017, Hellenic Petroleum S.A. made an additional drawdown of €167 million under the committed Tranche of the facility. In October 2017, Hellenic Petroleum S.A. extended the facility maturity date to May 2018. In May 2018, Hellenic Petroleum S.A. fully repaid the outstanding balance of €240 million upon maturity.

# 5. Bond Loan \$250 million

In June 2018, Hellenic Petroleum S.A. concluded a new \$250 million revolving bond loan facility with a tenor of 3 years to finance general working capital needs.

## 6. 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 amortisation 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 2018 amounted to €244 million (€44 million paid during 2018). See also note 12 - Cash and Cash Equivalents. Up to February 2018, Facility B included financial covenant ratios which were comprised of leverage, interest cover and gearing ratios. In February 2018, Hellenic Petroleum S.A. amended the terms of this facility in order to align the loan covenants' definitions and ratios in line with those used for all its commercial bank loans and Eurobonds.

## 7. 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 listed on the Luxembourg Stock Exchange.

## Eurobond €450m

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 €00 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. In July 2017, HPF issued €74,53 million guaranteed notes due 14 October 2021, which were consolidated and form a single series with the €375 million 4,875% guaranteed notes, which mature in October 2021.

# 9. Bilateral lines

The Group companies have credit facilities with various banks to finance general corporate needs which are being renewed in accordance with the Group's finance needs. The facilities mainly comprise of short-term loans of the parent company Hellenic Petroleum S.A..

# 10. Finance leases

The Group leases petrol stations (buildings and plant) under finance lease agreements. Finance leases are analysed as follows:

	As at		
	<b>31 December 2018</b>	<b>31 December 2017</b>	
Obligations under finance leases			
Within 1 year	677	667	
Between 1 and 2 years	639	677	
Between 2 and 5 years	1.175	2.061	
After 5 years	567	321	
Total lease payments	3.058	3.726	

Certain medium term credit agreements that the Group has concluded, include financial covenants, mainly for the maintenance of certain ratios such as: "Consolidated Net Debt/ Consolidated Adjusted EBITDA", "Consolidated Adjusted EBITDA/ Consolidated Net Interest" and "Consolidated Net Debt/ Consolidated 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 offset amounts are as follows:

	As at			
	<b>31 December 2018</b>	<b>31 December 2017</b>		
Deferred tax assets:				
Deferred tax assets	64.109	71.355		
	64.109	71.355		
Deferred tax liabilities:		_		
Deferred tax liabilities	(185.744)	(131.611)		
	(185.744)	(131.611)		
	(121.635)	(60.256)		

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

	As at			
	<b>31 December 2018</b>	<b>31 December 2017</b>		
Beginning of the year	(60.256)	58.237		
Income statement charge	(72.957)	(125.096)		
Charged / (released) to equity	10.911	4.777		
Restatement of equity	531	-		
Other movements	136	1.826		
End of year	(121.635)	(60.256)		

Deferred tax relates to the following types of temporary differences:

	As at		
	<b>31 December 2018</b>	<b>31 December 2017</b>	
Intangible and tangible fixed assets	(213.073)	(228.980)	
Inventory valuation	11.385	12.068	
Unrealised exchange gains	(3.387)	4.364	
Employee benefits provision	42.359	42.592	
Provision for bad debts	39.318	42.610	
Derivative financial instruments at fair value	4.002	(3.339)	
Interest cost carried forward (thin capitalisation)	3.997	42.860	
Tax losses carried forward	5.479	6.927	
Environmental provisions	18.311	5.421	
Impairment of investments	7.737	9.363	
Unearned profit in stock	2.129	2.642	
Other temporary differences relating to provisions and accruals	8.604	3.216	
Deferred Tax on distribution of DESFA shares by DEPA	(48.496)	<u> </u>	
End of year	(121.635)	(60.256)	

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 2018, the Group recognised deferred tax assets on tax loss carry-forwards totalling € million (2017: € 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, 40% for 2016 and 30% thereafter). This resulted in a deferred tax asset of €4 million as at 31 December 2018 (31 December 2017: €43 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 2018</b>	31 December 2017		
Statement of Financial Position obligations for:				
Pension benefits	163.514	133.256		
Liability in the Statement of Financial Position	163.514	133.256		
	For the yea	ar ended		
	<b>31 December 2018</b>	<b>31 December 2017</b>		
Statement of Comprehensive Income charge for:				
Pension benefits	22.201	10.566		
<b>Total as per Statement of Comprehensive Income</b>	22.201	10.566		
Remeasurements for:				
Pension benefits	13.750	13.299		
<b>Total as per Statement of Other Comprehensive Income</b>	13.750	13.299		

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

	As at			
	<b>31 December 2018</b>	<b>31 December 2017</b>		
Present value of funded obligations	21.663	22.226		
Fair value of plan assets	(10.108)	(9.530)		
Deficit of funded plans	11.555	12.696		
Present value of unfunded obligations	151.959	120.560		
Liability in the Statement of Financial Position	163.514	133.256		

The Group operates defined benefit pension plans in Greece, Bulgaria, Serbia, 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	Fair Value of Plan	
	Obligation	Assets	Total
As at 1 January 2017	119.282	(8.370)	110.912
Current service cost	6.296	-	6.296
Interest expense/(income)	3.095	(147)	2.948
Past service costs and (gains)/losses on settlements	1.322	-	1.322
Statement of comprehensive income charge	10.713	(147)	10.566
Remeasurements:			
- Return on plan assets, excluding amounts included in Interest			
expense/(income)	-	(161)	(161)
- (Gain)/loss from change in demographic assumptions	264	-	264
- (Gain)/loss from change in financial assumptions	7.920	-	7.920
- Experience (gains)/losses	5.276	-	5.276
Statement of other comprehensive income charge	13.460	(161)	13.299
Other movements/ Reclassifications	2.000		2.000
Benefits paid directly by the group/Contributions paid by the group	(2.224)	(1.297)	(3.521)
Benefit payments from the plan	(445)	445	-
Settlement payments from the plan	-	-	-
As at 31 December 2017	142.786	(9.530)	133,256

	Present Value of Obligation	Fair Value of Plan Assets	Total
As at 1 January 2018	142.786	(9.530)	133.256
Current service cost	7.243	-	7.243
Interest expense/(income)	2.950	(158)	2.792
Past service costs and (gains)/losses on settlements	12.166	` -	12.166
Statement of comprehensive income charge	22.359	(158)	22,201
Remeasurements:			
- Return on plan assets, excluding amounts included in Interest			
expense/(income)	-	322	322
- (Gain)/loss from change in demographic assumptions	(6)	-	(6)
- (Gain)/loss from change in financial assumptions	10.852	-	10.852
- Experience (gains)/losses	2.582	-	2.582
Statement of other comprehensive income charge	13.428	322	13.750
Benefits paid directly by the group/Contributions paid by the group	(3.881)	(1.322)	(5.203)
Benefit payments from the plan	(1.074)	595	(479)
Contributions paid by employees	17	(17)	-
Settlement payments from the plan	(12)	<del>-</del>	(12)
As at 31 December 2018	173.623	(10.109)	163.514

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

	Less than a	Between 1-2	Between 2-5		
Balance at 31 December 2018	year	years	years	Over 5 years	Total
Pension Benefits	5.037	6.299	34.076	291.709	337.121

Plan assets are comprised as follows:

		2018				201	7	
	Quoted	Unquoted	Total	%	Quoted	Unquoted	Total	%
Equity Instruments	1.973	-	1.973	20%	2.231	-	2.231	23%
Debt Instruments								
- Government bonds	1.228	-	1.228	12%	1.096	-	1.096	12%
- Corporate bonds	2.961	-	2.961	29%	3.202	-	3.202	34%
Investment funds	2.139	-	2.139	21%	1.054	-	1.054	11%
Real Estate/ Property	1.421	-	1.421	14%	1.524	-	1.524	16%
Cash and cash equivalents	196	191	387	4%	205	218	423	4%
Total	9.918	191	10.109	100%	9.312	218	9.530	100%

The principal actuarial assumptions used were as follows:

	As at		
	31 December 2018	<b>31 December 2017</b>	
Discount Rate	2,05%	2,00%	
Future Salary Increases	1,10% - 1,50%	0,50%	
Inflation	1,10%	0,60%	
Average future working life in years	16,18	16,87	

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

			Decrease in		
	Change in assumption	Increase in DBO	DBO		
Discount Rate	0,5%	-5,05%	5,16%		
Future Salary Increases	0,5%	4,27%	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 €0,9 million. The weighted average duration of the defined benefit obligation is 16 years.

### 19 **Provisions**

The movement for provisions for 2018 and 2017 is as follows:

	Provisions for other liabilities and charges		
At 1 January 2017	9.306		
Charged / (credited) to the income statement:			
- Additional provisions	929		
- Unused amounts reversed	(1.212)		
- Utilized during year	(652)		
Other movements / Reclassifications	(2.000)		
At 31 December 2017	6.371		
Charged / (credited) to the income statement:			
- Additional provisions	30.895		
- Unused amounts reversed	(2.511)		
- Utilized during year	(3.705)		
Transfer from Note 11	6.000		
Other movements/ Reclassifications	4.988		
At 31 December 2018	42.038		

An amount of €2 million included within "Other movements/ Reclassifications" for the year ended 31 December 2017, relates to a transfer to Retirement Benefit Obligations.

The majority of the amounts reported in the above category concern provisions for pending legal claims and environmental restoration. During 2018, a provision of €15 million was recorded, for the estimated cost of decommissioning of a caustic soda plant in Thessaloniki industrial complex, which is idle and the subsequent restoration of land. The remaining provision for the year 2018 relates to various litigation provision.

### 20 Trade and other payables, non-current

	As at			
	<b>31 December 2018</b>	<b>31 December 2017</b>		
Government grants	10.939	11.685		
Trade and other payables	17.913	17.015		
Total	28.852	28.700		

# Government grants

Advances by the Government to the Group's entities relate to grants for the purchase of property plant and equipment. Amortisation for 2018 amounted to €1,0 million (2017: €0,9 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.

### 21 **Derivative financial instruments**

	31 December 2018			31 December 2017			
Commodity Derivative type	Notional A	mount	Assets	Liabilities	Notional Amount	Assets	Liabilities
	MT'000	Bbls'000	€	€	MT'000 Bbls'000	€	€
Commodity Swaps	-	846	-	16.387	- 1.848	11.514	
	-	846	-	16.387	- 1.848	11.514	-
Total	-	846		16.387	1.848	11.514	-
			31 December 2018			31 December 2017	
			Assets	Liabilities		Assets	Liabilities
Non-current portion							
Commodity swaps			-	-		-	-
, .			•	-		-	-
Current portion Commodity swaps			_	16.387		11.514	
Commounty swaps		_		16.387	_	11.514	-
Total				16.387	_	11.514	

Derivatives are only used for economic hedging purposes and not as speculative investments. However, where derivatives do not meet the accounting 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 2018 amounts transferred to the statement of comprehensive income, relating to contracts that were settled during the year, amounted to €14,920 million gain, net of tax (2017: €1,979 million loss, net of tax).

The remaining cash flow hedges are highly effective and the movement in their fair value, amounting to a loss of €5,006 net of tax as at 31 December 2018, (2017: €4,590 loss, net of tax), is included in the hedging reserve (see Note

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 2018</b>	<b>31 December 2017</b>	
Raw materials and consumables used	7.832.405	6.064.349	
Employee costs	279.943	268.617	
Depreciation	187.117	180.532	
Amortisation	10.066	8.744	
Other expenses	935.186	794.565	
Total cost of sales, distribution cost and administrative			
expenses	9.244.717	7.316.807	

Other expenses include fees paid to the Group's statutory auditor which relate to non-audit services (i.e exclude audit and tax certificate) and which amount to €0,04 million for the year ended 31 December 2018.

## **Employee costs**

Employee costs are set out in the table below:

	For the year ended		
	31 December 2018	<b>31 December 2017</b>	
Wages and salaries	186.943	189.140	
Social security costs	45.412	44.212	
Pension costs	22.201	10.625	
Other employment benefits	25.387	24.640	
Total	279.943	268.617	

Other employment benefits include medical insurance, catering and transportation expenses.

#### 23 **Exploration and Development expenses**

Geological and geophysical costs are expensed as incurred (2018: €1,4 million and 2017: €0,2 million) and relate mainly to exploration operations including environmental and geological studies in the Patraikos Gulf, Arta -Preveza onshore Block, NW Peloponnese onshore Block and Block 2.

Exploration license costs relating to Patraikos, Arta Preveza, NW Peloponnese and Block 2 have been capitalized within intangible assets (2018: €2,2 million and 2017: €0,07 million) and are amortised over the term of the exploration period for each block.

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

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

	Note	For the year ended		
		31 December 2018	<b>31 December 2017</b>	
Other operating income				
Income from Grants	30	965	878	
Services to 3rd Parties - net		5.067	3.873	
Rental income -net		7.768	8.105	
Insurance compensation	_	1.836	926	
Total other operating income - net	_	15.636	13.782	
Other gains/(losses)				
(Loss)/ profit from the sale of PPE - net		246	(252)	
Amortization of long-term contract costs		(454)	(6.272)	
Voluntary retirement scheme cost		(596)	(942)	
Impairment of fixed assets	6	(3.734)	(2.689)	
Legal costs relating to Arbitration proceedings ruling		-	(13.679)	
Provision for environmental restoration	19	(15.000)	-	
Other operating expenses	_	(4.921)	(5.836)	
Total other (losses)/ gains	-	(24.459)	(29.670)	
Total other operating (expenses)/income and other gains/ (losses)-net	_	(8.823)	(15.888)	

Rental income relates to long term rental of petrol stations, let to dealers. Other operating income / (expenses) include income or expenses which do not relate to the trading activities of the Group.

#### 25 Finance (Expenses) / Income - Net

	For the year ended		
	31 December 2018	<b>31 December 2017</b>	
Interest income	3.827	4.600	
Interest expense	(125.907)	(136.403)	
Other finance costs	(23.625)	(33.250)	
Finance costs -net	(145.705)	(165.053)	

Finance costs amounting to €2,5 million (2017: €,4 million) have been capitalised (Note 6).

#### 26 **Currency exchange gains / (losses)**

Foreign currency exchange gains of €2 million for the year ended 31 December 2018, relate mostly to unrealized gains arising from the valuation of bank accounts denominated in foreign currency (mainly USD). Foreign currency exchange losses of €8 million for the year ended 31 December 2017, relate mostly to unrealized losses arising from the valuation of bank accounts denominated in foreign currency (mainly USD).

#### 27 **Income tax expense**

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

	For the year ended		
	<b>31 December 2018</b>	<b>31 December 2017</b>	
Current tax	(72.025)	(7.245)	
Tax on distribution of dividends	(13.490)	-	
Prior year tax	4.254	(3.520)	
Deferred tax (Note 17)	(72.957)	(125.097)	
Income Tax (expense) / credit	(154.218)	(135.862)	

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

	For the year ended					
		31 December 2018			31 December 20	17
	Before tax	Tax (charge)/ credit	After tax	Before tax	Tax (charge)/ credit	After tax
Reduction in value of land	-		-	(1.669)	-	(1.669)
Share of other comprehensive income of associates	(288)	-	(288)	-	-	-
Investment in equity instruments	(959)	264	(695)	6	-	6
Cash flow hedges	(27.835)	7.909	(19.926)	(3.678)	1.063	(2.615)
Currency translation differences	(745)	-	(745)	752	-	752
Actuarial gains/ (losses) on defined benefit pension plans	(13.750)	2.738	(11.012)	(13.299)	3.714	(9.585)
Other comprehensive income	(43.577)	10.911	(32.666)	(17.888)	4.777	(13.111)

The corporate income tax rate of legal entities in Greece is 29% for 2018 (2017: 29%). According to article 23 of the recent Law 4579, released in December 2018, the corporate income tax rate in Greece, currently 29%, is expected to be reduced by 1% each year as follows: 28% in FY 2019, 27% in FY 2020, 26% in FY 2021 and 25% in FY 2022 onwards."

As at 31 December 2018, the effect of the changes in future income tax rates in other comprehensive income of the Group, is a charge of €1,9 million.

In accordance with the applicable tax provisions, tax audits in Group companies are conducted as follows:

## a. Audits by Certified Auditors - Tax Compliance Report

Effective for fiscal years ending 31 December 2011 onwards, Greek companies meeting certain criteria can obtain an "Annual Tax Certificate" as provided for by par. 5, article 82 of L.2238/1994 and article 65A of L. 4174/2013, as of 2014, from their statutory auditor in respect of compliance with tax law. The issuance of a Tax Compliance Report 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 received unqualified Tax Compliance Reports by their respective statutory auditor for fiscal years up to 2017 (inclusive). The tax audit for the financial year 2018 is in progress, the issuance of Tax Compliance Report is expected to be issued within the fourth quarter of 2019 and management expects it to be unqualified.

## b. Audits by Tax Authorities

Income tax years of the parent company and its most significant subsidiaries audited by the tax authorities are set out below:

Company name	Financial years ended (up to & including)
HELLENIC PETROLEUM SA	2011
EKO SA	2010
HELLENIC FUELS & LUBRICANTS SA (former HELLENIC FUELS SA)	2011

As explained also in Note 31, and notwithstanding the possibility of future tax audits, the Group's 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 as of 31 December 2018.

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

	For the year ended		
	31 December 2018	31 December 2017	
Profit before tax	368.930	519.785	
Tax (expense) at Greek corporation tax rate of 29% (2017 - 29%)	(106.990)	(150.738)	
Difference in overseas tax rates	5.688	7.371	
Tax exempt results of shipping companies	555	2.625	
Deferred Tax on distribution of DESFA shares by DEPA	(48.494)	-	
Tax on expenses not deductible for tax purposes	(9.457)	(12.836)	
Adjustments to Deferred tax due to changes in tax rate (excl DESFA)	17.164	-	
Utilization of previously unrecognized tax losses Tax losses for which no deferred income tax was recognised	449 (50)	898 (160)	
Adjustments for deferred tax of prior periods	(536)	11.553	
Tax on Distribution of Dividend	(13.490)	-	
Tax on income from associates not subject to corporate tax	513	6.465	
Other	430	(1.040)	
Tax (Charge) / Credit	(154.218)	(135.862)	
Effective tax rate	41.8%	26.1%	

#### 28 Earnings per share

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, excluding the weighted average number of treasury shares (Note 13). Diluted earnings per ordinary share are not materially different from basic earnings per share.

	For the year ended		
	31 December 2018	31 December 2017	
Earnings per share attributable to the Company Shareholders			
(expressed in Euro per share):	0,69	1,25	
Net income attributable to ordinary shares			
(Euro in thousands)	211.614	381.372	
Weighted average number of ordinary shares	305.628.663	305.559.147	

#### 29 Dividends per share

A proposal to the AGM for a final dividend €0,25 per share (excluding treasury shares – Note 13) for the year ended 2017 was approved by the Board of Directors on 22 February 2018 and the final approval was given by the shareholders at the AGM held on 6 June 2018. This amounts to €76,408 million and is included in the Consolidated Financial Statements for the period ended 31 December 2018.

At its meeting held on 8 November 2018, the Board of Directors decided to distribute an interim dividend of €0,25 per share (excluding treasury shares - Note 13) for the financial year 2018. The dividend amounts to a total of €76,408 million.

The relevant amounts relating to the interim dividend for 2018 and the final dividend for 2017 (total amount of €152,816 million) have been included in the Consolidated Financial Statements for the year ended 31 December 2018.

A proposal to the AGM for a final dividend €0,50 per share (excluding treasury shares – Note 13) for the year ended 2018, was approved by the Board of Directors on 28 February 2019. The above dividend includes a special dividend of €0,25 per share relating to distribution of part of the proceeds from the sale of the Group's share in DESFA (Note 8). The total final dividend amounts to €152,814 million and is not included in the Consolidated Financial Statements for the year ended 31 December 2018, as it has not yet been approved by the shareholders' AGM.

The Board did not approve a change in dividend policy overall and will re-evaluate the payment of an additional dividend or an additional special dividend during 2019.

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

	For the year ended		
	Note	<b>31 December 2018</b>	<b>31 December 2017</b>
Profit before tax		368.930	519.785
Adjustments for:			
Depreciation and amortisation of property, plant &			
equipment and intangible assets	6,7	197.183	189.276
Impairment of assets	6	3.734	2.689
Amortisation of grants	20	(965)	(878)
Finance costs - net	25	145.704	165.053
Share of operating profit of associates	8	1.771	(31.228)
Provisions for expenses & valuation charges		89.103	55.594
Foreign exchange (gains) / losses	26	(2.194)	8.173
Amortisation of long-term contracts costs	24	454	6.272
Loss / (gain) on sale of property, plant and equipment		(246)	1.685
		803.474	916.421
Changes in working capital			
Decrease / (increase) in inventories		61.582	(116.523)
(Increase) / decrease in trade and other receivables		(17.694)	62.948
Decrease in trade and other payables		(339.516)	(409.535)
		(295.628)	(463.110)
Net cash generated from operating activities		507.846	453.311

#### 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, the most significant of which are disclosed below:

## (a) Business issues

#### (i) Unresolved legal claims

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.

As at 31 December 2018 there are pending litigation claims that have been filed against the Group by the State, concerning customs violations that have been carried out by petrol stations dealers and whereby the Group is considered to be jointly liable. Furthermore, a number of decisions have been issued by the Supreme

Administrative Court in similar cases, which either reject the Group's appeals, or accept the State's appeals and redirect them to the Administrative Appeals Court. The total amounts imposed amount to €13,9 million of which €11,7 million has been paid and recognized in Other Receivables in the Financial Statements.

The Group intends to file an appeal regarding these cases, to the European Court of Human Rights and at the same time to submit a question to the European Union Court as it assesses that the above Court decisions contradict the provisions of the European Convention on Human Rights as well as the legal framework of the European Union.

In this context, Group Management assesses that the probability of a favourable outcome from the European Courts is significant, which may as a result change the Supreme Administrative Court's position, which will subsequently result in a favourable outcome for the Group. For the reasons mentioned above, the Group has not raised a provision with regards to these cases.

During the current and preceding year, a number of Municipalities proceeded with the imposition of duties and fines relating to the rights of way occupied by underground pipelines operated by the Group within the boundaries of each respective municipality. As at 31 December 2018, the total amounts imposed amount to  $\[ \]$  6,5 million. In order to appeal against these, and in accordance with legislation, the Group has paid an amount of  $\[ \]$  6,4 million which is included in Other Receivables in the Financial Statements.

The Group has exercised all available legal recourse relating to these cases and Group Management have assessed that it is most probable that the outcome of all appeals will be favourable. Therefore the Group has not raised a provision with regards to these cases.

#### (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 2018 was the equivalent of €69 million (31 December 2017: €1.016 million). Out of these, €86 million (31 December 2017: €28 million) are included in consolidated borrowings of the Group and are presented as such in the consolidated financial statements.

## (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. On 15 November 2017 the Commission for the Protection of Competition in Cyprus imposed a fine amounting to €5 million against Hellenic Petroleum Cyprus Ltd. Pertinent legal actions, have commenced on 30 December 2017 and are in progress. The likelihood for an outflow of resources is assessed as remote. 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.

#### (b) Taxation and customs

The tax framework and practices in Greece, which determine the tax base for the transactions of the Group's main entities, may result in inherent uncertainties, due to its complexity and it being subject to changes and alternative interpretation by relevant authorities at different points in time and across different entities. As a result, there may be types of expenses or treatments for which a company may be assessed on a different basis than the one adopted during preparation of its tax return and the financial statements. Based on past experience tax audits are carried out by tax authorities on average 5-7 years after the filing of the tax return. In addition, where a tax audit results in a different assessment to the one adopted by the Group entity, and for which the Group after consideration, disagrees with, the process for resolving the issue is usually through a court of law proceeding, which has many stages and can take a considerable number of years to reach its final and irrevocable ruling. For an entity to engage in this process, a minimum down payment of 50% of the total tax and penalties assessed is required.

All of the above result in inherent difficulties in the determination and accounting of tax liabilities. As a result, management aims to determine its policy based on specific legislation available at the time of accounting for a transaction, obtain specialist legal and tax advice on individual cases and utilise prior tax audits experience and

rulings, including relevant court decisions. This process should ensure that the financial statements reflect any material tax and customs liabilities as accurately and completely as possible.

#### Open tax years – Litigation tax cases (i)

As disclosed in Note 27, tax audits for the Group's most important Greek legal entities have been completed by the Tax Authorities as follows:

For Hellenic Petroleum S.A.: up to and including the financial year ended 31 December 2011. The Tax audit reports for years ended 31 December 2010 and 31 December 2011 were received in December 2017 and they are subject to legal dispute by the Company. In summary, the reports assess additional taxes of €22,5 million and penalties of €23,5 million, for items relating to stamp duty, various non-deductible expenses and other income tax adjustments. Following a detailed review of the Tax Audit Report, the Company disputes the additional taxes imposed (which are over and above the amounts already included in the Companies' normal tax returns) and has proceeded with all possible legal means and actions to appeal against these additional taxes and penalties.

Even though the Company disputes the additional taxes and penalties imposed, it was obliged to pay 50% of the assessed amounts (taxes and penalties) to the Tax Authorities in order to appeal the results of the tax audits. This was paid within the applicable deadline, while the remaining amounts have been fully offset by the Authorities, with tax and other State receivables of the Company, within 2018. The amounts are included in the Trade and Other Receivables, as the Company assesses that it is probable that it will succeed in its appeals.

As far as penalties are concerned, the report has assessed penalties at 120% of the original tax instead of the applicable 50%; this is also legally challenged by the Company.

At present, an audit for the year ended 31 December 2012 is in progress.

Likewise, the two main retail subsidiaries in Greece, which merged during 2016, have been audited as follows:

(a) Former Hellenic Fuels S.A.: up to and including the financial year ended 31 December 2011, with ongoing audits for subsequent years up to and including 31 December 2013. The most recent Tax audit reports for 2010 and 2011 were delivered in December 2017, and assess additional taxes of €1,6 million and penalties of €1,9 million for similar reasons as Hellenic Petroleum. The process followed is identical to the one described above for Hellenic Petroleum and the subsidiary has already proceeded with the relevant legal actions.

and

(b) EKO S.A.; up to and including 31 December 2010 with ongoing audit for the fiscal year 2012. The most recent Tax audit reports for 2008, 2009 and 2010 were delivered in February 2018 and assess additional stamp duty of € 4,1 million and penalties of €3,5 million. The process followed is identical to the one described above for Hellenic Petroleum and the subsidiary has already proceeded with the relevant legal actions.

Even though the Companies dispute the additional taxes and penalties imposed, they were obliged to pay 50% of the assessed amounts (taxes and penalties) to the Tax Authorities in order to appeal the results of the tax audits. These were paid within the applicable deadlines, while the remaining amounts have been fully offset by the Authorities, with tax and other State receivables of the Companies, within 2018. The amounts paid and/or offset are included in the Trade and Other Receivables, as the Group assesses that it will succeed in its appeals.

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 already recognized in the consolidated financial statements as at 31 December 2018. The Company has recorded down payments made for taxes and penalties assessed in previous disputes with the tax authorities in other receivables (Note 11), to the extent that the Company has assessed that the amounts will be ultimately recoverable.

It is noted that for financial years ending 31 December 2011 up to and including 31 December 2017, the Group's Greek legal entities obtained unqualified "Annual Tax Certificates" from their Statutory Auditors, as provided for by par. 5, article 82 of L.2238/1994 and article 65A of L. 4174/2013.

#### (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 unlawful.

The Company considers that the above amounts will be recovered.

#### 32 **Commitments**

## (a) Capital commitments

Significant contractual commitments of the Group amount to €1,7 million as at 31 December 2018 (31 December 2017: €20 million), which mainly relate to improvements in refining assets.

## (b) Operating lease commitments

The Group leases offices, petrol stations (buildings and plant), properties, machinery, equipment and vehicles 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		
	<b>31 December 2018</b>	<b>31 December 2017</b>	
No later than 1 year	34.020	33.482	
Later than 1 year and no later than 5 years	102.489	105.961	
Later than 5 years	112.833	106.285	
Total	249.342	245.728	

## (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.

Transactions have been carried out with the following related parties:

- 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		
	<b>31 December 2018</b>	<b>31 December 2017</b>	
Sales of goods and services to related parties			
Associates	597.852	780.852	
Joint ventures	754	6.532	
Total	598.606	787.384	
Purchases of goods and services from related parties			
Associates	764.979	842.978	
Joint ventures	18.813	13.062	
Total	783.792	856.040	
Balances due to related parties Associates Joint ventures	11.912 1.387	3.182 1.886	
Total	13.299	5.068	
Balances due from related parties Associates	36.041	37.133	
Joint ventures	150	101	
Total	36.191	37.234	

Hellenic Petroleum S.A. 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 2018 was €3 million (31 December 2017: €88 million).

- b) 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.

During the year ended 31 December 2018, transactions and balances with the above government related entities are as follows:

- Sales of goods and services amounted to €350 million (31 December 2017: €417 million);
- Purchases of goods and services amounted to €1 million (31 December 2017: €43 million);
- Receivable balances of €41 million (31 December 2017: €61 million);
- Payable balances of €11 million (31 December 2017: € million).
- 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 ended		
	<b>31 December 2018</b>	<b>31 December 2017</b>	
Short-term employee benefits	4.522	4.131	
Post-employment benefits	67	92	
Termination benefits	1.661	<u>-</u>	
Total	6.250	4.223	

Share options held by key management to purchase ordinary shares have the following expiry dates and exercise prices:

<b>Grant Date</b>	<b>Expiry Date</b>	<b>Exercise Price</b>	No. of s	share o	ptions as at
		€per share	31 December	2018	<b>31 December 2017</b>
2012	2018	4,52			166.948
		Total		-	166.948

# **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 AND COMMERCIAL S.A	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
HELLENIC PETROLEUM CYPRUS LTD	Marketing	U.K	100,00%	FULL
R.A.M. OIL Cyprus LTD	Marketing	CYPRUS	100,00%	FULL
YUGEN LTD	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	100,00%	FULL
VARDAX S.A	Pipeline	GREECE	80,00%	FULL
OKTA CRUDE OIL REFINERY A.D	Refining	FYROM	81,51%	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 SEKVION S.A.	Energy	GREECE	51,00%	FULL
ENERGIAKI PYLOY METHONIS S.A.	Energy	GREECE	100,00%	FULL
ATEN ENERGY S.A.	Energy	GREECE	100,00%	FULL
HELPE E&P HOLDINGS S.A	E&P of hydrocarbons	GREECE	100,00%	FULL
HELPE ARTA PREVEZA SA	E&P of hydrocarbons	GREECE	100,00%	FULL
HELPE NW PELOPONISSOS SA	E&P of hydrocarbons	GREECE	100,00%	FULL
HELPE WEST KERKYRA SA	E&P of hydrocarbons	GREECE	100,00%	FULL
HELPE SEA OF THRACE SA	E&P of hydrocarbons	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
E.A.K.A.A S.A. HELPE THRAKI S.A	Pipeline Pipeline	GREECE	25,00%	EQUITY
DMEP HOLDCO LTD	Trade of crude/products	U.K	25,00% 48.00%	EQUITY
DINE HOLDEGETD	Trade of crude/products	U.K	40,0070	EQUIII

• On 24 November 2017, HELPE S.A. acquired the remaining 37% non controlling interests of ELPET BALKANIKI S.A., which is now a wholly owned subsidiary (100%). The total aggregate consideration for the ordinary share capital acquired is comprised of an upfront amount of €16 million which was paid during 2018 and of a deferred consideration of €5 million payable within a period of up to five years from the date of acquisition of the shares.

- On 28 March 2018, HELLENIC PETROLEUM RES S.A. acquired the 100% of the total issued share capital of ATEN ENERGY S.A. The total aggregate consideration for the ordinary share capital acquired is €1,3 million.
- On 24 May 2018, HELLENIC PETROLEUM SA established HELPE E&P Holding S.A. (100% subsidiary). The share capital injected into the new company amounts to €20 million.
- On 2 July 2018, HELPE E&P Holding S.A. established Helpe Arta Preveza SA (100% subsidiary). The share capital injected into the new company amounts to €4 million.
- On 2 July 2018, HELPE E&P Holding S.A. established Helpe NW Peloponissos SA (100% subsidiary). The share capital injected into the new company amounts to €2 million.
- On 2 July 2018, HELPE E&P Holding S.A. established Helpe West Kerkyra SA (100% subsidiary). The share capital injected into the new company amounts to €3 million.
- On 8 November 2018, HELPE E&P Holding S.A. established Helpe Sea of Thrace SA (100% subsidiary). The share capital injected into the new company amounts to €0,1 million.
- On 14 November 2018, HELPE S.A. transferred the 100% of its shareholding in HELPE UPSTREAM SA to HELPE E&P Holding S.A for a consideration of €0,923 million. An intercompany profit of €0,123 million arose from the transaction which was eliminated for group purposes.
- On 27 November 2018, HELPE S.A. transferred the 100% of its shareholding in HELPE PATRAIKOS SA to HELPE E&P Holding S.A for a consideration of €6,2 million. No intercompany profit or loss arose from the transaction.
- On 29 November 2018, Hellenic Petroleum International S.A. transferred its entire shareholding in Hellenic Fuels and Lubricants Industrial & Commercial SA (64,41%) to HELPE S.A, which now holds the 100% shareholding of the company, for a consideration of €350 million. An intercompany profit of €2,270 million arose from the transaction which was eliminated for group purposes.

## 35 Events after the end of the reporting period

There were no material events after the end of the reporting period and up to the date of publication of the financial statements.



