



**INVITATION**  
**TO THE SHAREHOLDERS OF THE COMPANY**  
**“HELLENIC PETROLEUM S.A.”**  
**(General Commercial Registry 296601000)**  
**FOR AN EXTRAORDINARY GENERAL MEETING**

The Board of Directors of “HELLENIC PETROLEUM SA”, (the “Company”) by its resolution no.1396 dated 17.11.2021, invites the shareholders in an Extraordinary General Meeting of the Company, which will take place on **Friday 10<sup>th</sup> of December 2021 at 12:00 hours.**

Due to extraordinary circumstances and in the context of measures adopted by the State for the containment of the virus COVID-19 and pursuant to the provisions of articles 120 par. 3 and 125 par. 1 and 3 of Law 4548/2018, as amended and in force, the Extraordinary General Meeting of the Company will be held exclusively through electronic means, with no physical presence of shareholders. Shareholders will be able to participate and exercise their voting rights remotely, either via a real time teleconference or by submitting prior to the date of the General Meeting a postal vote form in person or by proxy, in accordance with the provisions of Law4548/2018 (articles 125 par. 1 and 126) and the Articles of Association of the Company, in order to discuss and decide upon the following items of the Agenda:

- 1) (a) Approval of: (i) the demerger of the Company through the hive-down of its refining, supply and trading of oil products and petrochemicals sector by establishment of a new company, pursuant to the provisions of articles 57 and 59-74 of Law 4601/2019, and article 52 of Law 4172/2013 as in force, and (ii) of the Draft Demerger Deed, dated September 30<sup>th</sup>, 2021 including the Balance Sheet of the hived-down sector, dated June 30<sup>th</sup>, 2021.  
  
(b) Approval of the Articles of Association of the beneficiary new company, including the appointment of the first Board of Directors and the regular Statutory Certified Auditor of the new entity.  
  
(c) Granting of authorisations
- 2) Amendment of the Articles of Association of the Company, as a result of the demerger through the hive down of its refining, supply and trading of oil products and petrochemicals sector - Granting of authorisations
- 3) Approval of the Company’s contractual agreement with the Chairman of the Board of Directors

Additionally, pursuant to articles 121 paragraph 4, 124 paragraph 6, 125, 126 and 128 of Law 4548/2018, the Company informs shareholders on the following:

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

The Extraordinary General Meeting of the shareholders of the Company on 10<sup>th</sup> of December 2021 will be held exclusively through audiovisual and electronic means (teleconference),



without shareholders' (or proxies') physical presence. Shareholders (or their proxies) will be able to attend the meeting in real time, to vote on the items of the agenda and to submit their questions, as described below (see B (c)).

Any person who has the shareholder capacity at the beginning of the fifth (5<sup>th</sup>) day i.e., at the beginning of the **5<sup>th</sup> December 2021 ("Record Date")** before the date of the Extraordinary General Meeting, the **10<sup>th</sup> December 2021**, may participate in the Extraordinary General Meeting. Each ordinary share is entitled to one (1) vote.

A person registered as a shareholder of the Company on the Record Date at the Dematerialized Securities System ("DSS") of the "HELLENIC CENTRAL SECURITIES DEPOSITORY SOCIETE ANONYME" or identified as such, on the Record Date, via registered intermediaries or other intermediaries in compliance with the provisions of the relevant legislation (Law 4548/2018, Law 4569/2019, Law 4706/2020 and Regulation (EU) 2018/1212) including the Operation Regulation of the Hellenic Central Securities Depository (Governmental Gazette B /1007/16.03.2021), is considered as shareholder vis-à-vis the Company and is entitled to participate and vote in the General Meeting.

The shareholding status verification can be made by any legal means and in any case according to the information that the Company receives from the "Hellenic Central Securities Depository S.A.", or through the participants and registered intermediaries in the central securities depository, in the case that the shares are kept in an omnibus account. A shareholder may participate in the General Meeting according with the confirmations or notices of articles 5 and 6 of the Regulation (EU) 2018/1212 which are provided by the intermediary except if the meeting denies this participation for a serious cause justifying its denial in accordance with the applicable provisions (art. 19 par.1 Law 4569/2018, art. 124 par.5 Law 4548/2018).