## 1.2 Parent Company Financial Statements

# **HELLENIC PETROLEUM S.A.**

# Financial Statements in accordance with IFRS as endorsed by the European Union for the year ended 31 December 2018



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

# **Index to the financial statements**

Com	pany 1	nformation	. 4
State	ement (	of Financial Position	5
State	ement o	of Comprehensive Income	. 6
State	ement o	of Changes in Equity	7
State	ement o	of Cash flows	.8
Note	s to the	e financial statements	.9
1		neral information	
2		nmary of significant accounting policies	
	2.1	Basis of preparation	9
	2.2	Investments in subsidiaries, associates and joint ventures	16
	2.3	Segment reporting	16
	2.4	Foreign currency translation	16
	2.5	Assets held for sale	17
	2.6	Property, plant and equipment	17
	2.7	Borrowing costs	18
	2.8	Intangible assets	18
	2.9	Exploration for and Evaluation of Mineral Resources	19
	2.10	Impairment of non-financial assets	19
	2.11	Financial assets	20
	2.12	Derivative financial instruments and hedging activities	22
	2.13	Government grants	23
	2.14	Inventories	23
	2.15	Trade receivables	23
	2.16	Cash, cash equivalents and restricted cash.	23
	2.17	Share capital	23
	2.18	Borrowings	24
	2.19	Current and deferred income tax	24
	2.20	Employee benefits	25
	2.21	Trade and other payables	26
	2.22	Provisions	26
	2.23	Environmental liabilities	27
	2.24	Revenue recognition	27
	2.25	Leases	28
	2.26	Dividend distribution	29
	2.27	Financial guarantee contracts	29
	2.28	Changes in accounting policies	29
	2.29	Comparative figures	29
3	Fina	ancial risk management	29
	3.1	Financial risk factors	29
	3.2	Capital risk management	33

## Hellenic Petroleum S.A.

Financial Statements in accordance with IFRS for the year ended 31 December 2018 (All amounts in Euro thousands unless otherwise stated)

	5.5 Fair value estimation
4	Critical accounting estimates and judgements
5	Segment information
6	Property, plant and equipment40
7	Intangible assets41
8	Investment in subsidiaries, associates and joint ventures
9	Loans, Advances & Long Term assets
10	Inventories46
11	Trade and other receivables
12	Cash, cash equivalents and restricted cash
13	Share capital
14	Reserves
15	Trade and other payables51
16	Interest bearing loans and borrowings
17	Deferred income tax
18	Retirement benefit obligations
19	Provisions for other liabilities and charges
20	Trade and other payables, non-current
21	Derivative financial instruments
22	Expenses by nature61
23	Exploration and development expenses
24	Other operating income / (expenses) and other gains / (losses)
25	Finance (Expenses)/ Income-Net
26	Currency exchange gains / (losses)
27	Income tax expense
28	Earnings per share
29	Dividends per share64
30	Cash generated from operations
31	Contingencies and litigation65
32	Commitments
33	Related party transactions
34	Events after the end of the reporting period69
35	ΤΕΛΟΣ

## **Company Information**

**Directors** Efstathios Tsotsoros - Chairman of the Board & Chief Executive Officer

(from 17/04/2018)

Andreas Shiamishis - Deputy Chief Executive Officer

Georgios Alexopoulos – Member Theodoros –

Achilleas Vardas - Member Georgios Grigoriou - Member

Georgios Papakonstantinou – Member (from 06/06/2018)

Theodoros Pantalakis – Member

Constantinos Papagiannopoulos – Member

Dimitrios Kontofakas - Member Vasileios Kounelis - Member

Loudovikos Kotsonopoulos – Member (from 17/04/2018)

Christos Tsitsikas – Member (from 29/11/2018)

**Other Board Members** during the year

Grigorios Stergioulis – Chief Executive Officer (until 17/04/2018)

Panagiotis Ofthalmides – Member (until 06/06/2018)

Ioannis Psichogios - Member (until 29/11/2018)

**Auditors:** ERNST & YOUNG (HELLAS)

Certified Auditors - Accountants S.A.

8B Chimarras Str 151 25 Maroussi

Greece

These financial statements constitute an integral part of the Group Annual Financial Report which can be found at https://www.helpe.gr/ and which incorporate the Independent Auditor's Report.

## **Statement of Financial Position**

		As at	
	Note	<b>31 December 2018</b>	<b>31 December 2017</b>
ASSETS			
Non-current assets			
Property, plant and equipment	6	2.684.237	2.719.172
Intangible assets	7	4.799	7.042
Investments in subsidiaries, associates and joint ventures	8	1.032.372	671.622
Investment in equity instruments	3	318	1.252
Loans, advances and long-term assets	9	8.887	19.686
		3.730.613	3.418.774
Current assets			
Inventories	10	893.859	963.746
Trade and other receivables	11	680.347	989.901
Derivative financial instruments	21	000.547	11.514
Cash, cash equivalents and restricted cash	12	1.071.585	813.251
Cash, Cash equivalents and restricted Cash	12	2.645.791	2.778.412
Total assets		6.376.404	6.197.186
EQUITY			
Share capital and share premium	13	1.020.081	1.020.081
Reserves	14	262.263	360.694
Retained Earnings		864.333	428.448
Total equity		2.146.677	1.809.223
LIABILITIES			
Non-current liabilities			
Interest bearing loans and borrowings	16	1.657.598	909.579
Deferred income tax liabilities	17	151.873	89.959
Retirement benefit obligations	18	132.539	104.331
Provisions	19	37.858	6.058
Trade and other payables	20	14.810	15.569
		1.994.678	1.125.496
Current liabilities			
Trade and other payables	15	1.226.107	1.554.027
Derivative financial instruments	21	16.387	-
Income tax payable		76.322	2.769
Interest bearing loans and borrowings	16	915.350	1.704.951
Dividends payable	_	883	720
		2.235.049	3.262.467
Total liabilities	_	4.229.727	4.387.963
Total equity and liabilities		6.376.404	6.197.186

The Notes on pages 9 to 69 are an integral part of these financial statements.

These financial statements were approved by the Board of Directors on 28 February 2019.

E. Tsotsoros A. Shiamishis S. Papadimitriou

Chairman of the Deputy Chief Executive Officer Accounting Director & Chief Financial Officer Board

# **Statement of Comprehensive Income**

		For the year	
	Note	31 December 2018	31 December 2017
Revenue from contracts with customers	5	8.967.702	7.233.600
Cost of sales		(8.287.696)	(6.475.455)
Gross profit	_	680.006	758.145
Selling and distribution expenses	22	(99.248)	(59.045)
Administrative expenses	22	(95.795)	(81.825)
Exploration and development expenses	23	(875)	(119)
Other operating (expenses) / income and other gains / (losses) - net	24	(8.356)	(19.735)
Operating profit		475.732	597.421
Finance income	25	9.442	12.834
Finance expense	25	(136.636)	(153.105)
Finance (expenses)/income - net	25	(127.194)	(140.271)
Dividend income	29	318.795	33.724
Currency exchange gains/(losses)	26	2.244	(8.483)
Profit before income tax		669.577	482.391
Income tax expense	27	(146.187)	(136.400)
Profit for the year		523.390	345.991
Other comprehensive income/(loss): Other comprehensive income/(loss), that will not be reclassified to profit or loss (net of tax):			
Actuarial losses on defined benefit pension plans Changes in the fair value of equity instruments	14 14	(10.878) (675)	(7.100)
Other comprehensive income/(loss), that may be reclassified subsequently to profit or loss (net of tax):		(11.553)	(7.100)
Fair value gains / (losses) on cash flow hedges	14	(5.006)	(4.590)
Derecognition of gains/(losses) on hedges through comprehensive income	14	(14.920)	1.979
Other Comprehensive (loss)/income for the year, net of tax	_	(31.479)	(9.711)
Total comprehensive income for the year		491.911	336.280
Basic and diluted earnings per share (expressed in Euro per share)	28	1,71	1,13

# **Statement of Changes in Equity**

	Note	Share Capital	Reserves	Retained Earnings	Total Equity
Balance at 1 January 2017		1.020.081	469.754	100.315	1.590.150
Actuarial losses on defined benefit pension plans	14	-	(7.100)	-	(7.100)
Fair value gains / (losses) on cash flow hedges Derecognition of gains/(losses) on hedges through comprehensive	14	-	(4.590)	-	(4.590)
income	14 _	=	1.979	-	1.979
Other comprehensive income Profit for the year	_	<u>-</u>	(9.711)	<b>-</b> 345.991	( <b>9.711</b> ) 345.991
Total comprehensive income for the year		-	(9.711)	345.991	336.280
Share based payments	13	-	(653)	(9.061)	(9.714)
Acquisition of Treasury Shares	13	-	(10.245)	-	(10.245)
Issue of Treasury shares to employees	13	-	9.714	-	9.714
Transfers to / from reserves	14	-	8.797	(8.797)	-
Dividends	29	-	(106.962)	-	(106.962)
Balance at 31 December 2017	_	1.020.081	360.694	428.448	1.809.223
Balance at 1 January 2018 (as originally presented)		1.020.081	360.694	428.448	1.809.223
Effect of changes in accounting policy	2	-	166	(1.124)	(958)
Balance at 1 January 2018		1.020.081	360.860	427.324	1.808.265
Actuarial losses on defined benefit pension plans Changes in the fair value of equity instruments	14 14	-	(10.878) (675)	-	(10.878) (675)
Fair value gains / (losses) on cash flow hedges Derecognition of gains/(losses) on hedges through comprehensive	14	-	(5.006)	-	(5.006)
income	14 _	-	(14.920)		(14.920)
Other comprehensive income / (loss)		-	(31.479)	-	(31.479)
Profit for the year	_	_	-	523.390	523.390
Total comprehensive income for the year		-	(31.479)	523.390	491.911
Share based payments	14	-	(93)	(1.121)	(1.214)
Acquisition of Treasury Shares	14	-	(683)	-	(683)
Issue of Treasury shares to employees	14	-	1.214	-	1.214
Transfers to statutory reserves	14	-	26.170	(26.170)	-
Dividends	29	-	(76.408)	(76.408)	(152.816)
Transfers from reserves to retained earnings	14 _	-	(17.318)	17.318	<u>-</u>
Balance at 31 December 2018	_	1.020.081	262.263	864.333	2.146.677

The Notes on pages 9 to 69 are an integral part of these financial statements.

# **Statement of Cash flows**

	NT. 4	For the year ended		
Cash flows from operating activities	Note	31 December 2018	<b>31 December 2017</b>	
Cash nows from operating activities  Cash generated from operations	30	412.752	307.783	
Income tax received / (paid)	30	2.224	(20)	
Net cash generated from operating activities	_	414.976	307.763	
	_			
Cash flows from investing activities				
Purchase of property, plant and equipment & intangible assets	6,7	(101.318)	(149.930)	
Dividends received		318.795	33.724	
Interest received	25	9.442	12.834	
Participation in share capital increase of subsidiaries		(21.054)	1.584	
Settlement of consideration of acquisition of further equity interest in subsidiary	8	(39.000)	-	
Sale of investment in subsidiaries to related parties	_	7.000	-	
Net cash generated from / (used in) investing activities	_	173.865	(101.788)	
Cash flows from financing activities				
Interest paid		(131.965)	(162.494)	
Dividends paid		(148.767)	(104.116)	
Loans to affiliated companies		(3.600)	-	
Movement in restricted cash	12	144.445	11.873	
Acquisition of treasury stock	13	(683)	(10.245)	
Repayments of borrowings		(491.303)	(279.775)	
Proceeds from borrowings	_	440.748	283.606	
Net cash used in financing activities	_	(191.125)	(261.151)	
Net increase / (decrease) in cash and cash equivalents	_	397.716	(55.176)	
	12	(CE =00	#21.0F0	
Cash and cash equivalents at the beginning of the year	12	667.599	731.258	
Exchange gains / (losses) on cash and cash equivalents		5.063	(8.483)	
Net increase / (decrease) in cash and cash equivalents	_	397.716	(55.176)	
Cash and cash equivalents at the end of the year	12	1.070.378	667.599	

The Notes on pages 9 to 69 are an integral part of these financial statements.

Financial Statements in accordance with IFRS

## Notes to the financial statements

#### 1 General information

Hellenic Petroleum S.A. (the "Company") operates mainly in the energy sector with its principal activities being those of refining of crude oil and sale of oil products and the production and marketing 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 2018 were authorised for issue by the Board of Directors on 28 February 2019. 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 2018 have been prepared in accordance with International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board ("IASB"), as endorsed by the European Union ("EU") and present the financial position, results of operations and cash flows on a going concern basis. Management has concluded that the going concern basis of preparation of the accounts is appropriate.

The financial statements have been prepared in accordance with the historical cost basis, except for the following:

- Financial instruments measured at fair value.
- Defined benefit pension plans plan assets measured at fair value
- Assets held for sale measured at the lower of carrying value and fair value, less cost to sell

The preparation of financial statements, in accordance with IFRS, requires the use of certain critical accounting estimates and assumptions. 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 "Critical accounting estimates and judgements". Estimates and judgements are continuously evaluated and are based on historical experience and other factors, including expectations of future events as assessed to be reasonable under the present circumstances.

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

## New and amended standards adopted by the Company

The accounting principles and calculations used in the preparation of the financial statements are consistent with those applied in the preparation of the financial statements for the year ended 31 December 2017 and have been consistently applied in all periods presented in this report, except for the following IFRS's, which have been adopted by the Company as of 1 January 2018.

The Company applied for the first time, IFRS 15 Revenue from Contracts with Customers and IFRS 9 Financial Instruments and disclosed below, as required by IAS 8, the nature and effect of these changes. Several other amendments and interpretations apply for the first time in 2018, but do not have a significant impact on the financial statements of the Company for the year ended 31 December 2018.

• *IFRS 9 "Financial Instruments*. The standard introduces new requirements for classification and measurement, impairment, and hedge accounting.

The Company adopted the new standard as of 1 January 2018 without restating comparative information. The cumulative effect of the adjustments arising from the new requirements are, therefore recognised in the opening balance of retained earnings on 1 January 2018.

The following table shows the adjustments recognised for each individual line item. Line items that were not affected by the changes have not been included. The adjustments are presented in more detail below.

Impact on the statement of financial position (increase / (decrease)) as at 31 December 2017, as published:

Statement of financial position extract	Adjust ments	31 December 2017  As published	IFRS 9	1 January 2018 after effect of IFRS9
ASSETS				
Non-current assets				
Available for sale financial assets	(a)	1.252	(1.252)	-
Investment in equity instruments	(a)	-	1.252	1.252
Current assets				
Trade and other receivables	(b)	989.901	(1.277)	988.624
EQUITY				
Reserves	(a)	360.694	166	360.860
Retained Earnings	(a),(b)	428.448	(1.124)	427.324
LIABILITIES Non-current liabilities	4.)	20.050	(210)	20.640
Deferred income tax liabilities	(b)	89.959	(319)	89.640

## (a) Classification and measurement

Under IFRS 9, financial assets are subsequently measured at fair value through profit or loss (FVPL), amortized cost, or at fair value through other comprehensive income (FVOCI). The classification is based on two criteria: the Company's business model for managing the assets; and whether the instruments' contractual cash flows represent solely payments of principal and interest on the principal amount outstanding.

The financial assets (equity investments) that were classified as available-for-sale (AFS) under IAS 39, are now classified as 'Investments in equity instruments' and measured at fair value through other comprehensive income. Any changes in the fair value of such equity instruments are included in "items that will not be reclassified to profit or loss". IFRS 9 permits an entity to make an irrevocable election to designate an investment in equity instruments that is not held for trading as at fair value through other comprehensive income.

As a result of applying the classification, the Company reclassified an amount of €0,2 million from retained earnings to reserves.

Derivative instruments, to the extent they are not designated as effective hedges, continue to be classified as financial assets at FVPL.

The accounting for the Group's financial liabilities remain largely the same as under IAS 39.

In summary, upon the adoption of IFRS 9, the Group had the following reclassifications:

As at 31 December 2017 (IAS 39	As at 31	December	2017	(IAS	39
--------------------------------	----------	----------	------	------	----

IFRS	9	measurement	category	r
------	---	-------------	----------	---

	1 January 2018 after effect of IFRS 9	Fair value through profit or loss	Amortised cost	Fair value through OCI
Loans and receivables				
Trade receivables	988.624	-	988.624	-
Investment in equity instruments	1.252	-	-	1.252

## (b) Impairment

The adoption of IFRS 9 has changed the Company's accounting for impairment losses for financial assets by replacing IAS 39's incurred loss approach with a forward-looking expected credit loss ("ECL") approach.

For trade receivables, the Company has applied the standard's simplified approach and has calculated ECLs based on lifetime expected credit losses. The Company has established a provision matrix that is based on the Company's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For other financial assets (including intra-group loans to subsidiaries), the ECL is based on the 12-month ECL. The 12-month ECL is the portion of lifetime ECLs that results from default events on a financial instrument that are possible within 12 months after the reporting date. However, when there has been as significant increase in credit risk since origination, the allowance will be based on the lifetime ECL.

Financial assets with contractual payments over 90 days past due constitute default events. However, in certain cases, the Company may also consider a financial asset to be in default when internal or external information indicates that the Company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Company.

The effect of the above change on the statement of financial position as at 1 January 2018 resulted in a decrease of equity of €1,0 million, a decrease of €1,3 million in trade receivables and the increase of €0,3 million in deferred income tax assets.

Set out below is the reconciliation of the ending impairment allowances in accordance with IAS 39 to the opening loss allowances determined in accordance with IFRS 9.

	Allowance for impairment under IAS 39 as at 31 December 2017	Remeasurement	ECL under IFRS 9 as at 1 January 2018
Trade receivables under IAS 39 / Financial assets at amortised cost under IFRS 9	117.305	1.277	118.582

## (c) Hedge accounting

At the date of the initial application, all of the Company's existing hedging relationships were eligible to be treated as continuing hedging relationships under IFRS 9 and, as such, the adoption of the hedge accounting requirements of the new standard had no significant impact on the Company's financial statements. The Company's risk management policies and hedge documentation are aligned with the requirement of the new standard and hedge accounting continues to apply.

IFRS 15 "Revenue from Contracts with Customers". IFRS 15 establishes a five-step model that applies to revenue earned from a contract with a customer (with limited exceptions), regardless of the type of revenue transaction or the industry. The standard's requirements will also apply to the recognition and measurement of gains and losses on the sale of some non-financial assets that are not in the Company's ordinary activities (e.g. sales of property, plant and equipment orintangible).

#### Hellenic Petroleum S.A.

Financial Statements in accordance with IFRS for the year ended 31 December 2018 (All amounts in Euro thousands unless otherwise stated)

As from 1 January 2018, the Company applies the new standard using the modified retrospective method, therefore the initial application did not result in any restatement of comparative data. The new standard did not have any significant impact on the Company's financial statements, upon adoption since no material differences from applying the new accounting policies were identified. Therefore it did not have any impact on retained earnings and no transition adjustments were required as a result of its application. Although the implementation of IFRS 15 does not generally represent a material change from the Company's current practices the Company revised its respective accounting policy as follows.

The Company recognizes revenue when (or as) a contractual promise to a customer (performance obligation) is fulfilled by transferring a promised good or service (which is when the customer obtains control over the promised goods or services). If a contract contains more than one performance obligation, the total transaction price of the contract is allocated among the individual, separate performance obligations based on their relative standalone selling prices. The amount of revenue recognized is the amount allocated to the satisfied performance obligation based on the consideration that the Company expects to receive in accordance with the terms of the contracts with the customers. Variable considerations are included in the amount of revenue recognized only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur in the future.

Options for prospective volume related discounts are assessed by the Company to determine whether they constitute a material right that the customer would not receive without entering into that contract. For all such options that are considered as material rights, the Company assesses the likelihood of its exercise and then the portion of the transaction price allocated to the option is deferred and recognized when it is either exercised or lapsed.

Under the new requirements, the Company concluded that prospective volume discounts constitute a material right which should be deferred and recognised when exercised or lapsed. The Company provides volume discounts to customers based on thresholds specified in contracts. All such discounts are accrued within the financial year and therefore the application of the new standard has a nil effect in the annual Financial Statements.

Revenue from contracts with customers in accordance with the Group's commercial policy is disaggregated by operating segment and distribution channel in Note 5. In addition, the Company concluded that it transfers control over its products at a point in time, upon receipt by the customer, because this is when the customer benefits from the respective products.

- IFRS 15 (Clarifications) "Revenue from Contracts with Customers". The objective of the Clarifications is to clarify the IASB's intentions when developing the requirements in IFRS 15 Revenue from Contracts with Customers, particularly the accounting of identifying performance obligations amending the wording of the "separately identifiable" principle, of principal versus agent considerations including the assessment of whether an entity is a principal or an agent as well as applications of control principle and of licensing providing additional guidance for accounting of intellectual property and royalties. The Clarifications also provide additional practical expedients for entities that either apply IFRS 15 fully retrospectively or that elect to apply the modified retrospective approach.
- "IFRS 2 (Amendments) Classification and Measurement of Share based Payment Transactions". The Amendments provide requirements on the accounting for the effects of vesting and non-vesting conditions on the measurement of cash-settled share-based payments, for share-based payment transactions with a net settlement feature for withholding tax obligations and for modifications to the terms and conditions of a share-based payment that changes the classification of the transaction from cash-settled to equity-settled.
- "IAS 40 (Amendments) Transfers to Investment Property". The Amendments clarify when an entity should transfer property, including property under construction or development into, or out of investment property. The Amendments state that a change in use occurs when the property meets, or ceases to meet, the definition of investment property and there is evidence of the change in use. A mere change in management's intentions for the use of a property does not provide evidence of a change in use.

- "IFRIC Interpretation 22 Foreign Currency Transactions and Advance Consideration". The Interpretation clarifies the accounting for transactions that include the receipt or payment of advance consideration in a foreign currency. The Interpretation covers foreign currency transactions when an entity recognizes a nonmonetary asset or a non-monetary liability arising from the payment or receipt of advance consideration before the entity recognizes the related asset, expense or income. The Interpretation states that the date of the transaction, for the purpose of determining the exchange rate, is the date of initial recognition of the nonmonetary prepayment asset or deferred income liability. If there are multiple payments or receipts in advance, then the entity must determine a date of the transactions for each payment or receipt of advance consideration.
- The IASB has issued the Annual Improvements to IFRSs (2014 2016 Cycle), which is a collection of amendments to IFRSs.
  - "IAS 28 Investments in Associates and Joint Ventures". The amendments clarify that the election to measure at fair value through profit or loss an investment in an associate or a joint venture that is held by an entity that is venture capital organization, or other qualifying entity, is available for each investment in an associate or joint venture on an investment-by-investment basis, upon initial recognition.

## Standards issued but not yet effective and not early adopted

The Company has not early adopted any other of the following standard, interpretation or amendment that has been issued but is not yet effective. In addition, the Company assessed all standards, interpretations and amendments issued but not yet effective, and concluded that, except for IFRS 16, which is analyzed below, they will not have any significant impact on the financial statements.

IFRS 16 "Leases". The standard is effective for annual periods beginning on or after 1 January 2019. IFRS 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract, i.e. the customer ('lessee') and the supplier ('lessor').

IFRS 16 replaces existing leases guidance, including IAS 17 Leases, IFRIC 4 Determining whether an Agreement contains a Lease, SIC-15 Operating Leases- Incentives and SIC-27 Evaluating the Substance of Transactions Involving the Legal From of a Lease.

The new standard requires lessees to recognise most leases on their financial statements. Lessees will have a single accounting model for all leases, with certain exemptions. Lessor accounting is substantially unchanged.

More specifically, IFRS 16 introduces a single, on-balance sheet lease accounting model for leases. A lessee recognizes a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. There are recognition exemptions for short-term leases and leases of low-value items. Lessor accounting remains similar to the current standard - i.e. lessors continue to classify leases as finance or operating leases.

The Company has set up a project team which has reviewed all of the Company's leasing arrangements over the last year in light of the new lease accounting rules in IFRS 16. The standard will affect primarily the accounting for the Company's operating leases. The Company has assessed the estimated impact that initial application of IFRS 16 will have on its financial statements. Particularly, it has disclosed known or reasonably estimable information relevant to assessing the possible impact that the application of IFRS 16 will have on its financial statements in the period of initial application that was available when the financial statements were prepared, as seen below.

The actual impact of adopting the standard on 1 January 2019 may change because:

The Company is in the process of finalising the testing and assessment of controls over its new IT systems; and

Financial Statements in accordance with IFRS for the year ended 31 December 2018

(All amounts in Euro thousands unless otherwise stated)

- The new accounting policies and estimates are subject to change until the Company presents its first financial statements that include the date of initial application

## **Transition**

The Company plans to apply IFRS 16 initially on 1 January 2019, using the modified retrospective approach. Under this approach the Company will a) recognize a lease liability and will measure that lease liability at the present value of the remaining lease payments, discounted using the Company's incremental borrowing rate at the date of initial application and b) recognise a right-of-use asset and measure that right-of-use asset by an amount equal to the lease liability.

The cumulative effect of adopting IFRS 16, if such need arises, will be recognized as an adjustment to the opening balance of retained earnings at 1 January 2019, with no restatement of comparative information.

The Company plans to apply the practical expedient to grandfather the definition of a lease on transition. This means that it will apply IFRS 16 to all contracts entered into before 1 January 2019 and identified as leases in accordance with IAS 17 and IFRIC 4. Furthermore, the Company will elect to use the exemptions proposed by the standard on lease contracts for which the lease terms ends within 12 months as of the date of initial application, and lease contracts for which the underlying asset is of low value. Finally the Company decided to apply a single discount rate to a portfolio of leases with reasonably similar characteristics (such as leases with similar remaining lease term for similar class of underlying assets in a similar economic environment).

## Leases in which the Company is a lessee

The Company will recognize new assets and liabilities for its operating leases of commercial properties such as office buildings, as well as motor vehicles and equipment. Subsequent to initial recognition, the Company will a) measure the right-of-use asset by applying the cost model and depreciate on a straight-line basis up the end of the lease term and b) measure the lease liability by increasing and reducing the carrying amount to reflect interest on the lease liability and lease payments made, respectively.

Previously, the Company recognized operating lease expense on a straight-line basis over the term of the lease, and recognized assets and liabilities only to the extent that there was a timing difference between actual lease payments and the expense recognized.

In addition, the Company will no longer recognize provisions for operating leases that it assesses to be onerous. Instead, the Company will include amounts due under the lease in its lease liability.

Based on the information currently available and subject to the completion of the above mentioned implementation tasks, the Company estimates that it will recognize additional lease liabilities of approximately €25 million as at 1 January 2019 and additional right-of-use assets of approximately €25 million. The estimated impact on the EBITDA of the Company is an increase of approximately €7 million.

The Company does not expect the adoption of IFRS 16 to impact its ability to comply with loan covenants.

• IFRS 10 (Amendment) "Consolidated Financial Statements" and IAS 28 "Investments in Associates and Joint Ventures: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture". The amendments address an acknowledged inconsistency between the requirements in IFRS 10 and those in IAS 28, in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The main consequence of the amendments is that a full gain or loss is recognised when a transaction involves a business (whether it is housed in a subsidiary or not). A partial gain or loss is recognised when a transaction involves assets that do not constitute a business, even if these assets are housed in a subsidiary. In December 2015, the IASB postponed the effective date of this amendment indefinitely pending the outcome of its research project on the equity method of accounting. The amendments have not yet been endorsed by the EU.

- *IFRS 9 (Amendment) "Prepayment features with negative compensation"*. The Amendment is effective for annual reporting periods beginning on or after 1 January 2019 with earlier application permitted. The Amendment allows financial assets with prepayment features that permit or require a party to a contract either to pay or receive reasonable compensation for the early termination of the contract (so that, from the perspective of the holder of the asset there may be 'negative compensation'), to be measured at amortised cost or at fair value through other comprehensive income.
- IAS 28 (Amendments) "Long-term Interests in Associates and Joint Ventures". The Amendments are effective for annual reporting periods beginning on or after 1 January 2019 with earlier application permitted. The Amendments relate to whether the measurement, in particular impairment requirements, of long term interests in associates and joint ventures that, in substance, form part of the 'net investment' in the associate or joint venture should be governed by IFRS 9, IAS 28 or a combination of both. The Amendments clarify that an entity applies IFRS 9 Financial Instruments, before it applies IAS 28, to such long-term interests for which the equity method is not applied. In applying IFRS 9, the entity does not take account of any adjustments to the carrying amount of long- term interests that arise from applying IAS 28. These Amendments have not yet been endorsed by the EU.
- IFRIC Interpretation 23 "Uncertainty over Income Tax Treatments". The Interpretation is effective for annual periods beginning on or after 1 January 2019 with earlier application permitted. The Interpretation addresses the accounting for income taxes when tax treatments involve uncertainty that affects the application of IAS 12. The Interpretation provides guidance on considering uncertain tax treatments separately or together, examination by tax authorities, the appropriate method to reflect uncertainty and accounting for changes in facts and circumstances.
- IAS 19 (Amendments) "Plan Amendment, Curtailment or Settlement". The Amendments are effective for annual periods beginning on or after 1 January 2019 with earlier application permitted. The amendments require entities to use updated actuarial assumptions to determine current service cost and net interest for the remainder of the annual reporting period after a plan amendment, curtailment or settlement has occurred. The amendments also clarify how the accounting for a plan amendment, curtailment or settlement affects applying the asset ceiling requirements. These Amendments have not yet been endorsed by the EU.
- "Conceptual Framework in IFRS standards". The IASB issued the revised Conceptual Framework for Financial Reporting on 29 March 2018. The Conceptual Framework sets out a comprehensive set of concepts for financial reporting, standard setting, guidance for preparers in developing consistent accounting policies and assistance to others in their efforts to understand and interpret the standards. IASB also issued a separate accompanying document, "Amendments to References to the Conceptual Framework in IFRS Standards", which sets out the amendments to affected standards in order to update references to the revised Conceptual Framework. Its objective is to support transition to the revised Conceptual Framework for companies that develop accounting policies using the Conceptual Framework when no IFRS Standard applies to a particular transaction. For preparers who develop accounting policies based on the Conceptual Framework, it is effective for annual periods beginning on or after 1 January 2020.
- IFRS 3 Business Combinations (Amendments): The IASB issued amendments in Definition of a Business (Amendments to IFRS 3) aimed at resolving the difficulties that arise when an entity determines whether it has acquired a business or a group of assets. The amendments are effective for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after 1 January 2020 and to asset acquisitions that occur on or after the beginning of that period, with earlier application permitted. These Amendments have not yet been endorsed by the EU.
- *IAS* 1 Presentation of Financial Statements and IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors: Definition of 'material' (Amendments) The Amendments are effective for annual periods beginning on or after 1 January 2020 with earlier application permitted. The Amendments clarify the definition of material and how it should be applied. The new definition states that, 'Information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity'. In addition, the explanations accompanying the

definition have been improved. The Amendments also ensure that the definition of material is consistent across all IFRS Standards. These Amendments have not yet been endorsed by the EU.

- The IASB has issued the Annual Improvements to IFRSs (2015 2017 Cycle), which is a collection of amendments to IFRSs. The amendments are effective for annual periods beginning on or after 1 January 2019 with earlier application permitted. These annual improvements have not yet been endorsed by the EU.
  - IFRS 3 "Business Combinations and IFRS 11 Joint Arrangements". The amendments to IFRS 3 clarify that when an entity obtains control of a business that is a joint operation, it remeasures previously held interests in that business. The amendments to IFRS 11 clarify that when an entity obtains joint control of a business that is a joint operation, the entity does not remeasure previously held interests in that business.
  - IAS 12 "Income Taxes". The amendments clarify that the income tax consequences of payments on financial instruments classified as equity should be recognised according to where the past transactions or events that generated distributable profits has been recognised.
  - IAS 23 "Borrowing Costs". The amendments clarify paragraph 14 of the standard that, when a qualifying asset is ready for its intended use or sale, and some of the specific borrowing related to that qualifying asset remains outstanding at that point, that borrowing is to be included in the funds that an entity borrows generally.

#### 2.2 Investments in subsidiaries, associates and joint ventures

Investments 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 and Chief Executive Officer, the Deputy 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. The Company's key operating segments are disclosed in Note 5.

#### 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.

## (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.

#### Hellenic Petroleum S.A.

Financial Statements in accordance with IFRS for the year ended 31 December 2018 (All amounts in Euro thousands unless otherwise stated)

For transactions that include the receipt or payment of advance consideration in a foreign currency the date of the transaction, for the purpose of determining the exchange rate, is the date of initial recognition of the non-monetary prepayment asset or deferred income liability.

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.

#### 2.5 Assets held for sale

The Company classifies assets as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. Assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset.

The criteria for held for sale classification is regarded as met only when the sale is highly probable and the asset is available for immediate sale in its present condition. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the plan to sell the asset and the sale expected to be completed within one year from the date of the classification.

Property, plant and equipment and intangible assets are not depreciated or amortised once classified as held for sale

Assets held for sale and their related liabilities are presented separately as current items in the statement of financial position.

## 2.6 Property, plant and equipment

Property, plant and equipment is comprised mainly of land, buildings, plant and machinery, motor vehicles and furniture and fixtures. 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 Company 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

#### Hellenic Petroleum S.A.

Financial Statements in accordance with IFRS for the year ended 31 December 2018 (All amounts in Euro thousands unless otherwise stated)

<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
- Vehicles and means of transportation	5 – 25 years
- Furniture and fixtures	
<ul> <li>Computer hardware</li> </ul>	3-5 years
<ul> <li>Other furniture and fixtures</li> </ul>	4-10 years

Specialised industrial installations include refinery units, petrochemical plants and tank facilities. Based on technical studies performed during 2013, 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 at the end of each reporting period and adjusted prospectively if appropriate.

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).

The cost and related accumulated depreciation of assets retired or sold are removed from the accounts at the time of sale or retirement and any gain or loss, which is determined by comparing the proceeds with the carrying amount, is included in the statement of comprehensive income, within "other operating income/(expenses)".

## 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) Licences and rights

Licences 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, which usually range from 3 to 25 years.

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

Financial Statements in accordance with IFRS

for the year ended 31 December 2018

(All amounts in Euro thousands unless otherwise stated)

## (b) 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 (2 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 capitalised 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 capitalised 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 amortisation 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/amortisation

Oil and gas properties/intangible assets are depreciated/amortised 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 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. 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

The Company assesses, at each reporting date, whether an indication of impairment exists. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. 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 (cash-generating units). An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years.

#### 2.11 **Financial assets**

#### 2.11.1 Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortized cost, fair value through other comprehensive income (OCI), or fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under IFRS 15. Refer to the accounting policies in section 2.24.

In order for a financial asset to be classified and measured at amortised cost or at fair value through OCI, it needs to give rise to cash flows that are solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Purchases or sales of financial assets that require delivery of assets within (a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

## Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in the following categories:

- Financial assets at amortised cost (debtinstruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss

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

Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value.

Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives are also categorised as 'held for trading' unless they are designated as hedges. Assets

#### Hellenic Petroleum S.A.

Financial Statements in accordance with IFRS for the year ended 31 December 2018 (All amounts in Euro thousands unless otherwise stated)

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.

Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model.

#### (b) Financial assets at amortized cost

The Company measures financial assets at amortised cost if both of the following conditions are met: a) the financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows and b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

(c) Financial assets at fair value through OCI with no recycling of cumulatie gains and losses upon derecongition (equity instruments)

Upon initial recognition, the Company can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under IAS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis. Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, except when the Company benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

The Company elected to classify irrevocably its listed equity investments under this category.

## 2.11.2 Derecognition and impairment

## **Derecognition**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Company's statement of financial position) when:

The rights to receive cash flows from the asset have expired; Or

The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of its continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

#### **Impairment**

Further disclosures relating to impairment of financial assets are also provided in the following notes:

- Disclosures for significant assumptions Note 4
- Trade receivables Note 11

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

#### 2.11.3 Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

#### 2.12 Derivative financial instruments and hedging activities

As part of its risk management policy, the Company utilises currency and commodity derivatives to mitigate the impact of volatility in commodity prices and foreign exchange rates. Derivative financial instruments are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Changes in fair values of the derivative financial instruments are recognised at each reporting date either in the statement of comprehensive income or in other comprehensive income, 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 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 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 documentation also includes both at hedge inception and on an ongoing basis how it will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

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 recognised in other comprehensive income. The gain or loss relating to the ineffective portion is recognised 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 recognised when the forecast transaction is ultimately recognised 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

Hellenic Petroleum S.A.

for the year ended 31 December 2018

Financial Statements in accordance with IFRS

(All amounts in Euro thousands unless otherwise stated)

equity is immediately transferred to the statement of comprehensive income within "Other operating income/(expenses) and other gains/(losses)".

Derivatives held for trading

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 recognised 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 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 "Trade and payables, non-current". 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, where applicable. Spare parts consumed within a year are carried as inventory and recognised in profit or loss when consumed.

#### Trade receivables 2.15

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.

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

For trade receivables, which are not in default the Company applies the simplified approach, in accordance with IFRS 9 and calculates ECLs based on lifetime expected credit losses. The Company has established a provision matrix that is based on the Company's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment. On the other hand, trade receivables in default are assessed on a case-by-case basis. The amount of the provision is recognised in the statement of comprehensive income and is included in "Selling and distribution expenses".

#### 2.16 Cash, cash equivalents and restricted cash

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.

Financial Statements in accordance with IFRS for the year ended 31 December 2018

(All amounts in Euro thousands unless otherwise stated)

Own equity instruments that are reacquired (treasury shares) are recognised at cost and deducted from equity. No gain or loss is recognised in the income statement on the purchase, sale, issue or cancellation of the Company's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognised in equity.

#### 2.18 **Borrowings**

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently measured 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 Company has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

In cases where an existing borrowing of the Company 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 recognised in profit and loss.

The Company 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.

The income tax expense or credit for the period is the tax estimated 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, as well as additional taxes for prior years. Tax is recognised in the statement of comprehensive income, except to the extent that it relates to items recognised directly in equity. In this case, the tax is also recognised in equity.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities.

#### Hellenic Petroleum S.A.

Financial Statements in accordance with IFRS for the year ended 31 December 2018 (All amounts in Euro thousands unless otherwise stated)

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. Deferred income tax is not recognised 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 income tax assets are reviewed at each financial position date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

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 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 State pension fund. 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.

## Defined benefit pension plan

Under Greek labour laws, employees and workers are entitled to termination payments in the event of retirement with the amount of payment varying in relation to the employees' or workers' compensation and length of service. This program is considered as a defined benefit plan.

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 have terms to maturity approximating to the terms of the related pension obligation.

The current service cost of the defined benefit plan, recognised in the statement of profit or loss 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.

for the year ended 31 December 2018

Financial Statements in accordance with IFRS

(All amounts in Euro thousands unless otherwise stated)

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 statement of comprehensive income.

### Defined contribution plans

The Company's employees are covered by one of several Greek State sponsored pension funds which relates to the private sector and provides pension and pharmaceutical benefits. Each employee is required to contribute a portion of their monthly salary to the funds, with the Company also contributing a portion. Upon retirement, the pension fund is responsible for paying the employees retirement benefits. As such, the Group has no legal or constructive obligation to pay future benefits under this plan.

## (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 recognises 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 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

Employees may receive remuneration in the form of share-based payments as part of a share 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 may issue new shares. In that case, 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.

### (d) Short-term paid absences

The Company recognises the expected cost of short-term employee benefits in the form of paid absences in the case of accumulating paid absences, when the employees render service that increases their entitlement to future paid absences.

#### 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 restructuring costs and legal claims are recognised 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

#### Hellenic Petroleum S.A.

Financial Statements in accordance with IFRS for the year ended 31 December 2018 (All amounts in Euro thousands unless otherwise stated)

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.

#### 2.23 Environmental liabilities

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 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.

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 recognised at cost. A provision is recognised for the net obligation payabke for the emission quantities that exceed the pre-allocated allowances, after taking into account any purchases of emission certifications. The provision recognised is measured at the amount that it is expected to cost the entity to settle the obligation, net of any certificates purchased. This will be the market price at the balance sheet date of the allowances required to cover any emissions deficit made to date.

# 2.24 Revenue recognition

## (a) Revenue from contracts with customers

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 from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. Control over goods sold and services rendered is transferred to the customer upon delivery of the respective products or service respectively. Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Payment terms vary in line with the type of sales transaction and depend mainly on the products sold or services rendered, the distribution channels, as well as each customer's specifics.

The Company assesses whether it acts as a principal or agent in each of its revenue arrangements. The Company has concluded that in all sales transactions it acts as a principal.

When goods are exchanged or swapped for goods which are of a similar nature and value the exchange is not regarded as a transaction which generates revenue. The net result of such transactions is recognized within Cost of sales.

Revenue is recognised as follows:

Sales of goods – wholesale

Revenue is recognised when a contractual promise to a customer (performance obligation) is fulfilled by transferring the promised goods (which is when the customer obtains control over the promised goods). If a contract contains more than one performance obligation, the total transaction price of the contract is allocated among the individual, separate performance obligations based on their relative standalone selling prices. The

#### Hellenic Petroleum S.A.

Financial Statements in accordance with IFRS for the year ended 31 December 2018 (All amounts in Euro thousands unless otherwise stated)

amount of revenue recognized is the amount allocated to the satisfied performance obligation based on the consideration that the Company expects to receive in accordance with the terms of the contracts with the customers.

#### Provision of services

For sales of services, revenue is recognised in the accounting period in which the services are rendered, as the customer obtains control over the promised services, by reference to stage of completion of each specific performance obligation and assessed on the basis of the actual service provided as a proportion of the total services to be provided.

#### Variable consideration

If the consideration in a contract includes a variable amount, the Company recognizes this amount as revenue only to the extent that it is highly probable that a significant reversal will not occur in the future.

#### Volume discounts

The Company provides volume discounts to customers based on thresholds specified in the respective contracts. Options for volume related discounts are assessed by the Company to determine whether they constitute a material right that the customer would not receive without entering into that contract. For all such options that are considered as material rights, the Company assesses the likelihood of its exercise and then the portion of the transaction price allocated to the option is deferred and recognized when it is either exercised or lapsed.

Under the new requirements, the Company concluded that volume discounts constitute a material right which should be recognized over time up to the point it is either exercised or lapsed. All such discounts are accrued within the financial year.

## (b) Interest income

Interest income is recognised 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.

#### (c) Dividend income

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

#### 2.25 Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset (or assets) and the arrangement conveys a right to use the asset (or assets), even if that asset is (or those assets are) not explicitly specified in an arrangement

#### Company as a Lessee

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 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.

Financial Statements in accordance with IFRS

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.

#### Company as a Lessor

Lease income from operating leases where the group is a lessor is recognised in income on a straight-line basis over the lease term. The respective leased assets are included in the balance sheet based on their nature.

#### 2.26 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Company's financial statements in the period in which the dividends are declared and appropriately authorised, or approved by the Company's Shareholders' General Meeting. Interim dividends proposed by the Board of Directors are recognized as liabilities upon proposal.

## 2.27 Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of the loss allowance determined in accordance with IFRS 9 requirements and the amount recognised less, when appropriate, the cumulative amount of income.

## 2.28 Changes in accounting policies

The Company adopted the amendments described in paragraph 2.1.1 for the first time for the annual reporting period commencing 1 January 2018.

## 2.29 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 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:

#### Hellenic Petroleum S.A.

Financial Statements in accordance with IFRS for the year ended 31 December 2018 (All amounts in Euro thousands unless otherwise stated)

*Greek Macros:* Following a period of economic recession between 2009-2016, during which real GDP fell by 26%, the Greek economy returned to positive growth rates in 2017, with GDP growing by 1,4%, supported mainly by exports of goods and services, as well as investments. The upward trend of the economy continued for a 7<sup>th</sup> consecutive quarter (for the first time since the period 2005-2006), with real GDP in the first nine months of 2018 increasing by 2,1% compared to the respective period of 2017, mainly based on exports of goods and services, as well as private consumption. On the other hand, a decline in investment and an increase in imports, limit upward performance.

Total domestic fuels consumption in 2018 reduced by 3,1%, compared to the previous year, mainly due to the reduction in demand for heating gasoil, which is mainly attributed to milder weather conditions and higher oil product prices, during the first quarter of 2018. Net demand for motor fuels marginally increased by 0,3%, driven by higher auto diesel consumption, which was, however, almost entirely offset by lower gasoline demand.

Despite the significant progress in economic recovery recorded in 2017 and 2018, as well as the successful conclusion of the 3rd bailout program and the positive measures towards public debt relief decided by the Eurogroup in June 2018, the Greek economy faces a number of significant challenges, such as high public debt, large non-performing loans, high unemployment and failure to extend its investment base, which should be addressed in the medium-term, as they affect the country's future growth prospects. 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.

Great Britain's exit from the European Union: The Company is sourcing funds from international debt capital markets, through Eurobonds, issued by its London based subsidiary, Hellenic Petroleum Finance Plc, listed in the Luxembourg stock exchange, for the optimal management of its debt liabilities. It is uncertain, how a potential exit of the UK from the EU, especially if that happens without an agreement (no deal Brexit), will affect existing HPF Eurobonds, as well as the Company's funding from international debt capital markets. The Company is closely following relevant developments and assessing alternatives in order to maintain its ability to source funding through the international debt capital markets.

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: During the last 18 months crude oil reference prices started recovering, following a 3-year period of contraction (June 2014 – June 2017), averaging \$68/bbl in the fourth quarter and \$72/bbl in the 12 months of 2018. Nonetheless, the cost of crude, for both sweet and especially sour grades, which represent the key source of feedstock for complex refiners like Hellenic Petroleum, remains at reasonable levels, maintaining the competitive position of Med refiners vs. their global peers. Concerning the USA's decision for the re-imposition of the nuclear-related sanctions against Iran, Hellenic Petroleum has successfully managed to replace the Iranian oil supply with other alternatives in the region, without any significant effect in the continuity and cost of its operations (Note. 15).

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 66% 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. Further details are provided in paragraph c) Liquidity risk below and Note 16.

Capital management: Another key priority of the Company has been the management of its Assets. Overall the Company has around €,6 billion of capital employed which is driven from working capital, investment in fixed assets and its investment in the 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 implementation of the Company's investment plan, during the period 2007-2012, net debt level has increased to 41% of capital employed while the remaining is financed through shareholders equity. The Company has started reducing its net debt levels through utilisation of the incremental operating cash flows, 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

#### Foreign exchange risk (i)

As explained in note 2.4, the functional currency 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) 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 2018 if the Euro had weakened against the US dollar by 5% with all other variables held constant, pre-tax results would have been approximately €1 million higher, as a result of foreign exchange gains on translation of US dollar denominated receivables, payables, cash deposits 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 had an adverse impact 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.

#### (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 2018, 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 €12 million lower.

#### (b) Credit risk

## (i) <u>Risk Management</u>

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.

#### (ii) <u>Credit quality</u>

The credit quality of cash, cash equivalents and restricted cash is assessed by reference to external credit ratings obtained from Standard & Poors and Fitch in the table below:

Bank rating (in €million)	<b>31 December 2018</b>	<b>31 December 2017</b>
BBB	462	380
BBB-	1	1
CCC	579	=
CCC-	30	432
Total	1.072	813

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.

Financial Statements in accordance with IFRS

### (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.

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

	1H19	2H19	2019	Schedule for repayment	Schedule for refinancing
(€ million) European Investment Bank ("EIB") Term loan	22	22	44	44	-
HPF Loan €317,6m		280	280	280	<u>-</u>
	22	302	324	324	

Following the successful completion of the sale of DESFA (Note 8), the Company aims to apply part of the €284 million proceeds towards further deleveraging.

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

	Less than 1	Between 1	Between 2	
	year	and 2 years	and 5 years	Over 5 years
31 December 2018				
Borrowings	1.025.165	330.522	1.434.674	3.680
Derivative financial instruments	16.387	-	-	-
Trade and other payables	1.209.786	-	-	-
31 December 2017				
Borrowings	1.559.476	372.000	614.717	-
Derivative financial instruments	-	-	-	-
Trade and other payables	1.528.630	-	-	-

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 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, to have in place an optimal capital structure from a cost perspective and at the same time to ensure that the requirements of loan financial covenants are met.

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.

Financial Statements in accordance with IFRS

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 "Investments in equity instruments". 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 2018 and 2017 were as follows:

		As at				
	Note	<b>31 December 2018</b>	<b>31 December 2017</b>			
Total Borrowings	16	2.572.948	2.614.530			
Less: Cash, Cash Equivalents and restricted cash	12	(1.071.585)	(813.251)			
Less: Investment in equity instruments	_	(318)	(1.252)			
Net debt		1.501.045	1.800.027			
Total Equity	_	2.146.677	1.809.223			
Total Capital Employed	_	3.647.722	3.609.250			
Gearing ratio		41%	50%			

#### Fair value estimation 3.3

The table below analyses financial instruments carried at fair value, categorised within the fair value hierarchy based on the lowest level input that is significant to the fair value measurement as a whole. 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 2018:

Assets	Level 1	Level 2	Level 3	Total balance
Derivatives held for trading	-	-	-	-
Investment in equity instruments	318		-	318
	318	-	-	318
Liabilities				
Derivatives held for trading	-	66	-	66
Derivatives used for hedging		16.321	-	16.321
		16.387	-	16.387

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

	Level 1	Level 2	Level 3	Total balance
Assets				
Derivatives used for hedging	-	11.514	-	11.514
Investment in equity instruments	1.252	-	-	1.252
	1.252	11.514		12.766
Liabilities				
Derivatives used for hedging				
		-	-	_

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. 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.

There were no changes in valuation techniques during the year. For the years ended 31 December 2018 and 31 December 2017, there were no transfers between levels.

The fair value of the following financial assets and liabilities approximate their carrying amount, due to their short-term nature:

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

2017:

# 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.

(All amounts in Euro thousands unless otherwise stated)

#### (i) Critical accounting estimates and assumptions

#### (a) Income taxes

The Company is subject to periodic audits by tax authorities and the assessment process for determining the company's current and deferred tax balances is complex and involves high degree of estimation and judgement. There are some transactions and calculations for which the ultimate tax determination is uncertain. Where tax positions are not settled with the tax authorities, Management takes into account past experience with similar cases, as well as the advice of tax and legal experts in order to analyze the specific facts and circumstances, interpret the relevant tax legislation, assess other similar positions taken by the tax authorities and to form a view about whether a provision needs to be recorded, or a contingent liability needs to be disclosed. Where the Company is required to make payments in order to appeal against positions of tax authorities and the Company assesses that it is more probable than not to win its appeal, the respective payments are recorded as assets, as these advance payments will be used to settle the outcome of the case, or if the Company's position is upheld will be returned to the Company. In case the Company determines a provision is needed for the outcome of the uncertain tax position, any amounts already paid are deducted from the said provision (Note 11).

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 recognised as a provision in the Company's financial statements. When the final determination of such obligation amounts differs from the recognised provisions, the Company's statement of comprehensive income is impacted.

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

The recoverable amount of a cash-generating unit (CGU) is determined for impairment tests purposes based on value-in-use calculations which require the use of assumptions. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. The calculations use cash flow projections based on financial budgets approved by management. These budgets and forecast calculations generally cover a period of five years. 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. The key assumptions used to determine the recoverable amount for the different CGUs, or assets, including a sensitivity analysis, are disclosed and further explained in Note 6, for Property, Plant and Equipment, and Note 8 for Investments in Subsidiaries, Associates and Joint Ventures.

### (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 investments in equity instruments) 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.

Financial Statements in accordance with IFRS

## (f) Provision for expected credit losses of receivables

The Company uses a provision matrix to calculate ECLs for trade receivables. The provision matrix is based on the Company's historical credit loss experience, calibrated to adjust the historical credit loss experience with forward-looking information specific to the debtors and the economic environment. At each year end, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed credit losses, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Company's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future.

#### (g) Retirement benefit obligations

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 and salary rate increases. 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.

#### (h) Provisions for legal claims

The Company has a number of legal claims pending against it. Management uses its judgement, as well as the available information from the Legal department 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 recognised. 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 (Note 31).

# (i) Depreciation of property, plant and equipment

The Company periodically assesses the useful lives of its property, plant and equipment to determine whether the original estimated lives continue to be appropriate. To this respect, the Company may obtain technical studies and use external sources to determine the lives of its assets, which can vary depending on a variety of factors such as technological innovation and maintenance programs

## (ii) <u>Critical judgements in applying the Company's accounting policies</u>

# (j) Impairment of non-financial assets and investments in subsidiaries, associates and joint ventures

The Company assesses at each reporting date, whether indicators for impairment exist, for its non-financial assets (Note 2.10) and its investments in subsidiaries, associates and joint ventures. If any indication exists, the Company estimates the asset's, or cash generating unit's recoverable amount. Judgment is involved to some extent in determining whether indicators exist and also the determination of the cash generating units at which the respective assets are tested.

# **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

Financial Statements in accordance with IFRS

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.

The Company's key operating segments are:

## a) Refining, Supply and Trading (Refining)

Activities revolve around the operation of the Company'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.

### b) Petrochemicals

Petrochemical activities mainly focus on the production and marketing of polypropylene, BOPP films and solvents, as well as the trading of imported plastics and chemicals. The polypropylene production plant in Thessaloniki mainly receives propylene produced in the Aspropyrgos refinery. Part of the production of the produced polypropylene is the raw material used in the BOPP film production unit in Komotini.

More information about the activities of the Company's segments can be found in the Company's Annual Report.

Financial information regarding the Company's operating segments for the year ended 31 December 2018 is presented below:

				Exploration		
			Petro-	&		
Year ended 31 December 2018	Note	Refining	chemicals	Production	Other	Total
Revenue from contracts with customers		8.652.986	314.716	-	-	8.967.702
EBITDA		549.868	76.160	(5.067)	(4.476)	616.485
Depreciation and amortisation	6,7	(136.071)	(3.686)	(979)	(17)	(140.753)
Operating profit / (loss)	_	413.797	72.474	(6.046)	(4.493)	475.732
Finance (expenses)/income - net	25	(92.870)	(1.817)	-	(32.507)	(127.194)
Dividend income		-	-	_	318.795	318.795
Currency exchange gains/(losses)	26 _	2.244	-	-	-	2.244
Profit / (Loss) before income tax		323.171	70.657	(6.046)	281.795	669.577
Income tax expense	27				_	(146.187)
Profit for the year					_	523.390

EBITDA is calculated as Operating profit/(loss) per the statement of comprehensive income plus depreciation and amortisation

Financial information regarding the Company's operating segments for the year ended 31 December 2017 is presented below:

				Exploration		
			Petro-	&		
Year ended 31 December 2017		Refining	chemicals	Production	Other	Total
Revenue from contracts with customers		6.966.669	266.931	-	-	7.233.600
EBITDA		660.070	85.452	(3.981)	(4.119)	737.422
Depreciation and amortisation		(136.282)	(3.457)	(204)	(58)	(140.001)
Operating profit / (loss)	•	523.788	81.995	(4.185)	(4.177)	597.421
Finance (expenses)/income - net	25	(100.491)	(1.840)	-	(37.940)	(140.271)
Dividend income		-	-	-	33.724	33.724
Currency exchange gains/(losses)	26	(8.483)	-		-	(8.483)
Profit / (Loss) before income tax		414.814	80.155	(4.185)	(8.393)	482.391
Income tax expense	27				_	(136.400)
Profit for the year					_	345.991

EBITDA is calculated as Operating profit/(loss) per the statement of comprehensive income plus depreciation and amortisation

"E&P" includes costs within blocks where the Company holds rights for the exploration and production of hydrocarbons.

"Other" includes mainly income from dividends and part of corporate costs, not directly related to the Company's principal operating segments.

There were no changes in the basis of segmentation or in the basis of measurement of segmental profit or loss, as compared to the annual financial statements for the year ended 31 December 2017.

An analysis of the Company's revenue from contracts with customers by type of market (domestic, aviation & bunkering and exports) for 2018 and 2017, is presented below:

Year ended 31 December 2018	Note	Refining	Petro- chemicals	Exploration & Production	Other	Total
Domestic		2.601.183	112.277	-	_	2.713.460
Aviation & Bunkering		1.249.509	-	-	-	1.249.509
Exports	_	4.802.294	202.439		-	5.004.733
Revenue from contracts with customers	_	8.652.986	314.716	-	-	8.967.702
Year ended 31 December 2017		Refining	Petro- chemicals	Exploration & Production	Other	Total
Year ended 31 December 2017  Domestic		<b>Refining</b> 2.445.379		&	Other	<b>Total</b> 2.545.349
		8	chemicals	& Production	Other - -	
Domestic	_	2.445.379	chemicals	& Production	Other - - -	2.545.349

The segment assets and liabilities at 31 December 2018 and 2017 are as follows:

	Exploration					
		Petro-	&			
Year ended 31 December 2018	Refining	chemicals	Production	Other	Total	
Total Assets	4.979.937	361.507	2.546	1.032.414	6.376.404	
Total Liabilities	3.071.172	37.343	17.590	1.103.622	4.229.727	
			Exploration			
		Petro-	&			
Year ended 31 December 2017	Refining	chemicals	Production	Other	Total	
	remmg	circuitcuis	Troduction	Other	1000	
Total Assets	5.000.604	521.652	3.266	671.664	6.197.186	

There has been no material change in the definition of segments or the segmental analysis of total assets or total liabilities from the amounts disclosed in the annual financial statements for the year ended 31 December 2018.

# 6 Property, plant and equipment

						Assets	
			Plant &	Motor	Furniture U	Under Cons-	
	Land	Buildings	Machinery	vehicles	and fixtures	truction	Total
Cost							
As at 1 January 2017	115.396	530.850	3.790.315	15.054	85.947	80.659	4.618.221
Additions	27.454	33	1.776	330	3.326	115.708	148.627
Capitalised projects	-	3.676	105.576	114	298	(109.664)	-
Disposals	-	-	-	(45)	(97)	(280)	(422)
Transfers and other movements	-	-	2.968	-	-	(3.136)	(168)
As at 31 December 2017	142.850	534.559	3.900.635	15.453	89.474	83.287	4.766.258
Accumulated Depreciation							
As at 1 January 2017	-	200.440	1.624.451	10.470	76.179	-	1.911.540
Charge for the year	-	16.047	116.983	389	2.269	-	135.688
Disposals	-	-	-	(45)	(97)	-	(142)
As at 31 December 2017	-	216.487	1.741.434	10.814	78.351	-	2.047.086
Net Book Value at 31 December 2017	142.850	318.072	2.159.201	4.639	11.123	83.287	2.719.172
<b>a</b>							
Cost	1.42.050	524.550	2 000 625	15 452	00.454	02.205	4.500.050
As at 1 January 2018	142.850	534.559	3.900.635	15.453	89.474	83.287	4.766.258
Additions	-	74	2.409	18	1.242	93.705	97.448
Capitalised projects	-	7.295	84.449	112	631	(92.487)	- (115)
Disposals	-	-	(65)	-	(51)	- (0.50)	(116)
Impairment / Write-off	-	-		-	-	(850)	(850)
Transfers and other movements	- 440.050	-	5.243	45.502	-	(1.367)	3.876
As at 31 December 2018	142.850	541.928	3.992.671	15.583	91.296	82.288	4.866.616
Accumulated Depreciation							
As at 1 January 2018	-	216.487	1.741.434	10.814	78.351	-	2.047.086
Charge for the year	-	15.682	116.963	412	2.352	-	135.409
Disposals	-	-	(65)	-	(51)	-	(116)
As at 31 December 2018	•	232.169	1.858.332	11.226	80.652	-	2.182.379
Net Book Value at 31 December 2018	142.850	309.759	2.134.339	4.357	10.644	82.288	2.684.237

<sup>(1)</sup> The Company has not pledged any property, plant and equipment as security forborrowings.

Financial Statements in accordance with IFRS

- (2) During 2018 an amount of €2,5 million (2017: €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 5,11% (2016: 5,34%).
- (3) 'Transfers and other movements' include the transfer of spare parts for the refinery units from inventories to plant and machinery and the transfer of computer software development costs to intangible assets.
- (4) The Company performed its annual assessment for indicators of impairment of property, plant and equipment in December 2018 and 2017. Based on this assessment, the Company concluded that there were no indications for impairment, therefore no formal impairment test was performed and no impairment charge was recorded. "Impairment/Write-off" for the year ended 31 December 2018, includes write offs of assets both from cost and accumulated depreciation.
- (5) Depreciation expense of €135,4 million (2017: €135,7 million) and amortisation expense of €5,3 million (2017: €4,3 million) is allocated in the following lines of the statement of comprehensive income:
  - Cost of Sales €126,4 million (2017: €126,3 million),
  - Selling and distribution expenses €7,4 million (2017: €5,5 million),
  - Administration expenses €7,0 million (2017: €6,3 million)

# 7 Intangible assets

	Computer software	Licences & Rights	Total
Cost			
As at 1 January 2017	90.340	24.299	114.639
Additions	1.303	-	1.303
Transfers & other movements	3.562	-	3.562
As at 31 December 2017	95.205	24.299	119.504
Accumulated Amortisation			
As at 1 January 2017	83.862	24.287	108.149
Charge for the year	4.313	-	4.313
As at 31 December 2017	88.175	24,287	112.462
Net Book Value 31 December 2017	7.030	12	7.042
Cost			
As at 1 January 2018	95.205	24.299	119.504
Additions	1.330	2.540	3.870
Disposals Transfers & other movements	1.367	(2.540)	(2.540) 1.367
As at 31 December 2018	97.902	24.299	122.201
Accumulated Amortisation			
As at 1 January 2018	88.175	24.287	112,462
Charge for the year	4.932	412	5.344
Disposals	-	(404)	(404)
Transfers & other movements	-	-	` _
As at 31 December 2018	93.107	24.295	117.402
Net Book Value 31 December 2018	4.795	4	4.799

(1) 'Licenses and rights' include net exploration license costs, relating to the new exploration & production of hydrocarbons' concessions in Western Greece. During September 2018 they were transferred to other group entities.

(2) 'Transfers and other movements' in computer software mainly relate to completed IT software projects capitalised during the year and thus transferred from assets under construction. 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 (Note 6).

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

	As at	
	<b>31 December 2018</b>	<b>31 December 2017</b>
Beginning of the year	671.622	655.265
Increase / (Decrease) in share capital of subsidiaries	21.050	(1.688)
Acquisition of remaining share in subsidiary	350.000	21.045
Sale of investments in subsidiaries to related parties	(7.000)	-
Impairment of investments	(3.300)	(3.000)
End of the year	1.032.372	671.622

A list of the Company's direct investments is as follows:

		Country of	
Name	Participating interest	Incorporation	Classification
ASPROFOS S.A.	100,0%	Greece	Subsidiary
DIAXON S.A.	100,0%	Greece	Subsidiary
HELLENIC FUELS AND LUBRICANTSS.A. (EKO)	100,0%	Greece	Subsidiary
ELPET BALKANIKI S.A.	100,0%	Greece	Subsidiary
HELLENIC PETROLEUM INTERNATIONAL AG	100,0%	Austria	Subsidiary
HELPE APOLLON MARITIME Co	100,0%	Greece	Subsidiary
HELPE POSEIDON MARITIME Co	100,0%	Greece	Subsidiary
HELLENIC PETROLEUM FINANCE PLC	100,0%	United Kingdom	Subsidiary
HELPE RENEWABLE ENERGY SOURCES S.A.	100,0%	Greece	Subsidiary
HELPE E&P HOLDING S.A.	100,0%	Greece	Subsidiary
GLOBAL ALBANIA S.A.	99,9%	Albania	Subsidiary
PUBLIC GAS CORPORATION OF GREECES.A. (DEPA)	35,0%	Greece	Associatte
ATHENS AIRPORT FUEL PIPELINE COMPANY S.A.	50,0%	Greece	Associatte
HELPE THRAKI S.A.	25,0%	Greece	Associatte
ELPEDISON B.V.	5,0%	Netherlands	Joint Venture

- a) On 24 November 2017, HELPE S.A. acquired the remaining 37% non-controlling interest of ELPET BALKANIKI S.A., which is now a wholly owned subsidiary (100%). The total aggregate consideration for the ordinary share capital acquired is comprised of an upfront amount of €16 million payable within 2018 and of a deferred consideration of €5 million payable within a period of up to five years from the date of acquisition of the shares.
- b) Decrease in share capital of subsidiaries in 2017 related to a return of cash from DIAXON.
- c) As at 31 December 2017, the shareholding structure of Hellenic Fuels and Lubricants Industrial & Commercial S.A. (HFL) was as follows:
  - 64,41% owned by Hellenic Petroleum International AG (HPI)
  - 35,59% owned by Hellenic Petroleum S.A.

On 29 November 2018, HPI transferred its shareholding in HFL (64,41%) to Hellenic Petroleum S.A., who now holds the 100% shareholding of HFL, for a consideration of €350 million, utilizing an advance of €324 million, made in previous years (Note 11).

d) On 24 May 2018, the Company established Hellenic Petroleum E&P Holding S.A. (100% subsidiary). The share capital injected to the new company amounts to €20 million. On 14 November 2018, the Company transferred the 100% of its shareholding in HELPE Upstream S.A. to HELPE E&P Holding S.A for a consideration of €0,9 million, realizing an intercompany profit of €0,1 million. On 27 November 2018, the Company transferred the 100% of its shareholding in HELPE Patraikos SA to HELPE E&P Holding S.A for a consideration of €6,2 million. No profit or loss arose from the transaction.

#### e) Impairment of investments

#### Elpedison B.V.

The Company owns a 5% shareholding in Elpedison B.V., a joint venture entity of the Group, with HPI (45%) and EDISON International.

As at 31 December 2017 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 joint venture entity. The 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 7.5% and was estimated as the post-tax Weighted Average Cost of Capital (WACC) of the company. Based on this impairment test, the Company concluded that the carrying amount of its investment is recoverable and consequently no further impairment charge was recorded.

Since uncertainty in the power market and regulatory environment remained during 2018 the impairment test was updated using a WACC of 7% as of 31 December 2018. Based on this impairment test, the Company recognised an additional impairment provision of €3,3 million (total provisions of €18 million were raised in previous years) in the carrying value of Elpedison S.A. in the statement of financial position as at 31 December 2018 and a respective impairment loss in the statement of comprehensive income, which was 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.

# Asprofos S.A.

As at 31 December 2017 Management carried out an impairment test according to the requirements of IAS 36, based on the post-tax cash flows produced by Asprofos S.A.. The company's continuing losses and the anticipated future developments in the engineering market in which the company operates, were considered as indicators of impairment.

The valuation analysis considered Asprofos S.A. 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, using a WACC of 7%, as of 31 December 2017.

Based on this impairment test, the Company recognised an additional impairment provision of €,0 million in the carrying value of Asprofos S.A. in the statement of financial position as at 31 December 2017 and a respective impairment loss in the statement of comprehensive income, which was included in other income and expenses (Note 24).

As at 31 December 2018 the impairment test was updated using a WACC of 6%. Based on this impairment test, the Company recognised an additional impairment provision of €1,0 million (total provisions of €10 million were raised in previous years) in the carrying value of Asprofos S.A. in the statement of financial position as at 31 December 2018 and a respective impairment loss in the statement of comprehensive income, which was included in other income and expenses (Note 24).

(All amounts in Euro thousands unless otherwise stated)

#### f) Sale of DESFA

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 Hellenic Petroleum SA.

On 16 February 2012, Hellenic Petroleum S.A. and 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.

On 1 March 2017, by decision of the Governmental Economic Policy Council (ΚΥΣΟΙΠ) the Greek State decided, inter alia, to launch a new tender procedure for the disposal of the 66% of the shares of DESFA, i.e. the 31% of the 65% of the shares held by HRADF combined with the 35% of the shares owned by HELPE, as well as the termination of the respective selling process which was launched in 2012. In addition, article 103 of the most recent law 4472/2017 provides that by 31 December 2017, the participation of DEPA in DESFA (66%) will be sold and transferred through an international tender process, which will be carried out by HRADF, while the remaining balance of 34% will be transferred to the Greek State. Furthermore, the above law provides that at the end of the tender process, DESFA should constitute an Unbundled Natural Gas Transmission System Operator, in accordance with the provisions of articles 62 & 63 of Law 4001/2011 as in force, and be certified as such, in accordance with Articles 9 & 10 of the 2009/73/EC (Full Ownership Unbundled System Operator - FOU).

The Board of Directors of HELPE, at its meeting on 12 June 2017, evaluated the strategic choices of HELPE regarding its minority participation in DESFA and considered that the disposal (jointly with HRADF) of the 66% of DESFA's shares is in the interest of the Company. For this purpose, a draft Memorandum of Understanding (MOU) between the Greek State, HRADF and HELPE was drawn up, based on the corresponding text of 2012. At the abovementioned meeting, the Board of Directors also convened the Extraordinary General Assembly of the Company's shareholders in order to obtain a special permit, in accordance with the provisions of article 23a of the Codified Law 2190/1920, for the conclusion of the MOU between the Greek State, HRADF and HELPE. The MOU was signed by the three parties on 26 June 2017 and the special permit of the General Assembly was provided retrospectively on 6 July 2017, pursuant to the provision of article 23a par.4 of L.2190/1920. On 26 June 2017 the Invitation for the Non-Binding Expression of Interest was published. Four parties expressed interest, two of which were notified on 22 September 2017 by the Sellers that they qualified to participate in the next phase of the Tender Process (Binding Offers Phase), and were considered as Shortlisted Parties. The two Shortlisted Parties were on the one hand, a consortium formed by SNAM S.p.A., FLUXYS S.A., Enagas Internacional S.L.U. and N.V. Nederlandse Gasunies and on the other hand Regasificadora del Noroeste S.A..

The Shortlisted Parties submitted their binding offers on 16 February 2018, pursuant to the Sellers' Request on 10 October 2017 for the Submission of Binding Offers.

Best and final offers were submitted by the two Shortlisted Parties on 29 March 2018. The consortium formed by SNAM S.p.A., FLUXYS S.A. and Enagas Internacional S.L.U. confirmed its best and final offer on 19 April 2018, offering an amount of €35 million for the purchase of the 66% of DESFA. The above binding offer has been accepted by virtue of resolution no. 1319 of 19 April 2018 of the Board of Directors and the resolution of 14 May 2018 of the Extraordinary General Meeting of Shareholders of Hellenic Petroleum. By virtue of decision No. 235 of 25/6/2018, the Court of Audit has cleared the transaction and on 13/7/2018, the European Commission has provided its approval under the EU Merger Regulation.

#### Hellenic Petroleum S.A.

Financial Statements in accordance with IFRS for the year ended 31 December 2018 (All amounts in Euro thousands unless otherwise stated)

On 20 July 2018 a Share Sale & Purchase Agreement (SPA) has been executed by HRADF and HELPE as Sellers and "SENFLUGA Energy Infrastructure Holdings S.A." (SNAM-Enagas-Fluxys Consortium SPV) as Purchaser. On the same date a Shareholders' Agreement for DESFA has been executed between SENFLUGA S.A. and the Hellenic Republic.

Upon satisfaction of all conditions precedent provided by the SPA, the above transaction close successfully on 20 December 2018. Immediately before the execution of the SPA, DEPA S.A. proceeded to a distribution of its shares in DESFA (at fair value) to its shareholders, through a reduction of its share capital. Hellenic Petroleum S.A.'s share of investment in DESFA (35%) amounted to €284 million, equal to the sale proceeds per the SPA. The sale proceeds of €284 million, were accounted, effectively, as dividend distribution received from DEPA for the year ended 31 December 2018. At the same time the Company recognised a deferred tax liability of €48 million for the resulting difference between tax and accounting base of its remaining investment in DEPA (Note 17). During 2018 the Company also received cash dividends of €23 million from DEPA (2017: €18,4 million). As a result, the total dividend received from DEPA Group within 2018 amounts to €307 million.

The cost of investment of the DEPA group in the Company's financial statements is €237 million. DEPA Group, as it currently stands, continues to be accounted for and included in the financial statements as an associate.

- g) 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:
  - Calfrac Well Services Ltd Hellenic Petroleum S.A. (Greece, Sea of Thrace concession)
  - Edison International SpA HELPE Patraikos, a group company (Greece, Patraikos Gulf)
  - Total E&P Greece B.V., HELPE W.Kerkyra SA, a group company (Greece, Block 2 West of Corfu Island)

# 9 Loans, Advances & Long Term assets

	As at	
	<b>31 December 2018</b>	<b>31 December 2017</b>
Loans and advances	6.518	17.340
Other long term assets	2.369	2.346
Total	8.887	19.686

Loans and advances as at 31 December 2018 include a three-year bond loan of €3,6 million to ATEN Energy, a subsidiary of the HELPE Group, maturing in 2023.

They also include trade receivables due in more than one year as a result of settlement arrangements. These are discounted at a rate of 7,25% (2017: 7,25%) over their respective lives.

The decrease relates to amounts falling due in 2019 that were reclassified to current "Trade and other receivables".

Financial Statements in accordance with IFRS

## 10 Inventories

	As at	
	<b>31 December 2018</b>	<b>31 December 2017</b>
Crude oil	328.010	330.840
Refined products and semi-finished products	486.792	559.312
Petrochemicals	24.400	21.670
Consumable materials and spare parts	83.903	79.454
- Less: Provision for Consumables and spare parts	(29.246)	(27.530)
Total	893.859	963.746

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 and 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 €7,8 billion (2017: €6,0 billion). The Company has reported a loss of €32,4 million as at 31 December 2018 arising from inventory valuation which is reflected in a write-down of the year-end values (2017: €0,04 million). This was recognised as an expense in the year ended 31 December 2018 and included in 'Cost of Sales' in the statement of comprehensive income. Overall for 2018, 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. €48 million (2017: positive impact of €8 million).

In addition, as at 31 December 2018, an amount of €5,2 million (2017: €3,0 million) relating to spare parts for the refinery units, has been transferred from inventories to Plant and Machinery (see Note 6).

# 11 Trade and other receivables

	As at	
	<b>31 December 2018</b>	<b>31 December 2017</b>
Trade receivables	449.595	450.922
- Less: Provision for impairment of receivables	(117.170)	(117.305)
Trade receivables net	332.425	333.617
Other receivables	349.561	670.606
- Less: Provision for impairment of receivables	(14.272)	(20.060)
Other receivables net	335.289	650.546
Prepaid expenses and accrued income	12.633	5.738
Total	680.347	989.901

As part of its working capital management, the Company 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 as at 31 December 2017 included advances of €327 million extended to Hellenic Petroleum International A.G. (a Group company) for the transfer of its 64,41% shareholding of the share capital of Hellenic Fuels S.A. On 29 November 2018, Hellenic Petroleum International S.A. transferred its entire shareholding in

As at

(All amounts in Euro thousands unless otherwise stated)

Hellenic Fuels and Lubricants Industrial & Commercial SA (64,41%) to Hellenic Petroleum S.A, which now holds the 100% shareholding of the subsidiary, for a consideration of €50 million (Note 8).

'Other receivables' generally include balances in respect of, advances to suppliers, advances to personnel, claimed VAT, withholding taxes and taxes paid as a result of tax audit assessments during previous years from the tax authorities, where the Company has started legal proceedings and disputed the relevant amounts. The timing of the finalization of these disputes cannot be estimated and the Company has classified these amounts as current assets.

More specifically, other receivables as at 31 December 2018 also include the following:

- a) €4m of VAT approved refunds (31 December 2017: €4 million), which had been withheld in previous years by the customs office due to a dispute relating to stock shortages (see Note 31). The Company 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.
- b) A one-year bond loan of €138 million extended to EKO ABEE, a Group company (Note 33).

The fair values of trade receivables approximate their carrying amount, due to their short-term maturities.

The table below analyses total trade receivables:

	<b>31 December 2018</b>	<b>31 December 2017</b>
Not past due	244.027	259.024
Past due	205.568	191.898
Total trade receivables	449.595	450.922
Past due trade receivables are analysed as follows:		
	As a	at
	<b>31 December 2018</b>	<b>31 December 2017</b>
Up to 30 days	62.404	53.235
30 - 90 days	10.750	6.808
Over 90 days	132.414	131.855
Total past due trade receivables	205.568	191.898

From 1 January 2018, the Company applies the simplified approach for impairment of trade receivables based on IFRS 9 and calculates ECLs based on lifetime expected credit losses.

Regarding trade receivables, an impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses (ECLs). The maximum exposure to credit risk at the reporting date is the carrying value of each class of receivable. Collaterals include primarily first or second class pre-notices over properties of the debtor, personal and bank guarantees.

Provision for ECL as at 31 December 2018 was €98.

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

	As at		
	<b>31 December 2018</b>	<b>31 December 2017</b>	
Balance at 1 January 2018 (as originally presented)	117.305	118.186	
Effect of change in accounting policy (Note 2)	1.277	-	
Balance at 1 January 2018	118.582	118.186	
Charged / (credited) to the income statement:			
- Additional provisions	430	-	
- Unused amounts reversed	(1.842)	(881)	
Balance at 31 December	117.170	117.305	

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

	As at	
	<b>31 December 2018</b>	<b>31 December 2017</b>
Balance at 1 January	20.060	17.481
Charged / (credited) to the income statement:		
- Additional provisions	212	4.539
Transfer to provision for litigation	(6.000)	-
Utilised during the year		(1.960)
Balance at 31 December	14.272	20.060

# 12 Cash, cash equivalents and restricted cash

	As at	
	<b>31 December 2018</b>	<b>31 December 2017</b>
Cash at Bank and in Hand	1.070.378	667.599
Cash and cash equivalents	1.070.378	667.599
Restricted Cash	1.207	145.652
Total cash, cash equivalents and restricted cash	1.071.585	813.251

Restricted cash in 2017 mainly related 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 (Note 16).

The outstanding balance under the EIB Facility Agreement B as at 31 December 2017 was €100 million, whilst the outstanding balance of the Piraeus loan as at 31 December 2017 was €144 million. In February 2018, the Company amended the EIB Facility Agreement B, which no longer has security requirements. As a result, the loan with Piraeus was repaid, the security deposit was released and the bank guarantee agreement has been cancelled.

The balance of US Dollars included in Cash at bank as at 31 December 2018 was US\$889 million (Euro equivalent €777 million). The respective amount for the year ended 31 December 2017 was US\$ 549 million (Euro equivalent €458 million).

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

(All amounts in Euro thousands unless otherwise stated)

	As	at
	31 December 2018	<b>31 December 2017</b>
Euro	0,02%	0,06%
USD	0,10%	0,10%

#### 13 **Share capital**

	Number of Shares			
	(authorised and issued)	Share Capital	Share premium	Total
As at 1 January & 31 December 2017	305.635.185	666.285	353.796	1.020.081
As at 31 December 2018	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 2017: €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. At the 2014 and 2015 AGM's, the shareholders approved several changes to the share option program incorporating recent tax changes, without altering the net effect in terms of benefit to the participants.

There were no share options outstanding at the end of the year.

Grant Date	Vesting Date	Expiry Date	Exercise Price	No. of share op	tions as at
			€per share	<b>31 December 2018</b>	<b>31 December 2017</b>
2012	2014-18	2018	4,52	<del>-</del>	185.633
			Total	0	185.633

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

	As at			
	31 December 2018		31 Decemb	er 2017
	Average Exercise Price in €per share	Options	Average Exercise Price in €per share	Options
Balance at beginning of year (1 January)	4,52	185.633	4,52	1.479.933
Exercised	4,52	(172.383)	4,52	(1.294.300)
Lapsed	4,52	(13.250)	-	_
Balance at end of year (31 December)	-	-	4,52	185.633

The value of lapsed share options that were transferred to retained earnings in 2018 was €0,007 million (2017: nil). During the year ended 31 December 2018 share options were exercised via the acquisition and subsequent issue of treasury shares to employees, of a total value of €1,2 million (Note 14).

#### 14 Reserves

	Statutory reserve	Special reserves	Tax-free & Incentive law reserves	Hedging reserve	Actuarial gains/ (losses)	Equity instrum. FVOCI gains/ (losses)	Share- based payment reserve	Treasury shares	<u>Total</u>
Balance at 1 January 2017	118.668	86.495	263.146	10.786	(10.087)	-	746	-	469.754
Cash flow hedges:							-		
<ul> <li>Fair value gains/(losses) on cash flow hedges</li> <li>Derecognition of (gains)/losses on hedges through</li> </ul>	=	-	-	(4.590)	-	-	=	-	(4.590)
comprehensive income	-	-	-	1.979	-	-	-	-	1.979
Actuarial losses on defined benefit pension plans	-	-	-	-	(7.100)	-	-	-	(7.100)
Share-based payments	-	-	-	-	-	-	(653)	-	(653)
Acquisition of Treasury Shares	-	-	-	-	-	-	-	(10.245)	(10.245)
Issue of Treasury shares to employees	-	-	<del>.</del>	-	-	-	=	9.714	9.714
Dividends	-	-	(106.962)	-	-	-	-	-	(106.962)
Transfers to/ from retained earnings			8.797	-				-	8.797
Balance at 31 December 2017	118.668	86.495	164.981	8.175	(17.187)	-	93	(531)	360.694
Balance at 1 January 2018 (as originally									
presented)	118.668	86.495	164.981	8.175	(17.187)	-	93	(531)	360.694
Effect of changes in accounting policy		-	-	-	-	166	-	-	166
Balance at 1 January 2018 Cash flow hedges:	118.668	86.495	164.981	8.175	(17.187)	166	93	(531)	360.860
<ul> <li>Fair value gains/(losses) on cash flow hedges</li> <li>Derecognition of (gains)/losses on hedges through</li> </ul>	-	-	-	(5.006)	-	-	-	-	(5.006)
comprehensive income	-	-	-	(14.920)	-	-	-	-	(14.920)
Actuarial losses on defined benefit pension plans	-	-	-	-	(10.878)	-	-	-	(10.878)
Changes in the fair value of equity instruments	-	-	-	-	-	(675)	-	-	(675)
	-	-	-	-	-	-	(93)	-	(93)
	- 13	-	-	-	-	-	-	(683)	(683)
		-		-	-	-	-	1.214	1.214
Dividends Transfers of tax on distributed reserves to retained	29 -	-	(76.408)	-	-	-	-	-	(76.408)
			(17.210)						(17.210)
earnings Transfer to statutory reserve	26.170	-	(17.318)	-	-	-	-	-	(17.318) 26.170
Balance at 31 December 2018	144.838	86,495	71.255						

#### Statutory reserve

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 entity, 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.

## Tax-free and incentive law reserves

These reserves relate to Retained earnings, which have not been taxed with the prevailing corporate income tax rate as allowed by Greek law under various statutes and Reserves relating to investments under incentive laws. Certain of these reserves will become liable to tax at the 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 21. Amounts are reclassified to profit or loss when the associated hedged transaction affects profit or loss.

#### Other reserves

## These include:

- Actuarial gains / (losses) on defined benefit plans resulting from a) experience adjustments (the effects of (i) differences between the previous actuarial assumptions and what has actually occurred) and b) the effects of changes in actuarial assumptions.
- Changes in the fair value of investments in equity instruments. (ii)

### Treasury shares

Treasury shares are held regarding the Share Option Plan (Note 13). During the year, 87.793 shares were acquired at a cost of €0,7 million, while 157.951 shares were issued to employees, following exercise of share options held. Treasury shares are recognised on a first-in-first out method.

# 15 Trade and other payables

	As at		
	31 December 2018	<b>31 December 2017</b>	
Trade payables	1.075.569	1.417.731	
Accrued Expenses	114.656	84.535	
Other payables	35.882	51.761	
Total	1.226.107	1.554.027	

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

Trade payables, as at 31 December 2018 and 31 December 2017, 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 EU 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.

On May 8, 2018, the President of the U.S. (the President) announced his decision to cease the United States' participation in the Joint Comprehensive Plan of Action (JCPOA), and to begin re-imposing, following a wind-down period, the U.S. nuclear-related sanctions that were lifted to effectuate the JCPOA sanctions relief. In conjunction with this announcement, the President issued a National Security Presidential Memorandum (NSPM) directing the Secretary of State and the Secretary of the Treasury to prepare immediately for the re-imposition of all of the U.S. sanctions lifted or waived in connection with the JCPOA, to be accomplished as expeditiously as possible and in no case later than 180 days from the date of the NSPM. As a result, no deliveries of Iranian crude oil or payments have taken place post 8 May 2018.

Accrued expenses mainly relate to accrued interest, payroll-related accruals and accruals for operating expenses not yet invoiced. Accrued expenses include the estimated cost of the CO2 emission rights required under the corresponding environmental legislation, amounting to €4 million as at 31 December 2018 (2017: €19 million).

Other payables include amounts in respect of payroll-related liabilities, social security obligations and sundry taxes. As at 31 December 2017 the balance also includes €16 million payable for the acquisition of non-controlling interest in ELPET (Note 8).

#### 16 Interest bearing loans and borrowings

	As at		
	<b>31 December 2018</b>	<b>31 December 2017</b>	
Non-current interest bearing loans and borrowings			
Bank borrowings	144.112	188.556	
Bond loan	1.513.486	721.023	
Total non-current interest bearing loans and borrowings	1.657.598	909.579	
Current interest bearing loans and borrowings			
Short term bank borrowings	870.906	1.660.507	
Current portion of long-term bank borrowings	44.444	44.444	
Total current interest bearing loans and borrowings	915.350	1.704.951	
Total interest bearing loans and borrowings	2.572.948	2.614.530	

Non-current interest bearing loans and borrowings mature as follows:

	As at		
	<b>31 December 2018</b>	<b>31 December 2017</b>	
Between 1 and 2 years	267.038	318.944	
Between 2 and 5 years	1.357.560	557.635	
Over 5 years	33.000	33.000	
Total non-current interest bearing loans and borrowings	1.657.598	909.579	

The weighted average effective interest margins are as follows:

		As at			
Bank Borrowings	Currency	<b>31 December 2018</b>	<b>31 December 2017</b>		
Short-term - Floating Euribor + margin - Floating Libor + margin	Euro USD	5,17%	4,84%		
Long-term - Floating Euribor + margin - Floating Libor + margin	Euro USD	3,46% 5,42%	4,92%		

The carrying amounts of borrowings are denominated in Euro and US Dollars:

	As at		
	<b>31 December 2018</b>	<b>31 December 2017</b>	
Euro	2.417.888	2.614.530	
US dollar	155.060	<u>-</u>	
Total interest bearing loans and borrowings	2.572.948	2.614.530	

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.

Borrowings by maturity as at 31 December 2018 and 31 December 2017 are summarised in the table below (amounts in €million):

	As at		
		<b>31 December 2018</b>	<b>31 December 2017</b>
	Maturity	(€million)	(€million)
Syndicated Bond loan €400 million	Jun 2023	392	348
Bond loan €400 million	Nov 2020	223	284
Bond loan €200 million	Feb 2021	297	200
Bond loan SBF €400 million	May 2018	-	239
Bond loan \$250 million	Jun 2021	155	-
European Investment Bank ("EIB") Term loan	Jun 2022	156	200
HPF Loan €317,6m	Jul 2019	280	274
HPF Loan €367m	Oct 2021	447	447
Bilateral lines	Various	623	623
Total		2.573	2.615

Refer to 'Liquidity Risk Management' (Note 3.1) for an analysis of the Company's plans regarding the facilities falling due in 2019.

No loans were in default as at 31 December 2018 (none as at 31 December 2017).

Significant movement in borrowings for the year ended 31 December 2018 are as follows:

#### Syndicated bond loan €400 million

In July 2014, the Company concluded a €350 million syndicated bond loan credit facility guaranteed by HPF, maturing in July 2018. In June 2018, the Company prepaid the facility and refinanced it with a 5 year syndicated revolving bond loan facility, which was subscribed to by Greek and international banks, for an amount of €400 million.

### 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. In April 2018, the Company extended the facility maturity date to October 2018, when it was fully repaid (the outstanding balance of €284 million). The loan was refinanced in November 2018, with the issuance of a new syndicated bond loan of €400 million with a tenor of 2 years and a one-year extension option.

## Bond <u>Loan €300 million</u>

In January 2015, Hellenic Petroleum S.A. concluded a €200 million revolving bond loan facility, with a tenor of 3 years. The facility was refinanced in February 2018, for an increased amount of €300 million and a tenor of 3 years.

#### 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 six months. The bond loan facility has two Tranches, a committed Tranche of €240 million and an uncommitted Tranche of €160 million. In October 2017, Hellenic Petroleum S.A. extended the facility maturity date to May 2018. In May 2018, the Company repaid the outstanding balance of €240 million upon maturity.

## Bond Loan \$ 250 million

(All amounts in Euro thousands unless otherwise stated)

In June 2018, Hellenic Petroleum S.A. concluded a new \$250 million revolving bond loan facility, with a tenor of 3 years and the proceeds were used for general corporate purposes.

#### 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 amortisation beginning in December 2013 and similar terms and conditions. Facility B was 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 2018 amounted to €244 million (€44 million were paid during the year). Up to February 2018, Facility B included financial covenant ratios, which were comprised of leverage, interest cover and gearing ratios. In February 2018, Hellenic Petroleum S.A. amended the terms of this facility in order to align the loan covenants' definitions and ratios with those used for all its commercial bank loans and Eurobonds.

# *HPF Loan* €317,6*m* (Eurobond €325*m*)

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., 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 €450m)

In October 2016 HPF issued a €75 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 \cong 00 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. Subsequently the Company concluded a €67 million loan agreement with HPF and the proceeds were used to prepay existing indebtedness, including part of the €488 million maturing in May 2017 and for general corporate purposes.

In July 2017, HPF issued €74,5 million guaranteed notes, due 14 October 2021, which were consolidated to form a single series with HPF's €375 million 4.875% guaranteed notes, which mature in October 2021. Subsequently the Company increased its existing loan agreement with HPF.

# 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 medium term credit agreements that the Company has concluded, include financial covenants, mainly for the maintenance of certain ratios at Group level, such as: "Consolidated Net Debt/ Consolidated Adjusted EBITDA", "Consolidated Adjusted EBIT/ Consolidated Net Interest" and "Consolidated Net Debt/ Consolidated 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 liability is as follows:

#### Hellenic Petroleum S.A.

Financial Statements in accordance with IFRS for the year ended 31 December 2018

(All amounts in Euro thousands unless otherwise stated)

	As at		
	<b>31 December 2018</b>	<b>31 December 2017</b>	
Beginning of the year	(89.959)	38.839	
Income statement charge	(72.739)	(132.766)	
Charged / (released) to equity	10.506	3.968	
Restatement of equity (Note 2)	319	<u>-</u>	
End of year	(151.873)	(89.959)	

Deferred tax relates to the following types of temporary differences:

	As at		
	<b>31 December 2018</b>	<b>31 December 2017</b>	
Intangible and tangible fixed assets	(197.770)	(205.222)	
Inventory valuation	11.182	11.902	
Environmental provision	18.311	5.420	
Unrealised exchange gains	(3.383)	4.352	
Employee benefits provision	35.705	35.915	
Provision for bad debts	10.116	11.646	
Derivative financial instruments at fair value	4.002	(3.339)	
Provision for write-down in investments of associates	10.989	11.791	
Deferred tax on distribution of DESFA shares by DEPA	(48.496)	-	
Net interest cost carried forward (thin capitalisation)	-	37.307	
Other temporary differences relating to provisions and accruals	7.471	269	
Net deferred income tax asset/(liability)	(151.873)	(89.959)	

In 2014, thin capitalisation 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 30% thereafter). This resulted in a deferred tax asset of  $\mathfrak{S}7$  million as at 31 December 2017, which has been fully offset against taxable profits as at 31 December 2018.

#### 18 **Retirement benefit obligations**

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

	<b>31 December 2018</b>	<b>31 December 2017</b>
<b>Statement of Financial Position obligations for:</b> Pension benefits	132.539	104.331
Liability in the Statement of Financial Position	132.539	104.331
	For the year 31 December 2018	r ended 31 December 2017
<b>Statement of Comprehensive Income charge for:</b> Pension benefits	19.184	7.349
Total as per Statement of Comprehensive Income	19.184	7.349
	For the year 31 December 2018	r ended 31 December 2017
Remeasurements for:	12.210	10.000
Pension benefits	13.210	10.002
<b>Total as per Statement of Other Comprehensive Income</b>	13.210	10.002

The amounts recognised in the statement of financial position are as follows:

	As at		
	<b>31 December 2018</b>	<b>31 December 2017</b>	
Present value of funded obligations	7.760	6.863	
Fair value of plan assets	(2.262)	(1.842)	
Deficit of funded plans	5.498	5.021	
Present value of unfunded obligations	127.041	99.310	
Liability in the Statement of Financial Position	132.539	104.331	

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 Plan Assets	Total
As at 1 January 2017	89.817	(1.296)	88.521
Current service cost	4.806	-	4.806
Interest expense/(income)	2.363	(32)	2.331
Past service costs and (gains)/losses on settlements	212	- (22)	212
Statement of comprehensive income charge	7.381	(32)	7.349
Remeasurements:			
- Return on plan assets, excluding amounts included in Interest expense/(income)	-	2	2
- (Gain)/loss from change in financial assumptions	5.868	-	5.868
- Experience (gains)/losses	4.132	-	4.132
Statement of other comprehensive income charge	10.000	2	10.002
Benefits paid directly by the Company/Contributions paid by the	(0.0.5)	(40.4)	
Company Benefit payments from the plan	(935) (89)	(606) 89	(1.541)
•	(89)		<del>-</del>
As at 31 December 2017	106.174	(1.843)	104.331
Comment	5 5 1 5		5 5 1 5
Current service cost Interest expense/(income)	5.515 2.234	(46)	5.515 2.188
Past service costs and (gains)/losses on settlements	11.481	(40)	11.481
Statement of comprehensive income charge	19.230	(46)	19.184
Remeasurements:			
- Return on plan assets, excluding amounts included in Interest expense/(income)	-	10	10
- (Gain)/loss from change in financial assumptions	11.169	-	11.169
- Experience (gains)/losses	2.031	-	2.031
Statement of other comprehensive income charge	13.200	10	13.210
Benefits paid directly by the Company/Contributions paid by the			
Company Panefit payments from the plan	(3.560)	(626) 243	(4.186)
Benefit payments from the plan	(243)	_	<del>-</del>
As at 31 December 2018	134.801	(2.262)	132.539

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

Balance at 31 December 2018	Less than a year	Between 1-2 years	Between 2-5 years	Over 5 years	Total
Pension Benefits	4.283	5.042	27.092	242.935	279.352

Plan assets are comprised as follows:

#### Hellenic Petroleum S.A.

Financial Statements in accordance with IFRS for the year ended 31 December 2018 (All amounts in Euro thousands unless otherwise stated)

	Quoted	31 December Unquoted		%	32 Quoted	1 December Unquoted		%
Equity Instruments	72	-	72	3%	74	-	74	4%
Debt Instruments:								
- Government bonds	1.053	-	1.053	47%	882	-	882	48%
- Corporate bonds	802	-	802	35%	558	-	558	30%
Investment funds	140	-	140	6%	123	-	123	7%
Cash and cash equivalents	195		195	9%	206		206	0
Total	2.262	-	2.262		1.843	-	1.843	

The principal actuarial assumptions used were as follows:

	As at	,
	31 December 2018	<b>31 December 2017</b>
Discount Rate	2,05%	2,00%
Future Salary Increases	1,10% - 1,60%	0,50%
Inflation	1,10%	0,60%

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

	Impact on 1	Impact on Defined Benefit Obligation					
	Change in	Increase	Decrease				
Discount Rate	assumption	in DBO	in DBO				
Discount Rate	0,50%	-5,00%	5,00%				
Future Salary Increases	0,50%	4,04%	-				

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 recognised 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

The movement for provisions for 2018 and 2017 is as follows:

	Litigation	Provisions for environmental otl	
	povisions	costs	charges
At 1 January 2017	6.829	-	6.829
Charged / (credited) to the income statement:			
- Additional provisions	2.269	-	2.269
Utilised during year	(3.040)	-	(3.040)
At 31 December 2017	6.058	-	6.058
Charged / (credited) to the income statement:			
- Additional provisions	10.565	15.000	25.565
- Unused amounts reversed	(2.509)	-	(2.509)
Other movements / Reclassifications	10.988	-	10.988
Utilised during year	(2.244)	-	(2.244)
At 31 December 2018	22.858	15.000	37.858

The amounts reported concern provisions for pending legal claims and environmental restoration. During 2018, a provision of €15 million was recorded for the decommissioning of a caustic soda and chlorium plant in Thessaloniki, which is not in operation and the subsequent restoration of land.

# 20 Trade and other payables, non-current

	As at			
	<b>31 December 2018</b>	<b>31 December 2017</b>		
Government grants	8.171	8.764		
Trade and other payables	6.639	6.805		
Total	14.810	15.569		

## Government grants

Advances by the Government relate to grants for the purchase of property, plant and equipment. Amortisation for 2018 amounted to  $\bigcirc$ 7, million (2017:  $\bigcirc$ 7, million).

# Trade and other payables

Trade and other payables, non-current generally include sundry operating items and risks arising from the Company's ordinary activities. The amount mainly includes the non-current portion of the liability for the acquisition of non-controlling interest in ELPET, of € million (Note 8).

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

#### 21 **Derivative financial instruments**

<b>Derivatives held for Trading</b>									
		31 Decem	ber 2018		31 December 2017				
Commodity Derivative type	Notional	Amount	Assets	Liabilities	Notional	l Amount	Assets	Liabilities	
	MT'000	Bbls'000	€	€	MT'000	Bbls'000	€	€	
Commodity Swaps		2.000	-	66	-	-	-		
	-	2.000	-	66	-	-	-	-	
Derivatives designated as Cash Fl	low Hedges								
		31 Decem	ber 2018			31 Decem	ber2017		
Commodity Derivative type	Notional	Amount	Assets	Liabilities	Notional	Amount	Assets	Liabilities	
	MT'000	Bbls'000	€	€	MT'000	Bbls'000	€	€	
Commodity Swaps		846	-	16.321	-	1.848	11.514		
	-	846	-	16.321	-	1.848	11.514	-	
Total			-	16.387			11.514	-	
Non-current portion									
Commodity swaps		<u>-</u>	-			<u>-</u>	-		
<b>Current portion</b>			-	-			-	-	
Commodity swaps			-	16.387			11.514	-	
		-	-	16.387		•	11.514	-	
Total		-	-	16.387			11.514		

Derivatives are only used for economic hedging purposes and not as speculative investments. However, where derivatives do not meet the accounting 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 2018 amounts transferred to the statement of comprehensive income, relating to contracts that were settled during the year, amounted to €14.920 gain, net of tax (2017: €1.979 loss, net of tax).

The remaining cash flow hedges are highly effective and the movement in their fair value, amounting to a loss of €5.006 net of tax as at 31 December 2018 (2017: €4.590 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 2018</b>	<b>31 December 2017</b>	
Raw materials and consumables used	7.782.850	6.020.873	
Employee costs	211.592	202.704	
Depreciation	135.409	135.688	
Amortization	5.344	4.313	
Other expenses	347.544	252.747	
Total cost of sales, distribution cost and administrative		_	
expenses	8.482.739	6.616.325	

Other expenses include fees paid to the Company's statutory auditor, which relate to non-audit services (i.e. excluding audit and tax certificate) and which amount to €0,04 million for the year ended 31 December 2018.

Employee costs are set out in the table below:

	For the year ended		
	31 December 2018	<b>31 December 2017</b>	
Wages and salaries	138.498	141.683	
Social security costs	34.205	33.913	
Pension costs	19.553	8.876	
Other employment benefits	19.336	18.232	
Total	211.592	202.704	

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.

(All amounts in Euro thousands unless otherwise stated)

#### 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 2018</b>	<b>31 December 2017</b>	
Income from grants (Note 30)	675	725	
Services to third parties	4.240	4.172	
Rental income	1.429	1.362	
Income from sale of exploration and production rights	1.161	-	
Accrued income from insurance compensation	1.830	2.022	
Total other operating income	9.335	8.281	
Amortization of long-term contracts costs	(951)	(10.523)	
Provision for environmental restoration (Note 19)	(15.000)	-	
Legal costs relating to arbitration proceedings ruling	-	(13.679)	
Other income / (expenses)	1.437	(814)	
Other gains / (losses) - net	(5.179)	(16.736)	
Impairment of investments	(3.300)	(3.000)	
Gains / (losses) on sale of investments	123	-	
Total other operating (expenses)/income and other			
gains/(losses) - net	(8.356)	(19.735)	

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 and Asprofos, while as at 31 December 2017 the amounts related to Asprofos (Note 8).

#### 25 Finance (Expenses)/ Income-Net

	As at	
	<b>31 December 2018</b>	<b>31 December 2017</b>
Interest income	9.442	12.834
Interest expense	(114.400)	(124.025)
Other finance costs	(22.236)	(29.080)
Finance costs - net	(127.194)	(140.271)

Finance costs amounting to €2,5 million (2017: €2,4 million) have been capitalised (Note 6).

#### **26 Currency exchange gains / (losses)**

Foreign currency exchange gains of €2 million (2017: €8 million losses) relate to unrealized gains (2017: losses) arising from the valuation of bank accounts denominated in foreign currency (mainly US\$).

# (All amounts in Euro thousands unless otherwise stated)

#### 27 **Income tax expense**

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

	For the year ended		
	31 December 2018	<b>31 December 2017</b>	
Current tax	(64.656)	(5)	
Prior year tax	4.698	(3.629)	
Tax on Reserves	(13.490)	-	
Deferred tax (Note 17)	(72.739)	(132.766)	
Total	(146.187)	(136.400)	

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

	For the year ended					
	31 De	ecember 20	18	31 De	cember 20	17
		Tax		Tax		
	(charge)/		(charge)/			
	Before tax	credit	After tax	Before tax	credit	After tax
Investment in equity instruments	(938)	263	(675)	-	-	-
Cash flow hedges Actuarial gains/ (losses) on defined benefit pension	(27.835)	7.909	(19.926)	(3.678)	1.067	(2.611)
plans	(13.212)	2.334	(10.878)	(10.001)	2.901	(7.100)
Other comprehensive income	(41.985)	10.506	(31.479)	(13.679)	3.968	(9.711)

The corporate income tax rate is 29% for 2018 and 2017. According to art. 23 of L.4579, released in December 2018, the corporate income tax rate, currently 29%, is expected to be reduced by 1% each year as follows: 28% in FY 2019, 27% in FY 2020, 26% in FY 2021 and 25% in FY 2022 onwards.

As at 31 December 2018, the effect of the changes in future income tax rates in other comprehensive income is a charge of €1,7 million.

In accordance with the applicable tax provisions, tax audits are conducted as follows:

# **Audits by Certified Auditors – Tax Compliance Report**

Effective for fiscal years ending 31 December 2011 onwards, Greek companies meeting certain criteria can obtain an "Annual Tax Certificate" as provided for by par.5, article 82 of L.2238/1994 and article 65a of L.4174/2013 from their statutory auditor in respect of compliance with tax law. The issuance of a Tax Compliance Report, 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 received unqualified Tax Compliance Reports, for fiscal years up to 2017 (inclusive). The tax audit for the financial year 2018 is in progress, the issuance of Tax Compliance Report is expected to be issued within the fourth quarter of 2019 and management expect it to be unqualified.

#### **Audits by Tax Authorities**

The Company has undergone full tax audits for the financial years ended 31 December 2011.

As explained also in Note 31 and notwithstanding the possibility of future tax audits, 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 as of 31 December 2018.

Numerical reconciliation of income tax expense to prima facie tax payable:

	For the year ended		
	<b>31 December 2018</b>	<b>31 December 2017</b>	
Profit / (loss) before Tax	669.577	482.391	
Tax calculated at tax rates applicable to profits	(194.177)	(139.893)	
Tax on income not subject to tax	36.196	9.780	
Tax on expenses not deductible for tax purposes	(6.622)	(7.874)	
Adjustments to deferred tax due to changes in tax rate	28.196	-	
Adjustments for tax of prior periods	5.156	1.607	
Tax on Reserves	(13.490)	-	
Other movements	(1.446)	(20)	
Tax (Charge) / Credit	(146.187)	(136.400)	
Effective tax rate	41,7%	30,4%	

#### 28 Earnings per share

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, excluding the weighted average number of treasury shares (Note 14). Diluted earnings per ordinary share are not materially different from basic earnings per share.

	As at	
	<b>31 December 2018</b>	<b>31 December 2017</b>
Earnings per share attributable to the Company Shareholders		
(expressed in Euro per share):	1,71	1,13
Net income attributable to ordinary shares		
(Euro in thousands)	523.390	345.991
Weighted average number of ordinary shares	305.628.663	305.559.147

#### 29 Dividends per share

A proposal to the AGM for a final dividend of €0,25 /share (excluding treasury shares – Note 13) for the year ended 31 December 2017 was approved by the Board of Directors on 22 February 2018 and the final approval was given by the shareholders at the AGM held on 6 June 2018. This amounts to €76.408 and is included in the financial statements for the year ended 31 December 2018.

At its meeting held on 8 November 2018, the Board of Directors decided to distribute an interim dividend of €0,25 per share (excluding treasury shares – Note 13) for the financial year 2018. The dividend amounts to a total of €76.408.

The relevant amounts relating to the interim dividend for 2018 and the final dividend for 2017 (total amount of €152.816) have been included in the financial statements for the year ended 31 December 2018.

A proposal to the AGM for a final dividend of €0,50 /share for the year ended 31 December 2018 was approved by the Board of Directors on 28 February 2019. The above dividend includes a special dividend of €0.25 per share relating to distribution of part of the proceeds from the sale of the Group's share in DESFA (Note 8). The total final dividend amounts to €152.817 and is not included in the financial statements for the year ended 31 December 2018, as it has not yet been approved by the shareholders' AGM.

The Board did not approve a change in dividend policy overall and will re-evaluate the payment of an additional dividend, or an additional special dividend during 2019.

# 30 Cash generated from operations

		For the year ended		
	Note	31 December 2018	<b>31 December 2017</b>	
Profit before tax		669.577	482.391	
Adjustments for:				
Depreciation and amortisation of property, plant &				
equipment and intangible assets	6,7	140.753	140.001	
Amortisation of grants	24	(675)	(725)	
Financial expenses / (income) - net	25	127.194	140.271	
Provisions for expenses and valuation changes		67.506	36.736	
Amortisation of long-term contracts costs	24	951	6.523	
(Gains) / Losses on disposal of non-current assets		(1.161)	280	
Foreign exchange losses / (gains)	26	(2.244)	8.483	
Dividend income		(318.795)	(33.724)	
		683.106	780.236	
Changes in working capital				
Decrease / (increase) in inventories		68.171	(117.608)	
Decrease in trade and other receivables		8.983	57.287	
Decrease in payables		(347.508)	(412.132)	
	_	(270.354)	(472.453)	
Net cash generated from operating activities	_	412.752	307.783	

#### 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, the most significant of which are disclosed below:

#### **Business Issues**

#### (i) 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).

During the current and preceding year, a number of Municipalities proceeded with the imposition of duties and fines relating to the rights of way occupied by underground pipelines operated by the Company within the boundaries of each respective municipality. As at 31 December 2018, the total amounts imposed amount to €26,5 million. In order to appeal against these, and in accordance with legislation, the Company has paid an amount of €6,4 million which is included in other receivables in the financial statements.

The Company has exercised all available legal recourse relating to these cases and Management have assessed that it is most probable that the outcome of all appeals will be favourable. Therefore the Company has not raised a provision with regard to these cases.

for the year ended 31 December 2018

Financial Statements in accordance with IFRS

(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 2018 was the equivalent of €969 (31 December 2017: €1.016).

#### **Taxation and customs**

The tax framework and practices in Greece, which determine the tax base for the Company's transactions, may result in inherent uncertainties, due to its complexity and it being subject to changes and alternative interpretation by relevant authorities at different points in time and across different entities. As a result, there may be types of expenses or treatments for which a company may be assessed on a different basis than the one adopted during the preparation of its tax return and of the financial statements. Based on past experience, tax audits are carried out by tax authorities on average 5-7 years after the filing of the tax return. In addition, where a tax audit results in a different assessment to the one adopted by the Company, and for which the Company after consideration, disagrees with, the process for resolving the issue is usually through a court of law proceeding, which has many stages and can take a considerable number of years to reach its final and irrevocable ruling. For an entity to engage in this process, a minimum down payment of 50% of the total tax and penalties assessed is required.

All of the above result in inherent difficulties in the determination and accounting of tax liabilities. As a result, management aims to determine its policy based on specific legislation available at the time of accounting for a transaction, obtain specialist legal and tax advice on individual cases and utilise prior tax audits experience and rulings, including relevant court decisions. This process should ensure that the financial statements reflect any material tax and customs liabilities as accurately and completely as possible.

#### *Open tax years – litigation tax cases:*

As disclosed in Note 27, tax audits have been completed up to and including the financial year ended 31 December 2011. The Tax audit reports for years ended 31 December 2010 and 2011 were received in December 2017 and they are subject to legal dispute by the Company. In summary, the reports assess additional taxes of €2,5 million and penalties of €23,5 million for items relating to stamp duty, various non-deductible expenses and other income tax adjustments. Following a detailed review of the Tax Audit Report, the Company disputes the additional taxes imposed (which are over and above the amounts already included in the Company's normal tax returns) and has proceeded with all possible legal means and actions to appeal against these additional taxes and penalties. Even though the Company disputes the additional taxes and penalties imposed, it was obliged to pay 50% of the assessed amounts to the Tax Authorities, in order to appeal the results of the tax audits. This was paid within the applicable deadline, while the remaining amounts have been fully offset by the Authorities, with tax and other State receivables of the Company, within 2018. The amounts paid are included in 'Trade and Other Receivables', as the Company assesses that it is probable that it will succeed in its appeals.

As far as penalties are concerned, the report has assessed penalties at 120% of the original tax instead of the applicable 50%; this is also legally challenged by the Company.

At present, an audit for the year ended 31 December 2012 is in progress.

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 already recognised in the financial statements as at 31 December 2018. The Company has recorded any down payments made for taxes and penalties assessed in previous disputes with the tax authorities in other receivables (Note 11), to the extent, that the Company has assessed that the amounts will be ultimately recoverable.

It is noted that for financial years ending 31 December 2011 up to and including 31 December 2017, the Company obtained unqualified "Annual Tax Certificates" from their Statutory Auditors, as provided for by par. 5, article 82 of L.2238/1994 and article 65A of L.4174/2013.

#### 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.

Financial Statements in accordance with IFRS

Notwithstanding the filing of the above contestations, the Customs office withheld an amount of €4 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 wasunlawful.

The Company considers that the above amounts will be recovered.

#### 32 **Commitments**

#### (a) Capital commitments

Significant contractual commitments amount to €22 million as at 31 December 2018 (31 December 2017: €1 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		
	<b>31 December 2018</b>	<b>31 December 2017</b>		
No later than 1 year	4.625	4.871		
Later than 1 year and no later than 5 years	5.506	10.124		
Later than 5 years		<u> </u>		
Total	10.131	14.995		

#### (c) Letters of Credit

The Company is 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**

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.

	For the year ended		
	<b>31 December 2018</b>	<b>31 December 2017</b>	
Sales of goods and services to related parties			
Group entities	2.971.811	2.522.184	
Associates	597.133	780.031	
Joint ventures	621	434	
Total	3.569.565	3.302.649	
Purchases of goods and services from related parties			
Group entities	58.972	56.408	
Associates	764.274	841.513	
Joint ventures	15.973	10.954	
Total	839.219	908.875	

Other operating income/(expenses) & other gains/(losses)-net for 2018 include income from subsidiaries, amounting to €4,1 million (2017: €4,0 million).

The statement of financial position includes balances, which derive from sales / purchases of goods and services in the ordinary course of business.

	As at		
	<b>31 December 2018</b>	<b>31 December 2017</b>	
Balances due to related parties			
Group entities	27.107	37.726	
Associates	11.797	3.094	
Joint ventures	1.316	1.677	
Total	40.220	42.497	
Balances due from related parties			
Group entities	100.380	458.313	
Associates	32.381	34.144	
Joint ventures	141	30	
Total	132.902	492.487	

Transactions have been carried out with the following related parties:

- a) Hellenic Petroleum Group companies. Interests in subsidiaries are set out in Note 8.
- b) 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

The 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 2018 was 483 million (31 December 2017: €88 million)

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

During the year ended 31 December 2018, transactions and balances with the above government related entities are as follows:

- Sales of goods and services amounted to €130 million (2017: €190 million);
- Purchases of goods and services amounted to €1 million (2017: €43 million);
- Receivable balances of €7 million (31 December 2017: €26million); and
- Payable balances of €10 million (31 December 2017: €5 million).
- d) 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 amounted as follows:

#### Hellenic Petroleum S.A.

Financial Statements in accordance with IFRS for the year ended 31 December 2018 (All amounts in Euro thousands unless otherwise stated)

	For the year ended	
	31 December 2018	<b>31 December 2017</b>
Short-term employee benefits	4.246	4.055
Post-employment benefits	1.264	1.170
Termination benefits	1.661	<u> </u>
Total	7.171	5.225

(i) The Company has extended loans to its subsidiaries (see Notes 9 and 11). The outstanding balance of these loans as at 31 December 2018 was €141 million (31 December 2017: €138 million). Interest income for the year was €7 million (2017: €10 million). All loans are at variable interest rates. The average interest rate on inter-company loans due was 5,20% (2017: 6,33%).

The Company has also received loans from its subsidiaries. The outstanding balance of these loans as at 31 December 2018 was €760 million (31 December 2017: €754 million). Interest expense for the year was €42 million (2017: €48 million). All loans are at variable interest rates. The average interest rate on inter-company loans was 5,40% (2017: 6,10%).

# 34 Events after the end of the reporting period

There were no material events after the end of the reporting period and up to the date of publication of the financial statements



2. Board of Directors' Consolidated Annual Report for 2018



# Index

Introduction		1
A. The Company and the Group		1
A.1 HELLENIC PETROLEUM SA (Parent Company)	2	
A.2 Main Group Activities	2	
B. Major Events of FinancialYear 2018		7
B.1 Business Environment	7	
a) Global Economy		7
b) Financial indicators		7
c) Petroleum Industry		8
d) Greek Economy		11
B.2 Business Developments	12	
C. Review per Segment – Performance and Financial Position		14
D. Corporate Governance Statement		18
D.1 Corporate Governance Code	18	
D.2 Deviations from the Corporate Governance Code	19	
D.3 Corporate Governance Practices Exceeding Legal Requirements	20	
D.4 Main Features of the System of Internal Controls and Risk Management in relation to th Financial Reporting Process		
D.5 Information Required by Article 10, Paragraph 1 of the EU Directive 2004/25/EC on Pub Takeover Bids		
D.6 General Meeting of Shareholders and Shareholders' Rights	25	
D.7 Composition & Operation of the Board of Directors, Supervisory Bodies and Committees the Company		
E. Strategic Goals and Prospects		34
F. Main Risks and Uncertainties for the Next Financial year		35
F.1 Financial Risk Management	35	
F.2 Management of Capital Risk	37	
G. Selected Alternative Performance Measures		38
H. Non-Financial Information		40
H.1 Health, Safety and Environment	40	
H.2 Labour and Social Issues	42	
H.3 Ethics and Transparency - Code of Conduct	43	
I. Related Party Transactions		44
J. Information about Financial Instruments		46



	I.1. Significant Events after the end of the Reporting Period4	6	
	I.2. 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)		
Ар	pendix	5	1
	Group Structure5	1	
	BoD Members CVs	5	



# Annual Report of the Board of Directors of HELLENIC PETROLEUM SA on the Consolidated and Company Financial Statements for the Financial Year from January 1<sup>st</sup> to December 31<sup>st</sup>, 2018

#### Introduction

Dear Shareholders,

This Board of Directors' report covers the twelve-month period ending 31.12.2018. The report has been prepared in accordance with the relevant provisions of Codified Law 2190/1920, Law 3556/2007 (as it was valid until 31st December 2018), 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 the Group and their related parties, presentation of qualitative information and estimates relating to the development of operations of the Company and the Group for the following financial year, as well as presentation of the most significant non-financial information that have an impact on the Company.

#### A. The Company and the Group

The Group is comprised of 47 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 initially listed, as well as subsequent corporate transactions (acquisitions and mergers).

The Group has a business structure in place for the management and monitoring of its activities. Specifically, all Group activities are categorized in the following key segments (Strategic Business Units) as below:

- Refining, Supply and Trading
- Marketing (Domestic and International)
- Production and Trading of Petrochemicals
- Exploration and Production of Hydrocarbons
- 2 Electricity Generation (from conventional and renewable energy sources) & Trading and Natural Gas

The Group is also involved in other activities, which, despite their strategic importance (e.g. Engineering Services), 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 and its bonds on the Luxemburg Stock Exchange. Its shareholder structure on 31.12.2018 was:

Paneuropean Oil and Industrial Holdings SA: 45.47%

Greek State: 35.48%

Institutional and private investors: 19.05%

#### A.2 Main GroupActivities

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 revenues 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 m<sup>3</sup> 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 Capacity (Kbpd)	Annual Refining Capacity (mil. MT)	Configuration Type	Nelson Complexity Index
Aspropyrgos	148	7.5	Cracking (FCC)	9.7
Elefsina	106	5.3	Hydrocracking	12
Thessaloniki	90	4.5	Hydroskimming	5.8

In 2018, production recorded further increase to 15.5 million tons due to higher production at both the Elefsina and Aspropyrgos refineries. Increased production led to a 4% increase in total sales, to 16.5 million tons, with exports of 9.4 million tons, the highest on record, accounting for 57% of total sales, confirming the Group's position as one of the most export-oriented in the region.

Crude oil optimization supply and refining performance led to a strong realized margin, significantly exceeding benchmark.



Refineries' operation, in line with plan, led the middle distillates yield (diesel, jet) to 51% with gasoline yield to 22%. Overall, the production of high value-added products amounted to 84%; among the highest in the European refining industry, while fuel oil was limited to 12% highlighting the competitiveness of our manufacturing base after considerable investments implemented during the five-year period 2007-2012, especially in view of the new marine fuels specifications (IMO / MARPOL).

Refining, Supply and Trading, profitability was maintained at high levels due to increased refinery sales and improved performance, despite weaker benchmark refining margins in the Mediterranean vs. 2017 and stronger euro in 2018. The considerable decline in crude oil price at the end of the year, due to overcapacity concerns, offset to a large extend the price increase seen earlier in 2018 and affected inventory valuation which, was among the key drivers of Reported Results vs Adjusted.

#### Crude Oil Supply

Crude oil supplies are controlled centrally and carried through term contracts and spot purchases.

Crude oil supply increased at 2018, mainly due to higher production in the US and other non-OPEC countries, partly offset by US sanctions in Iran, which had a negative impact in the Mediterranean. Nevertheless, significant opportunities were available in the pricing structure of various crude types in the region, which HELLENIC PETROLEUM took advantage of, mainly due to financial liquidity. As a result, it adjusted its crude mix, reflecting the attractiveness of certain crude types vs others, as well as the US sanctions imposed on Iran, resulting in an increase of crude supply from Iraq (30%), Kazakhstan (19%) and Russia (10%), a reduction from Iran to 11%, while supply from Saudi Arabia reached 6%. Regarding N. Africa crude supplies, Libyan supply came in at 7% and Egyptian at 5%.

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 profitability contributor, 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 of 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 subsidiary, EKO ABEE, as well as to other specialty customers, such as the country's armed forces, while over 50% to 60% of the production is exported. All of the Group's refinery products comply with the European standards (Euro VI).

#### 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). OKTA's location 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 subsidiary EKO ABEE and International activities.

#### **Domestic Marketing**

In Greece, the Group, through its subsidiary EKO ABEE, possesses the most comprehensive fuel supply network in the country via the EKO and BP brands, which includes a total of 1,738 service stations, 231 of which are company-operated.

EKO ABEE offers the most wide-ranging fuels supply network in the country comprising 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.

EKO and BP's market share, according to company's estimates, improved in 2018 in most products. In motor fuels, market share, also considering industrial customers, exceeded 32%, while EKO's leading position in aviation and marine fuels was sustained, with a significant increase in aviation sales, mainly due to increased tourist traffic.

The Group has agreed with BP plc to extend the exclusive use of the BP trademarks for ground fuels in Greece until the end of 2020, with the option of a further renewal until the end of 2025.

#### International Marketing

The Group is also active through subsidiary companies in Cyprus, Bulgaria, Serbia, Montenegro and FYROM, with a total network of 306 petrol stations – including the 26 OKTA branded petrol stations in FYROM-. In Cyprus and Montenegro, the local subsidiaries (from the acquisition of pre-existing companies) hold leading positions in their markets. In Bulgaria and Serbia, where activities began greenfield, the Group's subsidiaries are currently among the top five companies in their sector.

#### c) Production and Trading of Petrochemicals/Chemicals

Petrochemicals activities mainly focus on the production and marketing of polypropylene, BOPP film and solvents, as well as the trading of imported plastics and chemicals.

Based on its financial contribution, the propylene-polypropylene-BOPP value chain represents the main activity for petrochemicals. The polypropylene production plant in Thessaloniki sources propylene mainly from the Aspropyrgos refinery. Part of the polypropylene output is used as raw material in the BOPP film production unit in Komotini.

65% of sales volumes are directed to the markets of Turkey, Italy, the Balkans and the Iberian Peninsula for use as raw materials in local manufacturing.



#### d) Exploration and Production of Hydrocarbons

The Group is also engaged in the exploration and production of hydrocarbons. The main activities in Greece are listed below:

HELLENIC PETROLEUM has a 25% working interest in a Joint Venture with Calfrac Well Services Ltd (75%) in the Sea of Thrace concession, N. Aegean, covering a total area of 1,600 sq. km. Geological studies are currently in progress.

The Group has a 50% working interest, as Operator, through HELPE PATRAIKOS in a Joint Venture with EDISON International SpA (50%) in the offshore block of Patraikos Gulf (West), of an area covering of 1,419 sq. km. In the 1<sup>st</sup> Exploration Phase, the completed exploration activities exceeded the minimum work obligations.

The Group has been awarded exploration and production rights for two onshore areas "Arta-Preveza" and "NW Peloponnese". Moreover, the Group participates in an international JV of Total 50%, (Operator) and Edison (25%) with 25% in the offshore Block 2, west of Corfu Island. In the offshore Block 10 (Kyparissiakos Gulf), HELPE has already initialed the relevant Lease Agreement with the Greek State and the ratification is expected by the Greek Parliament. HELLENIC PETREOLUM has submitted an offer for the offshore Block 1, north of Corfu Island and the announcement of HELLENIC PETROLEUM as Selected Applicant is expected.

The JV of Total (40%, Operator), ExxonMobil (40%) and HELPE (20%) is expecting the ratification from the Greek Parliament of the Lease Agreements with the Greek State for the offshore blocks of Crete, "West Crete" and "Southwest Crete". Equally, the JV of Repsol (50%, Operator) – HELPE (50%) is expecting the ratification of the Agreement by the Greek Parliament for hydrocarbons exploration and exploitation rights in the offshore block of Western Greece, "lonian".

#### e) Electric Power and Natural Gas

#### Power Generation and Trading

The Group is active in the production, trading and supply of power in Greece through its participation (50%) in the JV Elpedison B.V. (the remaining 50% is held by EDISON International). Elpedison B.V. Group owns a 75.78% of the share capital of Elpedison S.A. (Elpedison S.A. resulted from the absorption of Elpedison Energy S.A. by Elpedison Power S.A.). ELLAKTOR (22.74%) and HALCOR (1.48%) are also shareholders.

ELPEDISON S.A. is currently the second largest independent power producer in Greece with a total installed capacity of 810 MW (comprising a 390 MW plant in Thessaloniki, since 2005, and a 420 MW plant in Thisvi, since 2010).

In the supply sector, ELPEDISON SA is one of the largest alternative electricity suppliers with sales of 1,710 GWh in 2018 and a market share of approximately 3.5% in high, medium and low voltage customers.



During 2018, ELPEDISON SA entered the Natural Gas supply market, expanding its customer base, mainly in the regions of Attica, Thessaloniki and Thessaly.

#### Natural Gas

The Group is active in the natural gas sector through its 35% participation in DEPA S.A., with the remaining 65% owned by the HRDAF. DEPA Group is active in the supply of natural gas in Greece (through import pipelines and the Revithoussa LNG gasification terminal) as well as in the trading of Natural Gas to large consumers such as power generators and industries. DESFA, a 100% owned subsidiary of DEPA until December 2018, manages and develops the National Natural Gas Transmission System. DEPA is active in the supply of natural gas through EPA Attiki, which supplies gas to small and mid-size customers, as well as in the low pressure distribution through the Gas Distribution Companies (EDA) following the unbundling of transportation and supply activities. DEPA also participates in international gas transportation projects.

In the context of DEPA's transformation process and restructuring of its position in the retail market, in 2018, DEPA proceeded to related transactions in EPA ATTIKI and EPA THESSALONIKI-THESSALIA (ZENITH) as well as EDA ATTIKIS. DEPA proceeded to the sale of a 51% stake in ZENITH to Eni Gas e Luce for €57 m. and the acquisition of a 49% stake in Attiki Gas BV (Shell) of EPA and EDA Attiki to €39 m. and €111 m. respectively. The transactions were completed during 2H18. At the same time, the sale of 66% of DESFA to the consortium of the European companies Snam SpA, Enagas and Fluxys, for the amount of €535 m. (HELPE share on the proceeds: €283.7 m.), was also completed.



#### B. Major Events of Financial Year 2018

#### **B.1** Business Environment

#### a) Global Economy<sup>1</sup>

In 2018, the growth rate of the global economy remained at a high level (2.9% estimate) slightly lower versus last year (3% in 2017) driven by commercial and industrial activity. Unemployment rates continued to decline and for many countries came at the lowest levels since the start of the global economic crisis. GDP growth in advanced economies declined marginally by 0.1% to 2.2% and in emerging economies from 4.3% in 2017 to 4.2% in 2018. The factors that influenced the growth rate were trade tensions, rising borrowing costs for both developed and emerging economies, as well as global geopolitical developments.

In Euro area, GDP growth slowed at an estimated 1.9%, below expectations, and down 0.5% compared to 2017, as exports slowed due to strong euro and declining demand. In Italy, concerns about the stability of the financial system and political developments increased the country's borrowing costs.

In the US, growth is estimated to have reached 2.9% in 2018, higher than both forecast and 2017, driven mainly by fiscal policy and domestic demand, with the unemployment rate at the lowest of the last 50 years. The US Federal Reserve continued to normalize monetary policy in 2018, further increasing interest rates.

With regard to emerging economies, growth in China, which remains strong, is estimated to have reached 6.5% in 2018 (down 0.4% compared to 2017), as industrial output and exports were affected by trade tensions, mainly with the US and a slowdown in certain economies. In Turkey, economic activity in 2018 declined sharply (3.5% compared to 7.4% in 2017), reflecting the sovereign debt crisis, increased political uncertainty and reduced confidence that led to a significant currency depreciation.

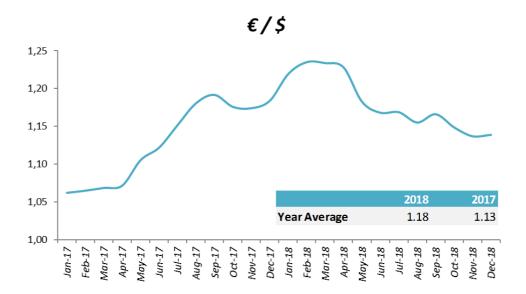
#### b) Financial indicators

In 2018, EUR/USD exchange rate averaged 1.18 versus 1.13 in 2017, mainly driven the ongoing monetary policy decoupling between US and Eurozone, as well as political developments in Europe (Italy, Brexit).

<sup>&</sup>lt;sup>1</sup> Source: World Bank, World Economic Outlook Update, January 2019



#### EUR/USD Exchange rate (€/\$)



#### c) Petroleum Industry<sup>23</sup>

World oil demand growth is estimated to have increased by 1.5 mbd, taking global demand to 98.79 mbd. In 2019, it is expected to increase by 1.29 mbd, exceeding 100 mbd. Demand in both European and Asian OECD countries was affected by high oil prices and a slowdown in economic activity. On the contrary, demand in North America was strong, supported by the expansion of industrial activity (increased petrochemical capacity) and economic growth.

Global oil production in 2018 increased mainly due to non-OPEC production growth of 2.5 mbd, with the US, Canada, Russia and Kazakhstan being the key contributing countries. This partly offset the reduced OPEC production (-1.1 mbd) compared to 2017.

Following an OPEC decision in January 2019, its members will proceed to a total reduction of 1.2 mbd aiming to stabilize prices. The increase in supply is expected to come from countries outside OPEC for 2019 as well.

Brent crude oil averaged \$72/bbl in 2018, up 29% vs 2017, with significant fluctuations throughout the year, peaking above \$80/bbl in the beginning of 4Q18, before dropping significantly below \$50/bbl at the end of the year. US production growth, geopolitical developments (tensions in Middle East, resumption of US sanctions against Iran), production control by OPEC, as well as the macroeconomic environment were the main pricing drivers in 2018.

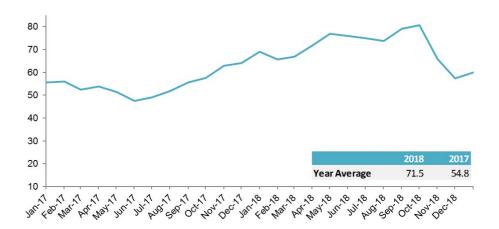
In terms of crude oil differentials, the Brent-WTI averaged \$6.8/bbl in FY18, significantly higher than 2017 due to the continued increase in US production. Brent vs Urals in 2018 increased by \$0.2/bbl, to \$1.2/bbl with significant volatility due to fluctuation in the supply of HS crude oil in the region.

<sup>&</sup>lt;sup>2</sup> Source: OPEC, "Monthly Oil Market Report", December 2018

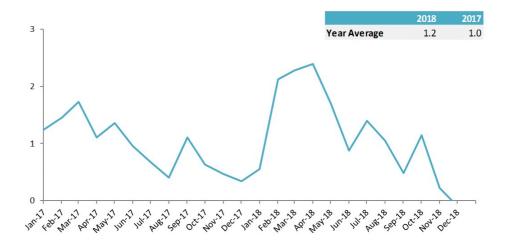
<sup>&</sup>lt;sup>3</sup> IEA, Oil Market Report: December 2018



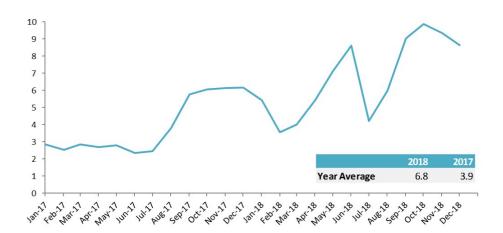
### Crude oil price - Brent (\$/bbl)



Brent - Urals spread (\$/bbl)



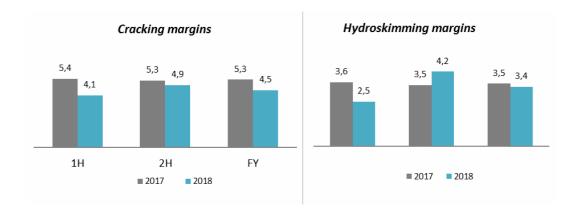
Brent - WTI spread (\$/bbl)





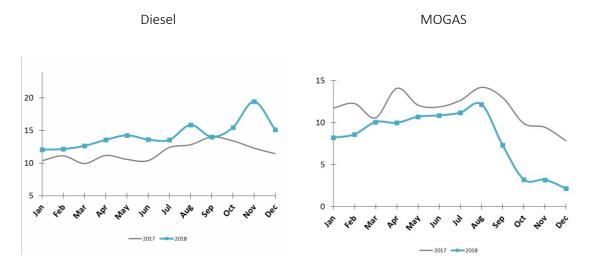
#### Benchmark refining margins

Benchmark margins<sup>4</sup> for Mediterranean refineries were weaker in 2018 due to supply/demand balances of individual products and Urals crudes, which drive benchmark margins as analysed below. Med benchmark Cracking margin averaged \$4.5/bbl in 2018, \$0.8/bbl lower y-o-y and Med Benchmark Hydroskimming margin \$3.4/bbl, marginally reduced by \$0.1/bbl compared to 2017.



## Global oil product cracks (\$/ bbl)

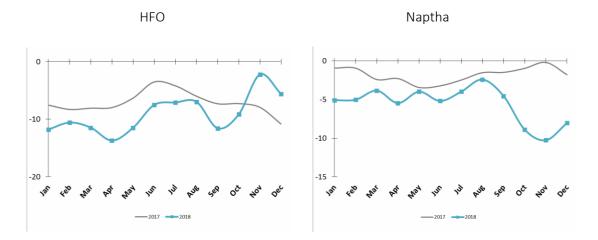
Most product cracks were lower vs 2017, with the exception of diesel, which recorded a significant increase (+23%) due to increased demand and, at the same time, reduced availability of heavy crude, especially in the Mediterranean. Light-ends cracks were weaker throughout the year, with a drop to multi-years' lows over the last months of the year, due to oversupply and declining demand, driving gasoline to an average \$2.8/bbl – at 4Q18 - (FY18 \$8.1/bbl).



<sup>&</sup>lt;sup>4</sup> Source: Reuters, January 2019

1





#### d) Greek Economy

Following the recovery of the Greek economy in 2017, growth accelerated in 2018 (estimating an increase of more than 2%), with nominal GDP gaining 2.7% in the first nine months, mainly due to an increase in exports and private consumption. Economic activity, completion of the EU program review and strengthening of bank liquidity, have improved confidence and have allowed the lifting of most capital controls. In addition, employment growth and declining of unemployment rate have further improved economic outlook.

Greek bonds yields remained high, with increased volatility, due to political and macroeconomic developments in regional economies (mainly Italy and Turkey), but also due to uncertainty for high taxation, wages' growth as well as delays in implementing reforms and privatizations that may negatively affect the prospects of the Greek economy.

Domestic fuel demand in 2018 amounted to 6.7 million tons, according to initial data, a 3% decrease compared to 2017, mainly due to a 17% decrease in heating oil consumption. Auto-fuels demand remained stable, with diesel up by 3%, offsetting a corresponding 2% loss in gasoline.



#### **B.2** Business Developments

#### a) Financial highlights

Tables below present the main financial and operational Group indicators for 2018:

Operational Data	2018	2017
Refinery sales (in million metric tons)	16.49	15.90
Marketing sales (in million metric tons)	4.96	5.17
Refinery production (in million metric tons)	15.48	15.04
Group employees	3,481	3,409

Financial Data (in million €)	2018	2017
Net sales	9,769	7,995
Reported EBITDA <sup>5</sup>	711	851
Inventory effect – Loss (gain) <sup>5</sup>	-48	-59
One offs⁵	67	41
Adjusted EBITDA <sup>5</sup>	730	834
Reported net income (attributable to the owners of the Parent Company)	215	384
Adjusted net income <sup>5</sup>	296	372

The Group's operating profitability declined in 2018, with Adjusted EBITDA at €730 million (2017: €824 million), due to the deterioration of the international refining environment, with weaker benchmark refining margins stronger euro vs the dollar, partly offset by crude supply optimization, strong operating performance across all activities and higher production and sales.

Production at the Group's refineries rose by 3% at 15.5 million tons, leading to an increase in sales which came to 16.5 million tons (+4%). Exports at historical high to 9.4 million tons, were up 12% vs 2017.

In terms of Adjusted Net Income, (as it is defined in chapter G), the decrease in financial expenses moderated the negative environment impact in relation to EBITDA profits. The Reported Net Income was affected by non-recurring items such as provisions, impairments of assets and the accounting treatment of the DESFA sale as per IFRS and amounted to €215 million.

-

 $<sup>^{5}</sup>$  The selected alternative performance measure indicators are listed in Chapter G



Balance Sheet / Cash Flow (in million €)	2018	2017
Total Assets	6,997	7,160
Total Equity	2,395	2,372
Capital Employed <sup>5</sup>	3,854	4,173
Net Debt <sup>5</sup>	1,459	1,800
Net Cash Flows (operating & investing cash flows)	642	258
Capital Investments	158	209
% of debt on capital employed - Debt Gearing	38%	43%

### b) Share performance

In 2018, the ASE General Index declined by -23.6% compared to 2017, influenced by developments in the banking sector, with the respective index recording significant losses, domestic political developments and unstable international environment, both in Europe (political crisis in Italy, Brexit), and globally (trade tensions between the US and China). HELLENIC PETROLEUM'S share price lost 3%, exceeding the performance of the ASE General Index. The share price closed at €7.38, with an annual average transaction volume of 94 thousand and an average share price of €7.57 over the course of theyear.

On November 8, 2018, the Board of Directors decided to distribute an interim dividend of €0.25/share and proposed - to the General Meeting - the distribution of a final dividend of €0.50/share, of which €0.25/share relates to an extraordinary distribution from the sale of DESFA participation, resulting in the total proposed dividend for 2018 amounting to €0.75/share.

#### c) Key Developments

The key business developments were as follows:

- Strong profitability of the refining sector sustained due to improved performance and capturing of crude oil pricing opportunities in the region, despite weaker benchmark refining margins and stronger euro.
- Increase in production to 15.5 million tons and sales to 16.5, driven mainly by exports reaching historically high levels.
- Successful implementation of the Group's financial strategy, with the refinancing of bank loans
  of approximately at €900 m., improvement commercial terms, extension of the average maturity
  of debt liabilities and cost reduction, which led to a 12% reduction compared to 2017, amounting
  to €146 million.
- Completion of the sale process of the Group's participation (35%) in DESFA together with the HRADF and collection of proceeds of €284 million, which will be directed mainly to accelerate deleverage and payment of extraordinary dividend.
- As a result of the above, Net Debt decreased to €1.46 billion, with gearing at 38%, the lowest in the last 9 years, in line with Group's strategic objectives.



# 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:

Financial Results (€ million)	2018	2017
Sales	8,682	7,001
Adjusted EBITDA <sup>5</sup>	548	639
Operational Indicators		
Sales Volume (000s of MT)	16,490	15,896
FCC benchmark refining margin	\$4.9/bbl.	\$5.9/bbl.
Safety Index – AIF	2.6	5.9

Key points for Refining, Supply and Trading in 2018:

- The recovery in international crude oil prices continued in 2018, especially in 9H18, due to the agreement for the control of oil production by OPEC member countries and Russia, as well as geopolitical developments, with Brent crude prices averaging \$71.5/bbl in 2018 compared to \$54.8/bbl in 2017.
- Decrease in refining margins, especially for compound FCC refineries, as all product margins, especially light distillates, declined with the exception of diesel.
- Production at the Group's refineries increased to 15.5 million tons on increased utilisation at Elefsina refinery, crude supply optimisation as well as capturing opportunities in the Mediterranean market.
- Increased exports by 12% to 9.4 million tons, leading total product sales at 16.5 million tons (+3%).



#### b) Marketing

Financial Results (€ million)	2018	2017
Sales	3,329	2,912
Adjusted EBITDA <sup>5</sup>	93	107
Operational Indicators		
Sales Volume (k mT) – Total	4,955	5,165
Sales Volume (k mT) – Greece	3,902	4,058
Fuel stations – Greece	1,739	1,760
Fuel stations – International	280	277

Key points for the Domestic Marketing activities in 2018:

- Increased transport fuels sales through the retail network with further increase of differentiated fuels (100-octane gasoline and premium diesel).
- Improvement in auto fuels market share, which collectively for both brands exceeded 32%.
- Emphasis on the development of company-operated stations, which presently exceed 230, as well as the range of products and services provided through points of sale.
- Increased lubricants and LPG sales mainly through petrol stations' network.
- 2 Significant aviation sales growth, mainly due to increased tourist traffic, while leading position in marine fuels was sustained.

Key points for the International Marketing activities in 2018:

- The increased competition combined with weak margins in most of the Group's international companies as well as increased operating expenses led to a drop in profitability over last year. The increased demand for individual products and markets, retail network growth and continuous marketing activities led to an increase in sales in some countries. At the same time, the investment in new petrol stations and supply chain optimization continued.
- In Cyprus, improved retail margins, as well as the expansion of COMO station network, combined with increased demand in aviation sales and new C&I accounts resulted in improved profitability.
- In Bulgaria, despite the expansion of the network and the increased NFR sales' profits, profitability was lower due to increased competition and operating costs.
- In Montenegro, demand growth in the aviation sector and higher wholesale customers' offtake, led to increased sales. Investments focused on retail network expansion, as well as the revamping of existing service stations. Lower margins led todecreased profitability compared to 2017.



• EKO Serbia's profitability decreased compared to last year due to the weaker retail margins and increased operating costs, despite higher wholesale volumes and NFR contribution.

#### c) Petrochemicals

Financial Data and basic operational indicators:

Financial Results (€ million)	2018	2017
Sales	315	267
Adjusted EBITDA <sup>5</sup>	100	95
Operational Indicators		
Sales Volume (kMT) - Total	279	243
Polypropylene margin (€/ton)	481	477

Key points for Petrochemicals in 2018:

- In 2018, profitability in the petrochemical sector remained high, recording an EBITDA of €100 million.
- Polypropylene production, amounted to 243 kMt, historical high, combined with the record production of propylene from the Aspropyrgos refinery (199 kMt) and the increased vertical integration between the units, helped to maintain petrochemicals profitability at the highest levels of the last four years.
- In a highly competitive and volatile environment, HELLENIC PETROLEUM managed to fully exploit its production units, with improved performance.

#### d) Exploration and Production of Hydrocarbons

In Patraikos Gulf (West) block area, in the 1<sup>st</sup> three-year Exploration Phase the HELPE PATRAIKOS (50%) as operator with Edison (50%) carried out exploration activities, which exceeded the minimum work obligations. A 325km 2D seismic acquisition and an 1,822 sq. km. 3D seismic acquisition and processing were completed as well as the reprocessing of 2,000 km legacy data. In parallel, numerous geological, geophysical and environmental studies have been carried out for the better understanding of the geology of the area and the evaluation of oil-promising prospects and the processing and interpretation of the acquired seismic data have been completed with the main oil-promising geological targets been mapped. During the 2<sup>nd</sup> two-year Exploration Phase, which commenced on 03 April 2018, the Lessee is committed to drill one exploration well.

On 16 March 2018, the Lease Agreements for the onshore blocks "Arta-Preveza" and "NW Peloponnese" were ratified by the Greek Parliament, initiating the 1<sup>st</sup> three-year Exploration Phase for both concessions. Environmental and geological studies have commenced for the «Arta-Preveza» block, while the 2D seismic plan is expected to start in 2019.



On 15 March 2018, the Greek Parliament ratified the Lease Agreement, for the offshore Block 2, West of Corfu Island, in which HELLENIC (25%) is in Joint Venture with Total (50%, Operator) and Edison (25%). As per the provisions of the Lease Agreement for the First Exploration Phase, geological and environmental studies are ongoing. On 27 September 2018, HELLENIC PETROLEUM finalised the Lease Agreement with the Greek State for the offshore Block 10, in Kyparissiakos Gulf. The ratification by the Greek Parliament is expected so that the exploration activities of the First Exploration Phase willcommence.

On 27 September 2018, the JV of Total (40%, Operator), ExxonMobil (40%) and HELPE (20%) finalised the relevant Lease Agreements with the Greek State for the offshore blocks of Crete, "West Crete" and "Southwest Crete". Finally, on 21<sup>st</sup> November 2018, the JV of Repsol (50%, Operator) – HELPE (50%) has finalised the Lease Agreement with the Greek State for hydrocarbons exploration and exploitation rights in the offshore block of Western Greece, "Ionian".

#### e) Electric Power and Natural Gas operations

The Group's activities in electricity and natural gas concern its holdings in ELPEDISON BV (50% HELLENIC PETROLEUM S.A., 50% EDISON) and DEPA S.A. (35% HELLENIC PETROLEUM S.A., 65% HRADF) respectively. The participation of the aforementioned companies in the Group's results, according to their interim financial statements and excluding the impact of DESFA and Zenith transactions on DEPA Group results, amounted to €30 million in 2018.

ELPEDISON S.A.'s results declined compared to 2017, with EBITDA amounting to €22 million, as profit margins were low, both in production and supply of electricity.

In electricity generation, the higher cost of Natural Gas, as well as a significant increase in carbon (CO<sub>2</sub>) prices had a negative impact. The delay in the implementation of a new "Transitional Flexibility Compensation Mechanism", following the previous Mechanism, whose operation was completed in April 2017 also had a significant negative impact. The new mechanism became effective during 4Q18.

In electricity supply, margins were negatively affected by the intense competition in the retail market, as well as by the 'supplier's charge' covering the deficit of the Special Renewable Energy Account. Also, NOME auctions have not contributed as expected towards the improvement of access to lower-cost electricity for private suppliers.

Domestic Natural Gas consumption in 2018 was marginally lower by 2% vs 2017 (domestic consumption 2018 to 4.6 bcm), mainly due to reduced demand from electricity producers.

In this environment, the intensity of competition has negatively affected the results of DEPA Group with DEPA's contribution to the results of HELLENIC PETROLEUM Group for 2018 amounting to €35 million (excluding the impact of DESFA and Zenith transactions).



#### 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 stakeholders.

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 EU corporate law derivatives in the Greek legal framework, thus creating a new set of rules regarding corporate governance. Those include 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; also L.4403/2016 that incorporated in the Greek legal framework Direvative 2014/95/EC of the EU, concerning the disclosure of nonfinancial information. 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. The above Law was replaced by Law 4548/2018 to the provisions of which the Company must adapt its Articles of Association in 2019.

This Corporate Governance Statements is part of the Annual BoD report, according to the provision of art.43bb of L.2190/1920, as currently in force.

# 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 is accessible at 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.

During 2018, the Company complied with the provisions of the above Code with the deviations mentioned below in paragraph D.2. and intends to adopt appropriate policies and proposals to minimize existing deviations from the provisions of the Code.

The Company, in addition to the provisions of the Code, complied in 2018 with all the relevant provisions of the Greek Legislation (Law 2190/1920 as currently in force and Law 3016/2002).



#### 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"):
  - o 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 3429/2005. The "Greek State" appoints seven (7) 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 (2) members of the BoD, under the precondition that they hold at least 16.654% of the total voting shares of the Company. Two members of the BoD are elected representatives of the employees and two more are representatives of the minority shareholders, elected by the Special General Meeting of minority shareholders (ie shareholders excluding the Greek State and Paneuropean Oil and Industrial Holdings SA and/or companies related to the latter) A.II (2.3, 2.4 & 2.8)
- 2 With regard to the role and attributes of the Chairman of the BoD:
  - o In the current composition of the BoD, the duties of the Chairman of the BoD and of the CEO are exercised by the same person. There is no Vice-Chairman of the BoD appointment. A.III (3.1 & 3.3).
- With regard to BoD member election:
  - o All rules noted above on appointing and replacing board members apply. The BoD term is set at five (5) 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:
  - o 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 BoD considers adopting a process of self-assessment of its function for 2019 and a performance evaluation process by a third party for 2020. A.VII (7.1 & 7.2)
- With regard to the level and structure of compensation:
  - o The compensation of the Chairman of the BoD, the CEO, the Deputy 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 & Succession Planning Committee of the BoD. *C.I* (1.4).
  - o The activities of the Remuneration & 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)



- o The Company publishes the total compensation of the members of the BoD for their participation in this and the BoD Committees, as well as the total compensation other than the above indemnities paid to the Executive BoD Members *C.I (1.11)*. The Company will establish a remuneration policy, to be approved by the Annual General Shareholders' Meeting of 2019, in accordance with the provisions of Law 4548/2018.
- With Regard to the General Meeting of shareholders:
  - o 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)
  - o 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 current legal requirements.

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. Audit Committee
  - II. Crude oil and Products Supply Committee
  - III. Finance & Financial Planning Committee
  - IV. Labour Issues Committee
  - V. Remuneration & 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 and coordinating 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 Manufacturing Activities Committee
  - III. Domestic & International Fuels Marketing Committee
  - IV. Oil Supply and Sales Committee



- V. Group Credit Committee
- VI. Investment Evaluation Committee
- VII. Electricity, Natural Gas & Renewable Energy Sources Committee
- VIII. Exploration and Production 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.

Since 2011, the company has adopted a Code of Conduct in accordance with the 1175/24.11.2011 BoD decision and created a Regulatory Compliance Unit which has the responsibility of implementing the Code.

#### **During 2018,**

- (i) a Competition Policy & Compliance Program has been adopted which is an important complement to the Group's regulatory self-compliance framework; and
- (ii) the Group's Privacy Policy was approved in compliance with the applicable national and European regulatory framework and in particular the European General Data Protection Regulation (GDPR).

Within 2019, the Company intends to adopt a conflict of interests' prevention policy that will be part of the Code of Conduct. An evaluation and review process of the Code of Conduct is also in progress.

# 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 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 both in 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 for the effective management of risks, achievement of business objectives, 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 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 consistent.

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 considered 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. This policy, among others, calls for the selection of the same auditing company for the whole Group, as well as the audit of the consolidated financial statements and tax compliance certificates. 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, oil products supply, 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. It 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 isnecessary.

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 in the Group's systems through the existence of alternative systems in case of disaster (Disaster Recovery Sites). Also, the 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.
- 2 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.
- 2 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.
- 2 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

2 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 General Assembly of Shareholders overall operation, as well as, it's role and responsibilities, the convocation by the Board of Directors, the participation requirements, the ordinary and extraordinary quorum - majority of the participants, the Presiding Board and the items of the Agenda, are described in the Company's Articles of Association, as it has been updated on the basis of the provisions of Codified Law 2190/1920, as amended, is in force (with the incorporation of Law 3884/2010 on minority rights).

All Shareholders are entitled to participate in the General Assembly, provided that they hold Company's shares on the record date, that is, on the start of the fifth (5<sup>th</sup>) day prior to the date of the General meeting.

Proof of shareholders' capacity is provided through direct electronic link between the Company and the records of depository (Hellenic Exchanges SA.).

The participation in the General Assembly does not require share blocking or compliance with any other similar procedure, restricting the sale and transfer of shares during the period between the record date and the date of respective General meeting.

The shareholders have the right to participate in the General Assembly, either in person or through one or more appointed proxy holders.

Each shareholder may appoint up to three (3) proxy holders. However, if a shareholder has shares of the Company held in more than one securities account, the above limitation shall not prevent the shareholder from appointing a separate proxy holder for each of the securities account, where shares are held.

A proxy holder, acting on behalf of several shareholders, may cast votes differently in respect of shares held by each shareholder represented.

Legal entities may participate in the General Meeting by appointing up to three (3) individuals as proxy holders.

The proxy holders are appointed or revoked, with a written notification to the Company, at least three (3) days prior the date set for the General Assembly.

The proxy form is available to the shareholders in electronic form on the Company's website and allows them to authorize their representatives, either to vote in favor, against or to abstain from voting, separately on each item on the agenda.

The Company ensures that, all valid proxy appointments, received for the participation in the General Shareholders Assembly, are properly recorded and calculated.

The proxy holders are obliged to disclose to the Company, before the commencement of the General Assembly, any event, which might be useful to the shareholders in assessing the risk of the proxy holder pursuing any interest other than the interest of the represented shareholder.

The Investor Relations Department has the responsibility to monitor Company's relationship with its shareholders and financial community and to ensure that investors and financial analysts, both in Greece



and abroad, are informed in a timely, accurate and equal manner, aiming at building a long-term relationship with the investment community and preserving the Group's credibility.

The Company, having shares listed in the stock exchange, is obliged to publish announcements in compliance with Regulation (EU) 596/2014 of the European Parliament and Council on Market Abuse (MAR), Greek Laws 4443/2016 and 3556/2007 and the decisions of the Hellenic Capital Market Commission. The publication of the above information is made in a way, which ensures that investment community will have a fast and equal access to it.

All relevant publications/announcements are available, on both the Athens Stock Exchange and the Company's web sites and are notified to the Hellenic Capital Market Commission.

# 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 17.04.2023 and is extended until the end of the period provided for convening the next Ordinary General Assembly.

#### Members of the current BoD:

- Efstathios Tsotsoros, Chairman & CEO, Representative of the Greek State (CEO from 17/4/2018), Representative of the Greek State
- Andreas Shiamishis, Deputy CEO & CFO, Representative of Paneuropean Oil and Industrial Holdings
- Georgios Alexopoulos, Representative of the Greek State
- Theodoros-Achilleas Vardas, Representative of Paneuropean Oil and Industrial Holdings
- Georgios Grigoriou, Representative of the Greek State
- Dimitrios Kontofakas, Representative of the Greek State
- Vasilios Kounelis, Representative of the Greek State
- Loudovikos Kotsonopoulos, Representative of the Greek State (from 17.4.2018)
- Christos Tsitsikas, Representative of the Greek State (from 29.11.2018)
- Konstantinos Papagiannopoulos, Employees' representative
- Georgios Papakonstantinou, Employees' representative (from 6.6.2018)
- Theodoros Pantalakis, independent member –minority shareholders' representative
- Spyridon Pantelias, independent member –minority shareholders' representative

## During 2018:

Mr. Grigorios Stergioulis was CEO and Executive Member of the BoD until 17.4.2018,

Mr. Ioannis Psychogios, Executive Board Member until 29.11.2018 and,

Mr. Panagiotis Ofthalmidis, Member of the BoD as Employees' representative (until 6.6.2018)



Messrs Efstathios Tsotsoros, Andreas Shiamishis and Giorgios Alexopoulos 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 twenty-nine (29) times in 2018 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 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 increase 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 Executive Committee, to the Chairman of the BoD, the CEO, the Deputy CEO or to one or more BoD members (executive and non-executive), to Company managers 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.

#### 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,
- VI. The Annual and Interim Financial Reports, including the Financial Statements of the Company and the Group,
- VII. The establishment of / participation in companies or joint ventures, company acquisitions, establishment or termination of facilities for any transaction with minimum value of €1 million,
- VIII. The agreements for participation in consortia for the exploration and production of hydrocarbons,
  - IX. The final termination of manufacturing 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 remuneration policy of the Company's managers,
- XVI. The hiring processes for managers 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 delegation of administrative responsibilities and duties among the executive members of the BoD, in order to avoid duplication of duties, proceeded in the allocation of administrative responsibilities and duties between the Chairman & CEO and the Deputy Chief Executive Officer.

#### Chairman & CEO of the BoD

The Chairman & Chief Executive Officer, is the senior executive of the Company, the legal representative and apart from the responsibility to preside over and administer the meetings of the BoD, sign the respective decisions, perform all acts that fall under his responsibilities according to the Company's Articles of Association and the law, has the responsibility:

- Refining Activities
- Supply & Trading
- International Marketing
- Group Human Resources & Administrative Services
- Group Legal Services
- Group Corporate Affairs
- Health, Safety, Environment and Sustainable Development
- ASPROFOS SA

The Deputy CEO and the General Manager of Group's Internal Audit reports to the Chairman & CEO.

## Deputy Chief Executive Officer

The Deputy Chief Executive Officer replaces the Chairman & Chief Executive Officer in case of absence or impediment and has the responsibility of:

- The Group Financial Services, including the finance departments of all the Group's companies
- The Group Strategic Planning and New Business Activities
- The Group Procurement
- The Group Information Technology & Systems

A short version of the BoD members' CVs is included in the Appendix.



#### **Audit Committee**

The Audit Committee is appointed by the General Meeting of Shareholders and is comprised of three (3) non-executive members at majority independent BoD members. The members of the current Audit Committee were elected by the AGM of 6<sup>th</sup> June 2018 and are: Spyridon Pantelias, independent non-executive BoD member, Chairman, Theodoros Pantalakis, independent non-executive BoD member, member of the committee and Vassilios Kounelis, independent non-executive BoD member, member of the committee.

The Audit Committee, as it is defined by article 44 of Law 4449/2017, has the following responsibilities:

- 1. Monitors the process and the performance of the statutory audit for the Company's individual and consolidated financial statements. It then informs the Board of Directors by reporting on the issues arising from the audit, explaining in detail:
- a) The contribution of the statutory audit to the quality and integrity of the Company's financial reporting, i.e. the accuracy, completeness and correctness of the financial information, including disclosures, that are approved by the Board of Directors and published.
- b) Its role in the above-mentioned procedure, i.e. the recording of the actions carried out by the Audit Committee in the process of conducting the statutory audit.
- 2. It monitors, reviews and evaluates the preparation of financial information, i.e. the mechanisms and production systems, as well as the flow and dissemination of the financial information produced by the Company's organizational units that are involved in the process. The Audit Committee informs the Board of Directors of its findings and submits proposals for any improvements in the procedure, if deemed appropriate.
- 3. The Audit Committee examines and evaluates the adequacy and effectiveness of all Company policies, process and controls, in relation to the internal audit system, as well as the company's risk assessment and financial reporting management. With regards to the internal audit function the committee monitors its operation and evaluates its work, adequacy and effectiveness, without however hindering its independence. It also reviews any disclosures regarding the internal audit and the Company's main risks and uncertainties with respect to financial reporting. In this context, the Audit Committee informs the Board of Directors of its findings and makes suggestions for improvement, if deemed appropriate.
- 4. It reviews and monitors the independence of the statutory auditors or audit firms in accordance with Law 4449/2017 (Articles 21, 22, 23, 26 and 27) and Article 6 of Regulation (EU) no. 537/2014 of the European Parliament and of the Council of 16 April 2014 and in particular, the appropriateness of providing non-audit services to the audited entity in accordance with Article 5 of the Regulation.
- 5. It is responsible for selecting auditors or audit firms and for proposing statutory auditors or audit firms to be appointed by decision of the General Meeting.

In 2018, the Internal Rules of Procedure of the Audit Committee were updated and the Pre-Approval Policy regarding the provision of permitted non-audit services by the independent auditor of the HELPE



Group was adopted, in compliance with the provisions of the applicable regulatory framework (L. 4449/2017 and Regulation (EU) 537/2014).

In the exercise of its powers, the Audit Committee held eleven (11) meetings throughout the year:

It recommended, jointly with the Finance and Financial Planning Committee of the BoD, the approval of the Annual Financial Report for the Fiscal Year 2017, the half year report and the interim communications regarding the financial performance of the Company.

It monitored the effectiveness of the Company's internal control and it approved the planning of internal controls for the year 2018.

Throughout the year, the Committee received all the internal audit reports and held regular meetings with the General Manager of Internal Audit, so that, in addition to the internal audit reports, operational and organizational matters could be discussed. Furthermore, throughout the year, the Committee received quarterly progress reports on the most significant findings, which were notified to the BoD, including the most significant findings and the ways of countering them.

The Audit Committee held three separate meetings with the external certified auditors of the Company, on 21 February, 30 August and 14 December. Following the evaluation of the experience and the expertise of the auditing team of Ernst & Young (E&Y), the Audit Committee concluded that the audit procedure followed by the auditors was effective and found that the auditors were objective and impartial.

Given that, following the relevant procurement procedure, E&Y has undertaken the statutory audit of the financial statements of the Company for the year 2017 and given the fact that the first audit proved to be satisfactory, the Audit Committee suggested the reappointment of E&Y as audit company for the fiscal year 2018 (2<sup>nd</sup> consecutive year).

Following the unanimous decision of the Board of Directors on the Audit Committee's recommendation, on the 6<sup>th</sup> of June 2018, the Annual General Meeting of Shareholders approved the reappointment of E&Y for the statutory audit for the fiscal year 2018.

#### Remuneration and Succession Planning Committee

The Company's Remuneration and Succession Planning Committee consists of three (3) non-executive BoD members and its Chairman is an independent non-executive BoD member (Theodoros Pantalakis, Chairman, Theodoros Vardas, Member, Loudovikos Kotsonopoulos, Member). It held five (5) meetings in 2018, attended by all of its members.

The Remuneration and Succession Planning Committee has the following responsibilities:

It proposes the principles, as well as the Company's remuneration and benefits policy for Managers; any relevant decisions made by the Chairman & CEO are based on these principles and policy.



- It proposes the total remuneration (fixed and variable including share options) to the Chairman & CEO in regards to the executive members of the Board of Directors, as well as the Managers of the Company and the Group.
- It proposes the total compensation payable to the Chairman & CEO to the General Meeting of Shareholders.
- 2 Plans for the adequate and suitable succession of General Managers and Managers, when needed, and submits relevant proposals to the Board of Directors.

## Other Board of Directors Committees

The Board of Directors, in the above framework of strengthening corporate governance structures, is also assisted by other Committees, which are appointed by its decision. Specifically, these current committees are:

The Oil Products Procurement Committee, which consists of five (5) members of the Board of Directors, of which two (2) are executive members (Georgios Grigoriou, Chairman, Andreas Shiamishis, member, Georgios Alexopoulos, member, Theodoros Vardas, member, Dimitrios Kontofakas, member). The Oil Products Procurement Committee:

- Awards tenders and approves crude oil and product supply, after all members have reached a
  unanimous decision concerning the purchase, sale and transportation of crude oil and products
  (for transactions exceeding 100 million Euros)
- Approves the cooperation framework in cases where crude oil supplies are sourced directly from national oil company that unilaterally determines sales prices
- Oversees the registration of customers/suppliers on the Company's Customer/Suppliers Registries

The Petroleum Procurement Committee held fifteen (15) meetings in 2018, which all members attended.

The Finance and Financial Planning Committee, consists of three (3) executive members and two (2) non-executive members of the Board of Directors (Theodoros Pantalakis, Chairman, Andreas Shiamishis, member, Efstathios Tsotsoros, member, Georgios Alexopoulos, member and Christos Tsitsikas, member). The Finance and Financial Planning Committee held four (4) meetings in 2018, attended by all of its members. The Finance and Financial Planning Commission examines, in cooperation with the Group Financial Services, issues relating in particular to:

- Financial planning
- Insurance coverage
- Group's financial results,

operating in a complementary way with regards to the latter with the Audit Committee and examining in detail other matters that are considered as important to the Company which affect its financial performance and its progress. The Finance and Financial Planning Committee, due to its subject, usually convenes jointly with the Audit Committee.



The Labour Issues Committee, consists of two (2) non-executive members of the Board of Directors (Vassilios Kounelis Chairman and, Loudovikos Kotsonopoulos member) and the President of the most representative union of employees, or his deputy. The Labour Issues Committee held three (3) meetings in 2018. It was established in accordance with the Company's Internal Labor Regulation and can decide as an appeal Body on any appeal against disciplinary sanctions imposed by the Company's competent disciplinary Body.

#### **Executive Committee**

The Company has an Executive Committee, whose composition, responsibilities and function have been determined by a number of Board decisions, the most recent of which are decisions:  $1309/10^{\alpha}/20.12.2017$  and 1337/2/29.11.2018.

The responsibilities of the Group's Executive Committee include:

The Group Executive Committee is both advisory and executive in nature, to the extent that it is given specific executive powers by the Board of Directors. It processes and shapes strategic issues in all the Group's business sectors, as well as the Group's domestic and foreign subsidiaries.

Specifically, it examines and approves, in principle, each business unit's business plan, which is further processed by the relevant Management Committee, monitors its implementation and any deviations, the progress of operations, as well as the overall financial and operational results for the Group's activities. In addition, it sets priorities related to operational actions and processes, and formulates management policies according to proposals made by HELLENIC PETROLEUM's Management. It also approves and coordinates the action plans concerning the Group's individual business units. The Executive Committee takes initiatives to process issues, policies and/or procedures or, where appropriate, formulates proposals and suggestions to the Board of Directors of HELLENIC PETROLEUM S.A., initiated by its Chairman or vice-Chairman.

Indicatively (and not limited to), the main responsibilities of the Group's Executive Committee include:

- Developing the Group's development strategy, i.e. the parent company of HELPE S.A. and the domestic and foreign subsidiary companies, including participations in the production and trading of electricity, as well as natural gas trading, which is then submitted for approval by the Board of Directors of HELLENIC PETROLEUM S.A.
- Annual and Five-Year Group Business Plans: processing, drafting, monitoring, review and submission to the Board of Directors for their approval.
- Monthly monitoring of the Group's operations and financial results, budget execution, financial management.
- Quarterly monitoring of the operations and financial results of subsidiaries in Greece and abroad.
- Human resource policy development, the implementation of which, following its approval from the Board of Directors of HELLENIC PETROLEUM S.A., falls under the responsibility of the Human Resources Committee.



- Bi-annual monitoring of developments in European and Greek legislation related to the energy sector.
- Formulation of the communication strategy and monitoring the Company's image and reputation.
- Updates on the most important legal issues and formulating suggestions for Management to handle them effectively.

### Group Executive Committee Composition:

- 1. Chairman: Efstathios Tsotsoros, Chairman & CEO of HELPES.A.
- 2. Vice Chairman: Andreas Shiamishis, Deputy Chief Executive Officer & Chief Financial Officer, who replaces the Chairman in any case of absence or any impediment.
- 3. Georgios Alexopoulos, General Manager of Group Strategic Planning and New Business Activities and Executive Member of the Board of Directors
- 4. Refinery General Manager, who in any case of absence or any impediment is replaced by Deputy Refinery General Managers
- 5. General Manager Supply & Trading, Konstantinos Panas,
- 6. General Manager Retail and EKO SA CEO, Roberto Karahannas,
- 7. General Manager Group Human Resources & Administrative Services, Stamatia Psyllaki,
- 8. General Manager Group Legal Services, Ioannis Apsouris.

Mr. Ioannis Apsouris, General Manager of Legal Services of the Group is the Secretary of the Group's Executive Committee.

Group and/or Company management executives can be appointed to become members of the Executive Committee, on a case-by-case basis and subject to discussion, at the written request of the Chairman.



## 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,
- Increasing value for its shareholders,
- Corporate social responsibility and co-operation with local communities.

With respect to the above-mentioned priorities, each Group activity sets its main targets for 2019.

#### Refinery, Supply and Trading

In 2018, Refinery, Supply & Trading sustained its contribution to the Group's operating profitability to high levels, despite the deterioration in international refining environment, due to strong operational performance of all the refineries and production increase.

For 2019, the strategy of the Group 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, standardization and improvement of procedures
- Optimising operational performance through realisation of synergies between the refineries of the Group and improving the performance of conversion units and the energy efficiency of our refineries
- Maintaining export activity at high levels
- Exploitation of opportunities for operational optimization in the context of the Group's digital transformation program

#### **Domestic Marketing**

The Domestic Marketing business plan for the next five years includes a framework of actions aimed at improving competitiveness, adapting to modern customer requirements and challenges to the economic environment. At the same time, energy efficiency and digital transformation are the key objectives for all activities.

## International Marketing Activities

Sustaining the growth momentum in Southeast European markets is a strategic priority. Priorities include the maintenance of its leading position in both Cyprus and Montenegro, the improvement of OKTA profitability, 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 global economy and its impact in 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, exploration and production of hydrocarbons, as well as electricity production and trading. 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. In line with international best practices and in the context of the local market and legal framework, the overall risk management plan 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.

The most important risks and uncertainties are discussed below.

## a) Market Risk

#### (i) Exchange Rate Risk

Refining industry, is a US dollar dominated business, with local currency conversions, while operating costs are primarily expressed in local currency (euro). As a result, the Group's operations are mainly exposed to the risk of fluctuating the dollar exchange rate 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, receivables, 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 changes in refining margins, which affect 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 valuation, as the Group's policy is to present the closing stock at the lower between acquisition cost and net realizable value.

Crude oil and products' price fluctuations affect the levels also of working capital as higher prices increase the financing needs.

Exposure to risk associated with changes in refining margins depends on the fluctuation of each refinery's margin. Refining margins are calculated using Platts prices of crude oil and oil products, which are determined on a daily basis and are affected by the development of supply and demand of crude oil and oil products both regional (Mediterranean market) and globally. The fluctuations of refining margins impact the Group's profit margins accordingly.

The Group aims to hedge part of its exposure associated with price changes of crude oil, products and refinery margins, 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 risk of wholesale customers, including outstanding trade receivables from clients in Greece and internationally. 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 software has been developed for monitoring the exposure to credit risk while a central unit for managing trade receivables of settlement is also effectively in operation. Finally, the role of the Group's Credit Committee is of significant importance as it ensures the effective management of the credit risk of trade receivables 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 capital allocation, 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.

The Group is sourcing funds from international debt capital markets, through Eurobonds, issued by its London based subsidiary, HELLENIC PETROLEUM FINANCE plc, listed in the Luxembourg stock exchange, for the optimal management of its debt liabilities. It is uncertain, how a potential exit of the UK from the EU, especially if that happens without an agreement (no deal Brexit), will affect existing HPF Eurobonds, as well as the Group's funding from international debt capital markets. The Group is closely following relevant developments and assessing alternatives in order to maintain its ability to source funding through the international debt capital markets.

In line with industry practice, the Group monitors its capital structure through the gearing ratio, which is calculated by dividing the net debt by total capital employed.

The long-term objective is to maintain the gearing ratio between 35% and 40%, as significant fluctuations of crude oil prices may affect total debt respectively. The relatively high gearing ratio in recent years (~45%) is primarily due to increased borrowing for the financing of the refineries' upgrading projects, the Group during the last years has fallen gradually deleveraging with gearing reaching financial strategy target levels, reducing its balance sheet risk.



#### G. Selected Alternative Performance Measures

This Report includes certain financial measures of historical financial performance, financial position, or cash flows, which are not defined or specified under IFRS ("Alternative Performance Measures"). The Group considers that these measures are relevant and reliable in assessing the Group's financial performance and position, however such measures are not a substitute for financial measures under IFRS and should be read in conjunction with Group published financial statements.

#### Presentation and Explanation of Use of Alternative Performance Measures

#### IFRS Reported EBITDA

IFRS Reported EBITDA is defined as earnings/(loss) before interest, taxes, depreciation and amortisation, as presented in the company's reported financial statements under IFRS which is calculated by adding back depreciation and amortization to operating profit.

#### Adjusted EBITDA

Adjusted EBITDA is defined as IFRS Reported EBITDA adjusted for: a) Inventory Effect (defined as the effect of the price fluctuation of crude oil and oil product inventories on gross margin) in the Refining, Supply & Trading segment and b) non-recurring items, which may include but are not limited to cost of early retirement schemes, write-downs of non-core assets and other one-off and non-operating expenses, in line with the refining industry practice. Adjusted EBITDA is intended to provide a proxy of the operating cash flow projection (before any Capex) in an environment with stable oil and productsprices.

IFRS Reported EBITDA and Adjusted EBITDA are indicators of the Group's underlying cash flow generation capability. The Group's management uses the above alternative performance measures as a significant indicator in determining the Group's earnings performance and operational cash flow generation both for planning purposes as well as past performance appraisal.

#### Adjusted Net Income

Adjusted Net Income is defined as the IFRS Reported Net Income as derived from the Group's reported financial statements under IFRS, adjusted for post-tax inventory effect (calculated as Inventory Effect times (1- statutory tax rate in Greece) and other post-tax non-recurring items at the consolidated Group financial statements.

Adjusted Net Income is presented in this report because it is considered by the Group and the Group's industry as one of the key measure of its financial performance.

#### Net Debt

Net Debt is calculated as total borrowings (including "current and non-current borrowings" as shown in the statement of financial position of the Group financial statements and excluding debt from associates) less "Cash & cash equivalents and restricted cash" and "Investment in Equity Instruments", as reflected in the Group's financial statements.



#### Capital Employed

Capital Employed is calculated as "Total Equity" as shown in the statement of financial position of the relevant financial statements plus Net Debt.

#### Reconciliation of Alternative Performance Measures to the Group's Financial Statements

The tables below illustrate how the selected alternative performance measures presented in this financial report are reconciled to their most directly reconcilable line item in the financial statements for the corresponding period.

Calculation of EBITDA, Adjusted EBITDA, Adjusted Profit after tax		
million €	2018	2017
Operating Profit	514,1	661,8
Depreciation & Amortization	197,2	189,3
Reported EBITDA	711,4	851,1
Inventory effect	-47,9	-58,5
Other One-off expenses*	66,5	41,1
Adjusted EBITDA	730,0	833,6
Profit After Tax	214,8	383,8
Taxed Inventory effect	-34,0	-41,5
Taxed other one-off expenses**	47,2	29,2
No recurring items below EBITDA***	67,7	0,0
Adjusted Profit After Tax	295,7	371,4

Calculation of Net Debt, Capital Employed and Gearing ratio	_	
million €	2018	2017
Borrowings LT	1.627,2	920,2
Borrowings ST	1.108,8	1.900,3
Cash & Cash equivalents and Restricted Cash	1.276,4	1.018,9
Investment in equity instruments	0,6	1,9
Net Debt	1.459,0	1.799,7
Equity	2.394,7	2.371,6
Capital Employed	3.854,3	4.173,2
Gearing ratio (Net Debt / Capital Employed)	38%	43%

<sup>\*</sup>Mainly included: a) for 2018,  $\in$ 30m. for CO<sub>2</sub> emissions allowance estimates relating to price movement on exiting deficit at the beginning of the year,  $\in$ 19m. for valuation adjustments on balance sheet items,  $\in$ 15m. for impairment of non-operating assets,  $\in$ 8m. for extraordinary expenses and  $\in$ 5m. for other non-recurring items b) for 2017 include  $\in$ 14m. for extraordinary expenses related to legal cases,  $\in$ 18m. for valuation adjustments on balance sheet items and  $\in$ 9m. for other non-recurring items.

<sup>\*\*</sup> includes all one-offs post effect of applicable tax rate

<sup>\*\*\*</sup> Accounting Impact of DESFA's sale (impairment of  $\$ 45.8m and deferred tax of  $\$ 48.5m), partially offset by the extraordinary profits from the sale of EPA Thessaloniki (DEPA Group) of  $\$ 9.5m and the reduction of the deferred tax of  $\$ 17.1m.



#### H. Non-Financial Information

HELLENIC PETROLEUM Group has adopted its Sustainable Development Strategy in all of its activities and is committed to its respective Policies The main points of this strategic decision are summarized in safe, accident-free and economically viable operations, with respect for both the environment and society. The Group promotes the awareness of stakeholders through the publication of the Annual Sustainable Development & Corporate Social Responsibility Report, which is created to present and inform its social partners about the Group's business performance from three different angles: economic, environmental and social.

#### H.1 Health, Safety and Environment

The HELLENIC PETROLEUM Group has incorporated Sustainable Development into its strategic planning and, by adopting its respective Policy, it is committed to promoting Health, Safety and Sustainable Development, in order to ensure safe, accident-free and economically viable operations, while respecting the environment and the community as a whole, in line with the 17 UN Sustainable Development Goals (SDGs).

For HELLENIC PETROLEUM Group, Health and Safety, in all its activities, is its most important priority. For this reason, all necessary safety measures are taken concerning staff, colleagues and visitors in all workplaces, in line with the Good Health Goal (SDG 3).

The Group continuously invests in health and safety to ensure that it complies with the strictest criteria at both national and European level. In 2018, approximately €14 million was invested in safety improvements in all of the Group's facilities in Greece and abroad.

All Group facilities set targets in regards to overseeing and improving their performance in Health and Safety, with a regular periodic review of the targets.

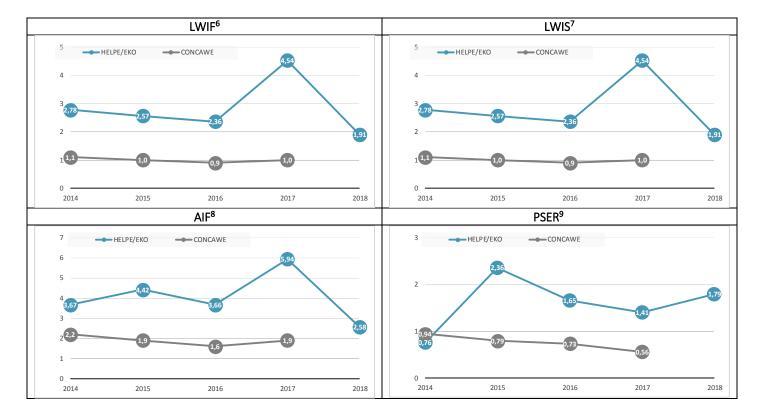
In 2018, the Group's holistic safety program continued, which led to establishing and improving of important safety procedures for the three refineries and the individual plants.

In 2018, the number of incidents was reduced as compared to 2017, while the target set for the reporting and investigation of the near-incidents, a precautionary safety indicator, was achieved at all Group premises.

Overall, in 2018, out of a total of 8,917,070 man-hours, there were 17 work-related accidents in connection with staff and contractors employed either in the refineries and chemicals plants of HELPE SA or by EKO ABEE.

Key charts tracking safety key performance indicators (KPI) are displayed below.





HELLENIC PETROLEUM Group faces significant challenges related to energy and climate change. In particular, through the implementation of its sustainable development strategy, it seeks to achieve both short and long-term energy efficiency and emission reduction targets, in line with the UN's Sustainable Development Goals in regards to affordable and clean energy (SDG 7) and climate (SDG 12). Indicatively, the target is to reduce the Group's carbon footprint by 250,000 tons of CO<sub>2</sub> by 2025 through investing in Renewable Energy Sources and reducing the CO<sub>2</sub>/tn crude oil feedstock by 5% by 2020 in the Group's refineries.

Due to the nature of its activities, the Group faces a number of risks in its daily operations in relation to the use of hazardous and flammable substances as well as technical failures in production and logistics facilities. Failure to manage those risks could have a significant impact on the Group's operations and financial position, including administrative sanctions and/or inability to carry out the activities.

In addition, the Group regularly evaluates its compliance with the relevant environmental management procedures at each facility, either through internal inspections performed by trained and experienced personnel or through inspections conducted by independent accredited external certification bodies. At the same time, it monitors the development of environmental indicators (KPIs) which are included in the Group's periodic reports and performance evaluation criteria for executives.

HELLENIC PETROLEUM Group aims to reduce both gaseous emissions and waste generated through specific actions such as maximizing the use of gaseous fuels, using higher environmental fuels and

<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>&</sup>lt;sup>9</sup> Process Safety Event Rate: Number of process safety incidents / 1 million man-hours



applying advanced technologies to the production process. In 2018, actions to improve the environmental footprint continued, as part of the review of the environmental conditions for the operation of refineries, including projects such as the use of Low NOx burners, volatile organic compounds recovery units at the port facilities of Aspropyrgos and Eleusina, as well as the additional sulphur recovery unit from exhaust gas emitted from the refinery located in Thessaloniki.

With regard to liquid and solid waste management, in accordance with the principles of circular economy and the Responsible Consumption and Production Goal (SDG 12), the primary objective is to reduce their production at source, maximize recycling and re-use in the production process of as many waste streams as possible, and subsequently manage them in the best possible way for the benefit of both the environment and human health. The goal is to significantly reduce waste which is destined for final disposal - landfill and to stabilise the rate of such waste at 15% by 2030.

The Group's three refineries in Greece participate in the European Greenhouse Gas Emissions Trading Scheme (EU-ETS). For the period 2013-2020 (3<sup>rd</sup> phase of the allowance trading system), despite the implementation of energy saving projects, compliance cost has significantly increased, due to the reduced number of allowances allocated each year as well as the significant increase in the price of allowances in 2018. In addition, in accordance with the decisions of the European Union on the establishment and operation of a Market Stability Reserve and the revision of the EU -ETS for the period 2021-2030, the price of allowances is expected to increase (€/tn), which will also directly affect future compliance costs, both directly and indirectly through the consumption of electricity that is also burdened by a corresponding cost.

The Group actively participates in the Sustainable Development Dialogue through participating in the Hellenic Federation of Enterprises Council on Sustainable Development on the SUSTAINABLE GREECE 2020 platform, etc., contributing with actions and investments to the 17 objectives and sub-objectives set by the UN for 2030 to which Greece has also committed itself.

#### H.2 Labour and Social Issues

The industry in which the Group operates, requires specialized skills, training and experience. As a result, the ability to attract and retain the right human resources is an important factor in the Group's normal operation.

Any inability to find and employ competent personnel, especially highly skilled and in middle and senior management, can adversely affect the Group's operations and financial position.

The provision of a safe working environment, which in addition motivates employees and treats them with respect, giving equal opportunities to all, is a Group priority.

Relations with the employees are based on the equal treatment principle. Both the integration and the progress of each employee within the Group are judged on the basis of an employee's qualifications, performance and ambitions, without any distinction.



The internal operation of the Group's business units is based on specific principles and rules, so that there is consistency and continuity, key building blocks that guarantee successful and developmental progress. In this context, the Code of Conduct summarizes the principles governing the internal operation of the Group's Companies and determines how it operates, while the Internal Labour Regulation defines the rules governing the relationships between the Company and its staff.

As mentioned, the safety of the Group's facilities is one of the most important priorities. In occupational risk management, an emphasis is placed on prevention in order to anticipate and control all possible health and safety risks in accordance with the criteria of Greek law (Law 3850/2010), European and international codes and best practices.

In addition, safeguarding the health of our employees and ensuring for a safe working environment are core values which are crystallized through the Health Surveillance Process. Periodic medical examinations of workers take place taking into account work descriptions, age group and gender.

Employee training is another important area in a way that each employee understands the Group's strategic goals. Employee training also enables employees to define their role more effectively and develops their skills.

The Group monitors all relevant labor law (national, European, ILO), including reports on child labor, respect for human rights and working conditions, and is in full compliance with all collective and relevant international conventions.

The Group is committed to implementing the 17 Sustainable Development Goals and conforms to the international standards on Sustainability Reporting, the CoP requirements of the UN Global Compact, the GRI Standards of Global Reporting Initiative, including the Oil and Gas Sector supplement. The credibility of the information provided is ensured by an independent body. In parallel, the Group conducts a materiality assessment in order to evaluate the most essential aspects of sustainable development associated with its activities. Both internal and external stakeholders participate in this assessment.

More specifically, our cooperation with social partners representing the broader society as well as local communities, is constant, multidimensional and material. Initiatives undertaken by the Group are closely linked to the needs of each area and relate to the society, the environment and local economy. Such initiatives are shaped through the open dialogue with stakeholders, through studies and the identification of material aspects, opinion polls, public debates and consultations. Subsequently, the Group evaluates the results of such practices and redefines actions in order to fully take into account and to meet the needs of all stakeholders.

The Group's contribution and responsible attitude towards the community as a whole, in collaboration with bodies, institutions, voluntary organizations and NGOs, are directed to 5 priority axes: Vulnerable Social Groups & Health, Youth and Education, Sustainable Cities and Environment, Culture, Sports.

#### H.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 periodically 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.

Since the implementing of the Code of Conduct in 2011, 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.

## I. Related PartyTransactions

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



	For the year ended		
	<b>31 December 2018</b>	<b>31 December 2017</b>	
Sales of goods and services to related parties			
Associates	597.852	780.852	
Joint ventures	754	6.532	
Total	598.606	787.384	
Purchases of goods and services from related parties			
Associates	764.979	842.978	
Joint ventures	18.813	13.062	
Total	783.792	856.040	
Balances due to related parties			
Associates	11.912	3.182	
Joint ventures	1.387	1.886	
Total	13.300	5.068	
Balances due from related parties			
Associates	36.041	37.133	
Joint ventures	150	101	
Total	36.191	37.234	

HELLENIC PETROLEUM S.A. 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 2018 was €83 million (31 December 2017: €88 million).

- b) 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.

During the year ended 31 December 2018, transactions and balances with the above government related entities are as follows:

- Sales of goods and services amounted to €350 million (31 December 2017: €417 million);
- Purchases of goods and services amounted to €51 million (31 December 2017: €43 million);
- Receivable balances of €41 million (31 December 2017: €61 million);
- Payable balances of €11 million (31 December 2017: €5 million).



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 ended		
	<b>31 December 2018</b>	<b>31 December 2017</b>	
Short-term employee benefits	4.522	4.131	
Post-employment benefits	67	92	
Termination benefits	1.661	<u>-</u>	
Total	6.250	4.223	

Share options held by key management to purchase ordinary shares have the following expiry dates and exercise prices:

<b>Grant Date</b>	<b>Expiry Date</b>	<b>Exercise Price</b>		No. of share options as at	
		€per share	31 I	December 2018	<b>31 December 2017</b>
2012	2018	4,52		-	166.948
		Total		-	166.948

#### J. Information about Financial Instruments

The nature of the Group's activities exposes 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 IFRS 9 on Hedge Accounting.

### I.1. Significant Events after the end of the Reporting Period

No significant events occurred after the end of the year and until the date of submission of this report.



# I.2. 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 31.12.2018 are listed in the table below:

SHAREHOLDING (31.12.2018)					
Shareholder	Number of Shares	Capital Held share (%)	Voting Rights		
Paneuropean Oil & Industrial Holdings SA	138,971,359	45.47	138,971,359		
Greek State (HRADF)	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 HRADF, 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 (HRADF) for restrictions in the transfer of shares. The Company is not a party to this shareholder agreement.



# f) Rules for the appointment and substitution of Directors and for the amendment of the Articles of Association

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 HRADF, 35% in the share capital. 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 a Special General Meeting of shareholders, excluding POIH and HRADF, according to article 21 of the company's Articles of Association.

## 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 shares



This General Meeting of Shareholders has decided that the maximum number of shares that can be acquired by the Company are 3,600,000 shares, at the maximum purchase price of EUR15/per share and minimum price the nominal value of the share. It also approved the granting of loans or guarantees to members of the Company's Board of Directors who are beneficiaries in order to exercise their stock options. The Extraordinary General Meeting of 6.7.2017 extended, the duration of the approval for the acquisition by the Company of its shares, pursuant to the provisions of article 16 of Law 2190/1920, issued by the Ordinary General Meeting of 2015, up to 5.12.2018, which is the expiration date of the current program.

Considering the above, the Company has purchased 1,372,449 common shares. Until today, 1,372,449 shares were distributed to 78 beneficiaries of the Program, versus the exercise of 1,466,683 stock options, representing ~0.45% of the paid-in Company's capital.

As of today, the Company owns 0 ordinary shares, representing 0% of the paid-in capital, which constitute the total number of treasury shares that it holds.

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, 28 February 2019

By authority of the Board of Directors

Efstathios Tsotsoros Andreas Shiamishis Georgios Alexopoulos

Chairman & CEO

Deputy Chief Executive Officer &Chief Financial Officer General Manager of Group Strategic Planning & New Business Activities and Executive Member of the BoD



# Appendix Group

## Structure

Company	Relation	%	Activities
HELLENIC PETROLEUM SA	Parent Company		
Hellenic Fuels and Lubricants Industrial and Commercial SA	Sole shareholder: HELLENIC PETROLEUM SA	100	Oil products trade
DIAXON SA	Sole shareholder: HELLENIC PETROLEUM SA	100	BOPP film production / trade
ASPROFOS SA	Sole shareholder: HELLENIC PETROLEUM SA	100	Energy sector engineering services
HELLENIC PETROLEUM INTERNATIONAL AG	Sole shareholder: HELLENIC PETROLEUM SA	100	Holding company for the  Group's investments
POSEIDON MARITIME	Sole shareholder: HELLENIC PETROLEUM SA	100	abroad  Vessel-owning company
APOLLON MARITIME	Sole shareholder: HELLENIC PETROLEUM SA	100	Vessel-owning company
ELPET BALKANIKI S.A.	Shareholder: HELLENIC PETROLEUM SA	100	Crude oil pipeline construction and operation
HELLENIC PETROLEUM - RENEWABLE ENERGY SOURCES SA	Sole shareholder: HELLENIC PETROLEUM SA	100	Production, distribution, trading of renewable
			energy sources
HELPE – LARCO ENERGIAKI KOKKINOU	Shareholder: HELLENIC PETROLEUM RES SA	51	Production, distribution,
			trading of renewable energy sources
HELPE – LARCO ENERGIAKI SERVION	Shareholder: HELLENIC PETROLEUM RES SA	51	Production, distribution,
			trading of renewable
			energy sources
ENERGIAKI PYLOU METHONIS	Shareholder: HELLENIC PETROLEUM RES SA	100	Production, distribution,
			trading of renewable
ATENI ENERGY C A	Charachaldan	100	energy sources
ATEN ENERGY S.A.	Shareholder: HELLENIC PETROLEUM RES SA	100	Production, distribution,
			trading of renewable
HELLENIC PETROLEUM FINANCE plc	Sole shareholder:	100	energy sources Financing and other
THE ELECTION OF THE PICTURE OF THE P	HELLENIC PETROLEUM SA	100	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 MARITIME COMPANY	Sole shareholder: EKO SA	100	Tanker operation
EKO ARTEMIS MARITIME COMPANY	Sole shareholder: EKO SA	100	Tanker operation
EKO ATHINA MARITIME COMPANY	Sole shareholder: EKO SA	100	Tanker operation
EKO IRA MARITIME COMPANY	Sole shareholder: EKO SA	100	Tanker operation
EKO AFRODITI MARITIME COMPANY	Sole shareholder: EKO SA	100	Tanker operation
HELLENIC PETROLEUM CYPRUS LTD	Sole shareholder: HELLENIC PETROLEUM INTERNATIONAL AG	100	Oil products trade, distribution and storage in Cyprus
SUPERLUBE LTD	Shareholder: HELLENIC PETROLEUM Cyprus	100	Production and marketing of lubricants
RAMOIL SA	Sole shareholder: HELLENIC PETROLEUM INTERNATIONAL AG	100	Oil products trade, distribution and storage in Cyprus
YUGEN LTD	Sole shareholder: RAMOIL SA	100	Oil products trade, distribution and storage in Cyprus
GLOBAL ALBANIA SA	Sole shareholder: HELLENIC PETROLEUM SA	99,96	Oil products imports & trade in Albania
JUGOPETROL AD	Shareholder: HELLENIC PETROLEUM INTERNATIONAL AG	54.35	Oil products trade, distribution and storage in Montenegro
HELLENIC PETROLEUM BULGARIA (Holdings) LTD	Sole shareholder: HELLENIC PETROLEUM INTERNATIONAL AG	100	Oil products trade and distribution in Bulgaria
HELLENIC PETROLEUM SERBIA (Holdings) LTD	Sole shareholder: HELLENIC PETROLEUM INTERNATIONAL AG	100	Oil products trade and distribution in Serbia
HELLENIC PETROLEUM CONSULTING	Sole shareholder: HELLENIC PETROLEUM INTERNATIONAL AG	100	Provision of consulting services to the Group's
			companies abroad
EKO BULGARIA EAD	Sole shareholder: HELLENIC PETROLEUM BULGARIA (Holdings) LTD	100	Oil products trade in Bulgaria
EKO-SERBIA AD	Sole shareholder: HELLENIC PETROLEUM SERBIA (Holdings) LTD	100	Oil products trade in Serbia
OKTA CRUDE OIL REFINERY AD	Shareholder: EL.PE.T BALKAN SA	81.51	Crude oil refining, oil products
			import and trade in Skopje



VARDAX SA	Shareholder: EL.PE.T BALKAN SA	80	Crude oil pipeline operation Thessaloniki - Skopje
HELPE E&P HOLDINGS S.A	Sole shareholder: HELLENIC PETROLEUM SA	100	(OKTA) Holding Company for investments in Exploration & Production of Hydrocarbons
HELPE PATRAIKOS SA	Sole shareholder: HELLENIC PETROLEUM SA	100	Exploration and Production of Hydrocarbons
HELPE UPSTREAM SA	Sole shareholder: HELLENIC PETROLEUM SA	100	Exploration and Production of Hydrocarbons
HELPE ARTA PREVEZA SA	Sole shareholder: HELPE E&P HOLDINGS S.A	100	Exploration and Production of Hydrocarbons
HELPE NW PELOPONISSOS SA	Sole shareholder: HELPE E&P HOLDINGS S.A	100	Exploration and Production of Hydrocarbons
HELPE WEST KERKYRA SA	Sole shareholder: HELPE E&P HOLDINGS S.A	100	Exploration and Production of Hydrocarbons
HELPE SEA OF THRACE SA	Sole shareholder: HELPE E&P HOLDINGS S.A	100	Exploration and Production of Hydrocarbons



## RELATED COMPANIES THAT ARE CONSOLIDATED THROUGH THE EQUITY METHOD AND OTHER INVESTMENTS

Associates	Relation	%	Activities
DEPA SA	Shareholder: HELLENIC PETROLEUM SA	35	Natural gas Import & Distribution in Greece
ATHENS AIRPORT FUEL PIPELINE COMPANY SA	Shareholder: HELLENIC PETROLEUM SA	50	Aspropyrgos – Spata airport pipeline
HELPE THRACE SA	Shareholder: HELLENIC PETROLEUM SA	25	Burgas - Alexandroupoli pipeline
DMEP HOLD CO	Shareholder: HPI SA	48	Provision of management and storage services of petroleum products
SAFCO SA	Shareholder: EKO SA	33.3	Aircraft refuelling

Ventures	Relation	%	Activities
Elpedison BV	Shareholder: HELLENIC PETROLEUM SA	5	Power Generation, Electricity trading and
	Shareholder: HPI SA	45	Supply
STPC (HELPE SA, Calfrac Well Services Ltd)	Shareholder: HELLENIC PETROLEUM SA	25	Concession rights for the exploration and exploitation of hydrocarbons in Thracian sea
HELPE SA, Edison International SpA	Shareholder: HELLENIC PETROLEUM SA, as Operator	50	Lease agreement with the Hellenic Republic for the sea region of Patraikos Gulf for the exploration and exploitation of hydrocarbons



#### **BoD Members CVs**

#### 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, and an Emeritus Professor of Panteion University on 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, the Department of Sociology.

He has particularly important and extensive experience in senior management positions in both public and private sectors as well as in local government. He has served as Director of PPC, Board Member and CEO of the Business Reconstruction Organization, Vice President and General Manager of the Athens Regulatory Plan & Environmental Protection Organization, as a Board Member and CEO of various companies in the private sector and Founder, Chairman and CEO of the Alpha Broadcasting Group. He has also advised the Minister of Energy, the Mayor of Athens, the President of the Greek Technical Chamber and has occupied the post of Chairman of the Technical Chamber of Greece and Chairman of the Program Agreements and Development Contracts Committee.

He has participated in research projects and in the preparation of technical and economic studies, major investment projects, as well as 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, as well as the National Research Foundation and Papazisis Publications.

#### Andreas Shiamishis, Deputy Chief Executive Officer and Chief Financial Officer

Holds an Economics degree specialising in Econometrics from the University of Essex, UK, and is a Fellow (F.C.A.) member of the Institute of Chartered Accountants in England and Wales.

He began his career in 1989 working for KPMG Certified Auditors and Advisers in London where he specialised in the banking sector and in organization and strategy for large multinational groups. From 1993 to 1999, he worked as a manager of the DIAGEO Food and Beverages Group in European markets, with positions of responsibility in finance and strategy. In Greece, he held the position of Chief Financial Officer at METAXA until 1998, and later went on to become Regional Finance and Business Development Director with responsibility for the Middle East and North Africa for Pillsbury Group (part of DIAGEO).

From 2000 to 2002, he worked as Chief Financial Officer and Chief Restructuring Officer in a LEVENTIS Group listed company before joining PETROLA HELLAS in 2003 where he worked as Chief Financial and IT Officer.

Following PETROLA's merger with HELLENIC PETROLEUM in 2004, he was appointed Group Chief Financial Officer and a Member of the Group's Executive Committee, and from 2014 to 2015, he became Deputy Chief Executive Officer of the Group, a post he took over once again in June 2017. He is an active participant on various ICAEW committees in Greece and abroad, is a member of the Economic Chamber



of Greece, the Corporate Governance Committee of the Hellenic American Chamber of Commerce and various Hellenic Federation of Enterprises committees.

#### Georgios Alexopoulos, Executive Member of the BoD

As General Manager of Strategic Planning and Joint Ventures Participation for HELLENIC PETROLEUM Group, he is responsible for strategic planning, new business development, Renewable Energy Sources, the Group's representation in international organizations as well as the management of strategic projects and joint ventures (DEPA/DESFA and Elpedison). He has been a member of the Board of Directors of the European Petroleum Refiners Association as a regular or alternate member since 2012, and has worked for HELLENIC PETROLEUM Group since 2007.

He held the position of Director of Strategic Planning and Development in an international group of companies (SETE S.A.) based in Geneva, Switzerland, from 1998 to 2006, where he was responsible for overseeing the Group's energy portfolio.

Previously, he worked for a number of technical and executive positions at companies including Stone & Webster, Molten Metal Technology, Merck, Dow Corning and Dow Chemical in the United States between 1993 and 1997.

He holds an MBA degree (1998) from the Harvard Business School and an M.Sc. (1993) and B.Sc. (1992) in Chemical Engineering from the Massachusetts Institute of Technology (MIT).

## Theodoros-Achilleas Vardas, Non-Executive Member of BoD

Mr. Theodoros-Achilleas Vardas has been 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 holds 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 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 was retired in 2011.

#### Dimitrios Kontofakas, Non-Executive Member of BoD

He holds a degree in Economics 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 specialising in solid waste management studies.

From 2015 and 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 Kapodistrian University of Athens, and a Masters in Criminology from Panteion University. He is an attorney at law at the Athens Supreme Court, with extensive experience in litigation in most branches of law and a regular member of the Professional Sports Committee, article 77 of Law 2725. He has served as a Legal Advisor to Media Desk Hellas, and is a member of the Athens Bar Association's Committee on Constitutional Rights and the Environment, as well as 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 a legal representative of the environmental organization 'Aie Menallon'. He has worked in an academic capacity on social exclusion issues for the Municipality of Chalandri and is also a municipal councilor for the Municipality of Chalandri. His books, articles and interviews have been published by Okeanida, Criminology, Nea Estia, Anagnosti magazine, TVXS, by most Greek printed and broadcast media, as well as Ukrainian television.

## Loudovikos Kotsonopoulos, Non-Executive Member

He holds a degree in Political Science and History from the University of Warwick and from Panteion University, from which he obtained his PhD in welfare state theory, on a scholarship funded by the Hellenic National Scholarships Foundation. He has taught State Theory and Social Policy at Panteion University and at the Universities of Crete and Peloponnese, and he has also worked as a researcher at the Institute of Small Enterprises of the Hellenic Confederation of Professionals, Craftsmen and Merchants (GSEVEE). Since 2015, he has served as advisor to the Minister of Finance, in the areas of reforms in product markets



and the preparation of national development strategies, as well as advisor to the Minister of Environment and Energy, in the areas of natural gas and petroleum products market and international relations in the energy sector.

#### Christos Tsitsikas, Non-Executive Member of the BoD

He holds a degree in Economics from the Athens University of Economics and Business and from the University College London (UCL). He completed his PhD at the Athens University of Economics and Business, on a scholarship funded by the Hellenic National Scholarships Foundation. The subject of his PhD thesis was the impact of the economic and monetary union on debt dynamics, international trade and specialization of production. He has taught Macroeconomics, International Economics and International Trade at the Athens University of Economics and Business and has also worked as research advisor in research programmes focusing on policy-making in areas such as modern technologies and energy, as well as the assessment of the financial impact of such policies. From 2015 onwards, he has been employed by the Ministry of Finance and has worked on issues such as the planning and implementation of economic and financial policies and the management of holdings of the Greek State in public limited liability companies.

#### Konstantinos Papagianopoulos, employee representative

Graduated of the Technical School of Electronics in 1984. Since then, he has worked for Petrola Hellas plc and after the merger with HELLENIC PETROLEUM, and particularly in the division of Electrical and Instrumentation of Elefsina Refinery. From 2004, he has been a member of the Board of Directors of the Panhellenic Workers Association ELPE. In February 2013, he was elected as the representative of the workers in the BoD.

## Giorgos Papakonstantinou, Employee Representative

Mechanical Engineer, graduate of the Technical University of Cluj-Napoca of Romania, holder of a Master's Degree in Machinery Construction Technology.

Since 1985, he has been employed by HELPE (EKO until 1997), at the industrial plants of Thessaloniki, as Maintenance Projects, New Projects and Major Projects Engineer, and he has participated in several general maintenance works at the refinery of Thessaloniki as well as in the planning and implementation of upgrade projects and new units at the industrial plants of Thessaloniki. (Networks, Docking, Fire Safety Systems, Oily Sludge Treatment Unit, Tank Truck Loading Station, Isomerization Unitetc.).

He has been active in the HELPE Employees Trade Union, and has been a member of the Union's BoD, assuming various responsibilities from 1997 to this day. He is also an elected member of the GSEE management (Greek General Federation of Labour), as well as of the Labour Center of Thessaloniki.

## 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. In 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.



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 state that, to our best knowledge:

- 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. for 2018, 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, 28 February 2019

By authority of the Board of Directors

Efstathios Tsotsoros Andreas Shiamishis Georgios Alexopoulos

Chairman &CEO

Deputy Chief Executive Officer and CFO

General Manager of Group
Strategic Planning & New
Business Activities and Executive
Member of the BoD



4. Independent Auditor's Report on the Annual Financial Statements and the Annual Financial Report

ERNST & YOUNG (HELLAS)
Certified Auditors –Accountants S.A.
8B Chimarras str., Maroussi
151 25 Athens, Greece

Tel: +30 210 2886 000 Fax:+30 210 2886 905 ev.com

#### INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Hellenic Petroleum S.A.

Report on the Audit of the Consolidated Financial Statements

#### **Opinion**

We have audited the consolidated financial statements of Hellenic Petroleum S.A, which comprise the consolidated statement of financial position as at 31 December 2018, and the consolidated statements of comprehensive income, changes in equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

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 ("the Group") as at 31 December 2018 and its consolidated financial performance and consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards, as endorsed by the European Union.

#### **Basis for Opinion**

We conducted our audit in accordance with International Standards on Auditing (ISAs), as incorporated in Greek Law. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We remained independent of the Group throughout the period of our appointment in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code), as incorporated in Greek Law, together with the ethical requirements that are relevant to the audit of the consolidated financial statements in Greece, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters and the related risks of material misstatement, were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.



#### How our audit addressed the key audit matter

#### Assessing impairment of non-current assets

At 31 December 2018, the Group has recognized property, plant and equipment of €3,3 billion and investments in associates and joint ventures of €390 million.

Under IFRS, an entity is required to assess whether impairment indicators exist. The assessment of whether there is an indication that an asset may be impaired requires significant judgment.

In the context of assessing the existence of indications that may lead to an impairment of investments in associates and joint ventures, the Group takes into account, among other things, significant transactions such as the liquidation of assets, sales of subsidiaries and other changes affecting the business model of those entities.

A number of external factors including, but not limited to, the level of refining margins in the Mediterranean and the euro to dollar exchange rate, affect the operations and financial position of the Group and could have a significant impact on the recoverable amounts of the Group's non-current assets, including property, plant and equipment of the refining and retail segments, as well as investments in associates and joint ventures.

Given the nature of these non-current assets, forecasting future cash flows for purposes of determining the recoverable amount, is inadvertently dependent on, among others, the Group's assumptions on oil, gas and electricity price outlook for the next 4-5 years. Other key inputs used in assessing the recoverable amounts are the discount rates, future expected production volumes and capital and operating expenditures.

Given the materiality of balances of non-current assets (property, plant and equipment, investments in associates and joint ventures) in the consolidated statement of financial position, the level of subjectivity in respect of assumptions underlying the impairment analysis, and significant judgments and estimates made by management, we consider non-current assets' assessment for impairment a key audit matter.

The Group's disclosures regarding its accounting policy, judgments and estimates used in its assessment for impairment of its non-current assets are in notes 2.11, 4, 6 and 8 of the consolidated financial statements.

- We evaluated management's assessment of the potential impairment indicators, focusing on whether indicators exist, including by comparing actual performance to that budgeted and assessing historical accuracy of management's budgets and forecasts.
- For the assets where impairment indicators were identified, we assessed with the assistance of our own internal specialists: (i) the assumptions and methodologies used by management to determine the recoverable amount of assets (or cash generating units) for which impairment tests were performed and (ii) the level at which the recoverable amount was determined (asset or cash generating unit).
- We used external data, as applicable, in assessing the assumptions and estimates used by management, the most significant being the discount rate, and the terminal value. We compared the estimates to externally available financial data, as well as performed sensitivity analyses for possible changes to the most significant inputs.
- In cases where the Group used external specialists for the impairment assessment of assets, we assessed their professional experience and objectivity.
- We also assessed the adequacy of the Group's disclosures in the consolidated financial statements with respect to the above matters.



#### How our audit addressed the key audit matter

#### Recoverability of trade receivables

Included in the gross balance of trade receivables in note 11 of the consolidated financial statements as at 31 December 2018 is an amount of €349 million relating to the Group's marketing operations in Greece, against which provision for impairment amounting to €138 million is recorded.

Adopting the new standard (IFRS 9) as of 1 January 2018, management assesses the recoverability of their trade receivables, and estimates a loss allowance for expected credit losses.

Management evaluates the required allowance for impairment of trade receivables, taking into account, among others, its experience with collection trends in the oil market industry, the current economic conditions and also the securities and collaterals obtained from specific customers.

The assessment for the impairment of trade receivables requires significant management judgment in assessing the trade debtors' ability to pay, the expected time of collection, the valuation of collaterals held, and the estimation for the future market conditions. Thus, we have considered the recoverability of trade receivables a key audit matter.

The Group's disclosures regarding trade receivables, the related risks such as credit risk and the aging of trade receivables are included in notes 3.1.(b) and 11 of the consolidated financial statements, while note 4 discloses the Group's significant accounting judgments and estimates.

- We obtained third party confirmations for a representative sample of trade receivables, and where required, we performed confirmation procedures for balances as of 31 December 2018, reviewing receipts against the closing balances, subsequent to balance sheet date.
- We obtained an understanding of the Group's process to monitor trade receivables, and of the factors considered in estimating the provision for impairment. We evaluated whether the process is in line with the relevant accounting standards.
- We evaluated the Group's policy and key assumptions used for recording a provision for impairment of trade receivables, including the valuation of collaterals.
- We reviewed minutes of the Group's credit review committee and obtained and assessed legal letters to corroborate management's assumptions on recoverability of trade receivables.
- We evaluated the effect of the adoption of IFRS 9 in the current year, which led to change of the Group's accounting policy in relation to the impairment losses on trade receivables.
- We also assessed the adequacy of the Group's disclosures in the consolidated financial statements with respect to the above matters.



### How our audit addressed the key audit matter

#### **Uncertain tax positions**

As disclosed in note 31 of the consolidated financial statements as of 31 December 2018, the Group has certain open disputes mainly relating to tax audits by the Greek tax authorities. In addition, the tax authorities reserve the right for future tax audits. The accounting for these uncertain tax positions require significant judgment by management mainly in assessing whether to treat these uncertain tax positions as a contingent liability or as a provision.

Given the complex and changing tax environment, and the time taken for the judicial process to result in a final position in case of a dispute, high level of management judgment is involved in assessing uncertain tax positions, thus we considered the uncertain tax positions as a key audit matter.

The Group's disclosures about Uncertain Tax Positions are included in notes 27 and 31 of the consolidated financial statements, while notes 2.20 and note 4 refer to the Group's accounting policies and significant judgments and estimates.

- We involved our tax specialists to assist us in assessing the treatment of uncertain tax positions.
- We evaluated the uncertain tax positions by reviewing the reports issued by the tax authorities following the tax audits completed in 2017, and also understanding the Group's position and basis for their appeal.
- We used our tax specialists to help us gain an understanding of the current status of the open tax assessments and the relevant legal cases, taking into account legal advice (from external and internal lawyers) received by the Group, as considered necessary.
- Based on the above we, together with tax specialists in our team, evaluated management's assessment of the uncertain tax and related legal positions.
- We also assessed the adequacy of the Group's disclosures in the consolidated financial statements with respect to the above matters.



#### Other information

Management is responsible for the other information. The other information, included in the Annual Report, comprises of the Board of Directors Report (for which reference is also made in section Report on Other Legal and Regulatory Requirements), the Statements of the Members of the Board of Directors, and other complementary information, but does not include the Consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

# Responsibilities of the Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as endorsed 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.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The Audit Committee is responsible for overseeing the Group's financial reporting process.

#### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs, as incorporated in Greek Law, will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.



As part of an audit in accordance with ISAs, as incorporated in Greek Law, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters.



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

#### 1. Board of Directors' Report

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 report that:

- a) The Board of Directors' Report includes a Corporate Governance Statement that contains the information 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 consolidated financial statements for the year ended 31 December 2018.
- c) Based on the knowledge and understanding concerning the Company and its environment, gained during our audit, we have not identified information included in the Board of Directors' report that contains a material misstatement.

#### 2. Additional Report to the Audit Committee

Our opinion on the consolidated financial statements is consistent with our Additional Report to the Audit Committee of the Group, required by Article 11 of the EU Regulation.

#### 3. Provision of Non-audit Services

We have not provided any prohibited non-audit services per Article 5 of the EU Regulation 537/2014.

Non-audit services provided by us to the Group during the year ended December 31, 2018, are disclosed in note 22 of the consolidated financial statements.

#### 4. Appointment of the Auditor

We were first appointed as auditors of the Group by the General Assembly on June 23, 2017. Our appointment has been renewed annually by virtue of decisions of the annual general meetings of the shareholders for a continuous period of 2 years.

Athens, 28 February 2019

Christiana Panayidou SOEL R.N. 62141

ERNST & YOUNG (HELLAS)
Certified Auditors – Accountants S.A.
8B Chimarras
151 25 Maroussi, Greece
Company SOEL R.N. 107

ERNST & YOUNG (HELLAS)
Certified Auditors –Accountants S.A.
8B Chimarras str., Maroussi
151 25 Athens, Greece

Tel: +30 210 2886 000 Fax:+30 210 2886 905 ev.com

#### INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Hellenic Petroleum S.A.

Report on the Audit of the Separate Financial Statements

#### **Opinion**

We have audited the separate financial statements of Hellenic Petroleum S.A (the "Company"), which comprise the separate statement of financial position as at 31 December 2018, and the separate statements of comprehensive income, changes in equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion, the accompanying separate financial statements present fairly in all material respects the financial position of the Company as at 31 December 2018 and its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards, as endorsed by the European Union.

#### **Basis for Opinion**

We conducted our audit in accordance with International Standards on Auditing (ISAs) as incorporated in Greek Law. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Separate Financial Statements section of our report. We remained independent of the Company throughout the period of our appointment in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code), as incorporated in Greek Law, together with the ethical requirements that are relevant to the audit of the separate financial statements in Greece, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the separate financial statements of the current period. These matters and the related risks of material misstatement, were addressed in the context of our audit of the separate financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditor's Responsibilities for the Audit of the Separate Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the separate financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.



#### How our audit addressed the key audit matter

#### **Assessing Impairment of Non-current assets**

At 31 December 2018, the Company has recognized property, plant and equipment of €2,7 billion and investments in subsidiaries, associates and joint ventures of €1 billion.

Under IFRS, an entity is required to assess whether impairment indicators exist. The assessment of whether there is an indication that an asset may be impaired requires significant judgment.

In the context of assessing the existence of indications that may lead to an impairment of investments in subsidiaries, associates and joint ventures, the Company takes into account, among other things, significant transactions such as the liquidation of assets, sales of subsidiaries and other changes affecting the business model of those entities.

A number of external factors including, but not limited to, the level of refining margins in the Mediterranean and the euro to dollar exchange rate, affect the operations and financial position of the Company and could have a significant impact on the recoverable amounts of the Compay's non-current assets, including property, plant and equipment of the refining and retail segments, as well as investments in subsidiaries, associates and joint ventures.

Given the nature of these non-current assets, forecasting future cash flows for purposes of determining the recoverable amount, is inadvertently dependent on, among others, the Company's assumptions on oil, gas and electricity price outlook for the next 4-5 years. Other key inputs used in assessing the recoverable amounts are the discount rates, future expected production volumes and capital and operating expenditures.

Given the materiality of balances of non-current assets (property, plant and equipment, investments in subsidiaries, associates and joint ventures) in the separate statement of financial position, the level of subjectivity in respect of assumptions underlying the impairment analysis, and significant judgments and estimates made by management, we consider non-current assets' assessment for impairment a key audit matter.

The Company's disclosures regarding its accounting policy, judgments and estimates used in its assessment for impairment of its non-current assets are in notes 2.10, 4, 6 and 8 of the financial statements.

- We evaluated management's assessment of the potential impairment indicators, focusing on whether indicators exist, including by comparing actual performance to that budgeted and assessing historical accuracy of management's budgets and forecasts.
- For the assets where impairment indicators were identified, we assessed with the assistance of our own internal specialists: (i) the assumptions and methodologies used by management to determine the recoverable amount of assets (or cash generating units) for which impairment tests were performed and (ii) the level at which the recoverable amount was determined (asset or cash generating unit).
- We used external data, as applicable, in assessing the assumptions and estimates used by management, the most significant being the discount rate, and the terminal value. We compared the estimates to externally available financial data, as well as performed sensitivity analyses for possible changes to the most significant inputs.
- In cases where the Company used external specialists for the impairment assessment of assets, we assessed their professional experience and objectivity.
- We also assessed the adequacy of the Company's disclosures in the separate financial statements with respect to the above matters.



#### How our audit addressed the key audit matter

#### **Uncertain tax positions**

As disclosed in note 31 of the separate financial statements as of 31 December 2018, the Company has certain open disputes mainly relating to tax audits by the Greek tax authorities. In addition, the tax authorities reserve the right for future tax audits. The accounting for these uncertain tax positions require significant judgment by management mainly in assessing whether to treat these uncertain tax positions as a contingent liability or as a provision.

Given the complex and changing tax environment, and the time taken for the judicial process to result in a final position in case of a dispute, high level of management judgment is involved in assessing uncertain tax positions, thus we considered the uncertain tax positions as a key audit matter.

The Company's disclosures about Uncertain Tax Positions are included in notes 27 and 31 of the separate financial statements, while notes 2.19 and 4 refer to the Company's accounting policies and significant judgments and estimates.

- We involved our tax specialists to assist us in assessing the treatment of uncertain tax positions.
- We evaluated the uncertain tax positions by reviewing the reports issued by the tax authorities following the tax audits completed in 2017, and also understanding the Company's position and basis for their appeal.
- We used our tax specialists to help us gain an understanding of the current status of the open tax assessments and the relevant legal cases, taking into account legal advice (from external and internal lawyers) received by the Company, as considered necessary.
- Based on the above we, together with tax specialists in our team, evaluated management's assessment of the uncertain tax and related legal positions.
- We also assessed the adequacy of the Company's disclosures in the separate financial statements with respect to the above matters.



#### Other information

Management is responsible for the other information. The other information, included in the Annual Report, comprises of the Board of Directors' Report (for which reference is also made in section Report on Other Legal and Regulatory Requirements), the Statements of the Members of the Board of Directors, and other complementary information, but does not include the separate financial statements and our auditor's report thereon.

Our opinion on the separate financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the separate financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the separate financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

# Responsibilities of the Management and Those Charged with Governance for the Separate Financial Statements

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

In preparing the separate financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Audit Committee is responsible for overseeing the Company's financial reporting process.

#### Auditor's Responsibilities for the Audit of the Separate Financial Statements

Our objectives are to obtain reasonable assurance about whether the separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs as incorporated in Greek Law, will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these separate financial statements.



As part of an audit in accordance with ISAs as incorporated in Greek Law, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the separate financial statements, whether
  due to fraud or error, design and perform audit procedures responsive to those risks, and obtain
  audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not
  detecting a material misstatement resulting from fraud is higher than for one resulting from error, as
  fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of
  internal control.
- Obtain an understanding of internal control relevant to the audit 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 Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the separate financial statements, including the disclosures, and whether the separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the separate financial statements of the current period and are therefore the key audit matters.



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

#### 1. Board of Directors' Report

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

- a) The Board of Directors' Report includes a Corporate Governance Statement that contains the information 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 article 43a 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 separate financial statements for the year ended December 31, 2018.
- c) Based on the knowledge and understanding concerning the Company and its environment, gained during our audit, we have not identified information included in the Board of Directors' report that contains a material misstatement.

#### 2. Additional Report to the Audit Committee

Our opinion on the separate financial statements is consistent with our Additional Report to the Audit Committee of the Company, required by Article 11 of the EU Regulation 537/2014.

#### 3. Provision of Non-audit Services

We have not provided any prohibited non-audit services per Article 5 of the EU Regulation 537/2014.

Non-audit services provided by us to the Company during the year ended December 31, 2018, are disclosed in note 22 of the separate financial statements.

#### 4. Appointment of the Auditor

We were first appointed as auditors of the Company by the General Assembly on June 23, 2017. Our appointment has been renewed annually by virtue of decisions of the annual general meetings of the shareholders for a continuous period of 2 years.

Athens, 28 February 2019

Christiana Panayidou SOEL R.N. 62141

ERNST & YOUNG (HELLAS)
Certified Auditors – Accountants S.A.
8B Chimarras
151 25 Maroussi, Greece
Company SOEL R.N. 107



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 2018.

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

22.02.18	HELPE S.A. & GROUP 2017 Annual Financial Statements
31.05.18	HELPE S.A. & GROUP 1Q 2018 Interim Financial Statements
30.08.18	HELPE S.A. & GROUP 1st Half /2Q 2018 Interim Financial Statements
08.11.18	HELPE S.A. & GROUP 9 <sup>th</sup> Month/3Q 2018 Interim Financial Statements

#### B) PRESS RELEASES REGARDING THE FINANCIAL STATEMENTS

22.02.18	Press release for the annual results of financial year 2017
31.05.18	Press release for the 1st quarter results of financial year 2018
30.08.18	Press release for the 1 <sup>st</sup> half/ 2 <sup>nd</sup> quarter results of financial year 2018
08.11.18	Press release for the nine month/3 <sup>rd</sup> quarter results of financial year 2018

#### C) GENERAL SHAREHOLDERS' MEETINGS / GENERAL MEETING RESOLUTIONS /DIVIDENDS

20.04.18	Invitation to the Extraordinary General Meeting on 14.05.2018
14.05.18	Decisions of Extraordinary General Meeting of 14.05.2018
15.05.18	Invitation to the Annual Ordinary General Meeting on 6.06.2018
16.05.18	Invitation of the minority shareholders to a Special General Meeting on 6.06.2018
06.06.18	Announcement for the Dividend Payment 2017
07.06.18	Decisions of the Special General Meeting of the minority shareholders of 6.06.2018
08.06.18	Decisions of the Annual Ordinary General Meeting of 6.06.2018
08.11.18	Announcement for the Interim Dividend Payment 2018

### D) SENIOR EXECUTIVES AND ORGANISATIONAL CHANGES

12.04.18	Announcement for the Board of Directors composition change.
17.04.18	Announcement of new Board of Directors composition.
07.06.18	Formation of the new Board of Directors
30.11.18	Announcement of new Board of Directors composition.

#### E) Announcement of Regulated Information, pursuant to Law 3556/2007

03.01.18 – 07.12.18 Announcement of Regulated Information, pursuant to Law 3556/2007 <a href="https://www.helpe.gr/en/investor-relations/corporate-governance/regulated-information/tradeacknowledgements/">https://www.helpe.gr/en/investor-relations/corporate-governance/regulated-information/tradeacknowledgements/</a>

#### F) Treasury Stock Program

02.03.18 - 04.12.18	Announcements re Purchase of own shares
02.03.18 - 04.12.18	Transfer of treasury shares in the context of stock option program



 $\frac{\text{https://www.helpe.gr/en/investor-relations/corporate-governance/regulated-information/treasury-stock-program/}{}$ 

### G) Various

22.02.18	Financial Calendar 2018
20.03.18	Response to Capital Markets Commission letter
29.03.18	Announcement - DESFA sale process
30.03.18	Financial Calendar 2018 (Amendment)
04.04.18	Regulatory announcement – Agreement of main shareholders
17.04.18	Announcement - DESFA sale process
18.04.18	Regulatory announcement – Initiation of HRADF tender process
19.04.18	Announcement - DESFA Offer Acceptance
27.06.18	Completion of a €900 million refinancing process
23.07.18	Announcement - Signing of DESFA's sale agreement
08.11.18	Financial Calendar 2018 (Amendment)
20.12.18	Announcement - Completion of DESFA sale process
21.12.18	Announcement – Use of DESFA sale proceeds



## 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 2018 TO 31 DECEMBER 2018 (Published in compliance to L.2190/20, art. 135 for companies that prepare annual financial statements in accordance with IFRS)

COMPANY

**ASSETS** 

Head office Address: Website :

8<sup>A</sup>, CHIMARRAS STR. - 15125 MAROUSI

Approval date of the annual financial statements by the Board of Directors:

The Certified Auditor: Auditing Company: Type of Auditor's Report

STATEMENT OF FINANCIAL POSITION

Property, plant and equipment Intangible assets

TOTAL EQUITY AND LIABILITIES

Other non-current assets Inventories Trade and other receivables http://www.helpe.gr

28 FEBRUARY 2019

GROUP 31/12/2018

3.268.928

105.617 528.122

6.997.429

Christiana Panayidou, SOEL reg.no.62141 ERNST & YOUNG (HELLAS), SOEL reg.no.107 UNQUALIFIED

31/12/2017

3.311.893

105.684 862.616

1.056.393 791.205

7.160.075

NY 31/12/2017	STAT (Amou
2.719.172	Cash
7.042	(Loss
691.308	
963.746	Adjus

COMPA

31/12/2018

2.684.237

4.799 1.041.259 893.859 680.347

4.229.727

6.376.404

6.197.186

Assets held for sale	3.133	-	-	-
Derivative financial instruments	-	11.514	-	11.514
Cash, cash equivalents and restricted cash	1.276.366	1.018.913	1.071.585	813.251
Investment in equity instruments	634	1.857	318	1.252
TOTAL ASSETS	6.997.429	7.160.075	6.376.404	6.197.186
EQUITY AND LIABILITIES				
Share capital	666.285	666.285	666.285	666.285
Share premium	353.796	353.796	353.796	353.796
Retained earnings and other reserves	1.310.691	1.288.578	1.126.596	789.142
Equity attributable to equity holders of the parent	2.330.772	2.308.659	2.146.677	1.809.223
Non-controlling interests	63.959	62.915	-	
TOTAL EQUITY	2.394.731	2.371.574	2.146.677	1.809.223
Interest bearing loans and borrowings	1.627.171	920.234	1.657.598	909.579
Provisions and other long term liabilities	420.148	299.938	337.080	215.917
Chart term Interest begging leans and beggnings	1 100 705	1 000 200	015 250	1 704 051

## STATEMENT OF COMPREHENSIVE INCOME FOR THE PERIOD

(Amounts in thousands €)	GROUP		COMPANY	
	1/1/2018- 31/12/2018	1/1/2017- 31/12/2017	1/1/2018- 31/12/2018	1/1/2017- 31/12/2017
Revenue from contracts with customers	9.769.155	7.994.690	8.967.702	7.233.600
Gross profit	999.386	1.087.492	680.006	758.145
Operating profit	514.212	661.783	475.732	597.421
Profit before Income Tax	368.930	519.785	669.577	482.391
Less : Taxes	(154.218)	(135.862)	(146.187)	(136.400)
Profit for the year	214.712	383.923	523.390	345.991
Profit attributable to: Owners of the parent Non-controlling interests	211.614 3.098 214.712	381.372 2.551 383.923		
Other comprehensive income / (loss) for the year, net of tax Total comprehensive income for the year	(32.666) 182.046	(13.111) 370.812	(31.479) <b>491.911</b>	(9.711) <b>336.280</b>
Total comprehensive income/(loss) attributable to: Owners of the parent Non-controlling interests	178.958 3.088 182.046	368.989 1.823 370.812		
Basic and diluted earnings per share (in Euro per share)	0,69	1,25	1,71	1,13

Earnings Before Interest, Taxes, Depreciation and Amortisation (EBITDA)

(Amounts in thousands €)	GROUP		COMP	ANY
	31/12/2018	31/12/2017	31/12/2018	31/12/2017
Total equity at beginning of the year 1/1/2018 (published) & 1/1/2017 Change in accounting policy	<b>2.371.574</b> (3.303)	2.141.635	<b>1.809.223</b> (958)	1.590.150
Total equity at beginning of the year 1/1/2018 (restated) & 1/1/2017	2.368.271	2.141.635	1.808.265	1.590.150
Total comprehensive (loss) / income for the year	182.046	370.812	491.911	336.280
Dividends to shareholders of the parent	(152.816)	(106.962)	(152.816)	(106.962)
Dividends to non-controlling interests	(2.061)	(2.561)	-	-
Participation of minority shareholders in share capital increase of subsidiary	17	76	-	-
Share based payments	(1.214)	(9.714)	(1.214)	(9.714)
Transfer of grant received to tax free reserves	80	-	-	-
Acquisition of treasury shares	(683)	(10.245)	(683)	(10.245)
Issue of treasury shares to employees	1.214	9.714	1.214	9.714
Tax on intra-group dividends	(123)	(136)	-	-
Acquisition of non-controlling interests	-	(21.045)	-	-
Total equity at the end of the year	2.394.731	2.371.574	2.146.677	1.809.223

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 proceeding 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.

(trom 1/104/2018)
GRIGORIOS STERGIOULIS - Chief Executive Officer (until 17/04/2018)
ANDREAS SIAMISHIS - Deputy Chief Executive Officer
GEORGIOS ALEXPOPULOS
IOANNIS PSICHOGIOS (until 29/11/2018)

EFSTATHIOS TSOTSOROS - Chairman of the Board & Chief Executive Officer GEORGIOS PAPAKONSTANTINOU (from 06/06/2018) GEORGIOS PAPAKONSTANTINOU (IF THEODOROS-ACHILLEAS VARDAS GEORGIOS GRIGORIOU THEODOROS PANTALAKIS SPIRIDON PANTELIAS CONSTANTINOS PAPAGIANNOPOUL

LOUDOVIKOS KOTSONOPOULOS (from 17/04/2018 DIMITRIOS KONTOFAKAS VASILEIOS KOUNELIS CHRISTOS TSITSIKAS (from 29/11/2018) PANAGIOTIS OFTHALMIDES (until 06/06/2018)

(Amounts in thousands €)	GRO		COMPA	
	1/1/2018- 31/12/2018	1/1/2017- 31/12/2017	1/1/2018- 31/12/2018	1/1/201 31/12/201
	31/12/2010	31/12/2017	3171222010	31/12/20
Cash flows from operating activities (Loss) / Profit before Tax	368.930	519.785	669.577	482.39
Adjustments for:				
Depreciation and amortisation of tangible and intangible assets	197.183	189.276	140.753	140.00
Impairment of fixed and intangible assets	3.734	2.689	-	
Amortisation of grants	(965)	(878)	(675)	(72
Finance Expense	149.532	169.653	136.636	153.1
Finance Income	(3.827)	(4.600)	(9.442)	(12.83
Share of operating profit of associates Provisions for expenses and valuation charges	1.771 89.103	(31.228) 55.594	67.506	36.7
Foreign exchange (gains) / losses	(2.194)	8.173	(2.244)	8.4
Amortisation of long-term contracts costs	454	6.272	951	6.5
(Gain)/Loss from disposal of Non Current Assets	(246)	1.685	(1.161)	2
	803.475	916.421	683.106	780.2
Changes in working capital				
(Increase) / decrease in inventories	61.582	(116.523)	68.171	(117.60
(Increase) / decrease in trade and other receivables	(17.694)	62.948	8.983	57.2
increase / (decrease) in payables	(339.516)	(409.535)	(347.508)	(412.13
Less:	(4.918)	(40.075)	2.224	
Income tax paid	502.929	(10.375)	414.976	207.7
Net cash generated from / (used in) operating activities		442.936	-	307.7
Cash flows from investing activities	(450.740)		(404.040)	
Purchase of property, plant and equipment & intangible assets	(156.713) 277	(208.732)	(101.318)	(149.93
Cash from sale of property, plant and equipment & tangible assets	299	30	-	
Grants received Interest received	3.827	110 4.600	9.442	12.8
Dividends received	307.735	19.346	318.795	33.7
Investment in associates - net	-	(147)	(21.054)	1.5
Proceeds from disposal of investments in equity instruments	265	8	-	
roccods from disposar of investments in equity instruments		Ü		
Settlement of consideration of acquisition of further equity interest in subsidiary	(1.298)	-	7.000	
Purchase of subsidiary, net of cash acquired Net cash used in investing activities	(16.000) 138.392	(184.785)	(39.000) 173.865	(101.7
Cashflows from financing activities	(140.755)		(131.965)	
Interest paid Dividends paid to shareholders of the Company	(148.767)	(160.830) (104.115)	(148.767)	(162.49 (104.11
Dividends paid to shareholders of the Company  Dividends paid to non-controlling interests	(2.061)	(2.561)		(104.11
Loans to affiliated companies	144.445	(2.001)	(3.600)	
Movements in restricted cash	(683)	11.873	144.445 (683)	11.8
Acquisition of treasury shares	17	(10.245)	-	(10.24
Participation of minority shareholders in share capital increase of subsidiary Proceeds from borrowings	409.694	76 288.000	440.748	283.6
Repayments of borrowings	(506.358)	(322.622)	(491.303)	(279.7
Net cash generated from / (used in ) financing activities	(244.468)	(300.424)	(191.125)	(261.1
Net (decrease) / increase in cash & cash equivalents	396.853	(42.273)	397.716	(55.17
Cash and cash equivalents at the beginning of the year	873.261	924.055	667.599	731.2
	5.046		5.063	
Exchange gains / (losses) on cash and cash equivalents	2.2.10	(8.521)	230	(8.48
Net (decrease) / increase in cash and cash equivalents	396.853	(42.273)	397.716	(55.17
Cash and cash equivalents at end of the year	1.275.160	873.261	1.070.378	

1. Note No. 34 of the annual consolidated financial statements includes all subsidiary and associated companies and their related information. 2. No company shares, (treasury shares), are owned either by the parent company or any of the subsidiaries as at the end of the period 3. With regards to tax audits carried out by Certified Auditors, all Group companies based in Greece have received unqualified Tax Compliance Reports by their respective statutory auditor, for fiscal years up to 2017 (inclusive). With regards to tax audits carried out by the Tax Authorities, tax audits have been completed as follows: a) for Hellenic Petroleum S.A for years up to and including 2011, b) for former Hellenic Fuels SA for years up to and including 2011, c) for EKO S.A for years up to and Petroleum S.A for years up to and including 2011, b) for former Heilenic Fuels SA for years up to and including 2010. Notwithstanding the possibility of future tax audits, the Group's 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 2018 (Note 27 of the annual consolidated financial statements). 4. The consolidated financial statements of Hellenic Petroleum S.A. for the year ended 31 December 2018 have been prepared in accordance with International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Soard ("IASB"), as adopted by the European Union ("EU"), as outlined in Note 2.1 of the annual consolidated financial statements. 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 proceedings and have various unresolv ed claims pending arising in consoliated minancial statements, the Group's entitles are involved in a number of regal proceedings and nave various unresolve of caims pending arising in the ordinary course of business. Based on currently available information, Management believes that no additional material liability will arise over and above the tax liabilities and provisions already recognised in the consolidated financial statements as at 31 December 2018. 6. During the twelve month period ended 31 December 2018, developments regarding the sale of DESFA were as follows: Best and final offers were submitted by the two Shortlisted Parties on 29 March 2018. The consortium formed by SNAM S.p.A., PLUXYS S.A. and Enagas Internacional S.L.U. confirmed its best and final offer on 19 April 2018, offering an amount of €535 million for the purchase of the 66% of DESFA. The above binding offer has been accepted by virtue of resolution no. 1319 of 19 April 2018 of the Board of Directors and the resolution of 14 May 2018 of the Extraordinary General Meeting of Shareholders of Hellenic Petroleum. By virtue of facision No. 325 of 156 (2018), the Court of Audit here resolution of 327 (2018) the Court of Audit here are related to the contraction and an 327 (2018) the Court of Audit hereal under the contraction and an 327 (2018) the Court of Audit hereal under the contraction and an 327 (2018) the Court of Audit hereal under the contraction and an 327 (2018) the Court of Audit hereal under the contraction and an 327 (2018) the Court of Audit hereal under the contraction and an 327 (2018) the Court of Audit hereal under the contraction and an 327 (2018) the Court of Audit hereal under the contraction and an 327 (2018) the Court of Audit hereal under the contraction and an 327 (2018) the Court of Audit hereal under the contraction and an additional management April 20.80 in the board of Directions and the resolution of 14 may 20.80 in the Exhausturiary General meeting of Intelligence Profession No. 235 of 25/6/2018, the Court of Audit has cleared the transaction and on 13/7/2018, the European Commission has provided its approval under the EU Merger Regulation. On 20 July 2018 a Share Sale & Purchase Agreement (SPA) has been executed by HRADF and HELPE as Sellers and "SENFLUGA Energy Infrastructure Holdings S.A." (SNAM-Enagas-Fluxys Consortium SPV) as Purchaser. On the same date a Shareholders' Agreement for DESFA has been executed between SENFLUGA S.A. and the Hellenic Republic. Upon satisfaction of all conditions precedent provided by the SPA, the above transaction close successfully on 20 December 2018. Immediately before the execution of the SPA, DEPA S.A. proceeded to a distribution of its shares in DESFA (at fair value) to its shareholders, through a reduction of its share capital. Hellenic Petroleum S.A.'s share of investment in DESFA (35%) amounted to £284 million, equal to the sale proceeds per the SPA. On the basis of this amount, HELPE Group recognised an impairment loss of €46 million, through its share of profit/ loss in its investment in DEPA. In addition, the sale proceeds of €284 million, were accounted as dividend distribution received from DEPA Group for the year ended 31 December 2018. 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 2018 amounts to €348 million (31 December 2017; 6559 million). The cost of investment of the DEPA group in the financial statements HELPE 5.a & € 237 million. (58 Postero 1918) are consolidated financial statements. The consolidated financial statements of the DEPA group in the financial statements (BELPE 5.a & € 237 million. (58 Postero 1918) are consolidated financial statements). 7. Number of employees at 31/12/2018 in Greece: Company: 2,053, Group: 2,846 (31/12/2017: Company: 2.056, Group:

10. The amount of provisions included in the Statement of Financial Position are as follows:

GROUP

	GROUP	COMPANY
a) for pending legal cases	28.945	22.858
β) for tax matters	2.401	0
c) for SLI	163.514	132.539
d) for other provisions relating to expenses	75.199	75.199

11. Other comprehensive income for the period, net of tax, for the Group and the parent company is as follows:

	GRO	GROUP		COMPANY	
	31/12/2018	31/12/2017	31/12/2018	31/12/2017	
Changes of the fair value of equity investment	(695)	6	(675)		
Currency translation differences and other movements	(745)	752	-	-	
Reduction in value of land	-	(1.669)	-	-	
Actuarial losses on defined benefit pension plans	(11.012)	(9.589)	(10.878)	(7.100)	
Fair value gains on cash flow hedges	(5.006)	(4.590)	(5.006)	(4.590)	
Derecognition of gains on hedges through comprehensive income	(14.920)	1.979	(14.920)	1.979	
Share of other comprehensive income of associates	(288)		-		
Net income/(expense) recognised directly in equity	(32.666)	(13.111)	(31.479)	(9.711)	
			:		

	GROUP	COMPANY
Sales of goods and services	948.160	3.699.439
Purchases of goods and services	834.546	889.806
Receivables	77.456	140.253
Payables	23.840	50.702
Board members and senior management remuneration & other benefits	6.250	7.171
Amounts due to/(from) Board members and seniormanagement	-	-

Athens, 28nd of February 2019

CHAIRMAN OF THE BOARD CHIEF EXECUTIVE OFFICER

DEPUTY CHIEF EXECUTIVE OFFICER CHIEF FINANCIAL OFFICER

ACCOUNTING DIRECTOR

EFSTATHIOS N. TSOTSOROS ID. Number AE 075524

ANDREAS N. SHIAMISHIS ID. Number AA 010147

STEFANOS I PAPADIMITRIOU 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="https://www.helpe.gr">www.helpe.gr</a>.

The financial statements of the consolidated companies under EKO S.A. are available online at www.eko.gr.

On HELLENIC PETROLEUM's website <a href="https://www.helpe.gr/investor-relations/quarterly-results/financial-statements-of-subsidiary-companies">https://www.helpe.gr/investor-relations/quarterly-results/financial-statements-of-subsidiary-companies</a>, there is a list of subsidiaries that are fully consolidated in the Group's financial statements; these companies also have their own website through which their financial statements can be accessed. The financial statements of the other subsidiaries can be viewed at the above address.