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

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

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

I. Shareholders may participate and vote in the General Meeting by proxy holders. Each shareholder may appoint up to three (3) proxy holders. However, if a shareholder has shares of the Company, that are held in more than one securities account, the above limitation shall not prevent the shareholder from appointing separate proxy holders for each of the securities account, where the shares are held with respect to the General Meeting. A proxy holder, acting on behalf of several shareholders, may cast votes differently in respect of shares held by each shareholder represented, according to given voting instructions. Legal entities may participate in the General Meeting by appointing up to three (3) individuals as proxy holders. The shareholder can appoint a proxy holder either for a sole General Meeting or for a number of General Meetings taking place within a determined time period. A proxy appointment can be recalled.

II. **It is noted that, specifically for the shareholder's** (or the Participants of the Securities Account of the DSS or another's intermediary acting as a custodian for the shareholder)



**participating by proxy** remotely in real time by teleconference **in the Extraordinary General Meeting of the 10<sup>th</sup> December 2021**, in case of appointment of more than one proxy holders, **the details of the first appointed proxy holder will be taken into consideration for identification purposes.**

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

The proxy holder is obliged to disclose to the Company, before the start of the General Meeting, any event, which might be useful to the shareholders in assessing the risk of the proxy holder pursuing any interest other than the interest of the represented shareholder. A conflict of interest within this context may in particular arise where the proxy holder:

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

The appointment as well as the revocation or the replacement of the representative or the proxy holder of the shareholder shall be made in writing and shall be submitted to the Company following the same procedure, at least forty-eight (48) hours prior the General Meeting and in case of shareholders identified via registered intermediaries or intermediaries through confirmations or notices in accordance with articles 5 and 6 of Regulation (EE) 2018/1212.

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

The Proxy Form will be available to the shareholders in an electronic form on the website of the Company (<https://www.helpe.gr/en/investor-relations/shareholders-meetings/extraordinary-general-meeting/>). These forms, completed and signed, with a duly verified signature, should be sent by the shareholder to the Company premises, at Chimarras 8a, 151 25 Maroussi, to the Shareholders' Services & Corporate Announcements Department (Contact Person: Mrs. Georgia Kallitsi) or by fax: 210-6302987, 210-6302986 or by email: [gkallitsi@helpe.gr](mailto:gkallitsi@helpe.gr), or [ir@helpe.gr](mailto:ir@helpe.gr), at least forty eight (48) hours prior to the General Meeting, **the latest by the 8<sup>th</sup> December 2021 at 12:00**. Each shareholder is requested to verify the successful dispatch of the proxy's appointment, revocation or replacement form and receipt thereof by the Company at +302106302979, +302106302980.

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

b) Voting by postal vote **prior** to the General Meeting

According to the provisions of article 12 par. 5 of the Company's Articles of Association, each shareholder has the right to vote remotely, before the General Meeting. In particular, shareholders, or their proxies, who wish to participate remotely in the voting on the topics of

the Extraordinary General Meeting to be held before the General Meeting, can make use of this option:

I. By exercising the right to vote before the Extraordinary General Meeting through the internet platform <https://axia.athexgroup.gr/> in which they have previously created an account and have successfully registered as mentioned above, during the period from 6<sup>th</sup> December 2021 at 12:00 and no later than twenty-four (24) hours before the date of the General Meeting (i.e., **no later than 9<sup>th</sup> December 2021, at 12:00**).

II. Or, by completing and submitting to the Company the "Postal Vote Form", for remotely voting, that the Company has made available on its website (<https://www.helpe.gr/en/investor-relations/shareholders-meetings/extraordinary-general-meeting/>), along with instructions for its completion.

Those of the shareholders, or their proxies, who wish to make use of this option must submit the Form completed, signed with a duly certified signature, to the Company's premises, at Chimarras 8a, 151 25 Maroussi, Athens Greece, to the Shareholders' Services & Corporate Announcements Department (Contact Person: Mrs. Georgia Kallitsi) or by fax at: 210-6302987, 210-6302986 or by email at: [gkallitsi@helpe.gr](mailto:gkallitsi@helpe.gr), or [ir@helpe.gr](mailto:ir@helpe.gr), within the period from December 6, 2021 at 12:00 and no later than twenty-four (24) hours before the date of the General Meeting (**i.e. the latest by 9<sup>th</sup> December 2021 at 12:00**).

Each shareholder or proxy is requested to verify the successful dispatch of the form and receipt thereof by the Company at tel. no +302106302979, +302106302980,

III. Or, by confirmations or notices in accordance with articles 5 and 6 of Regulation (EE) 2018/1212 provided by the intermediaries.

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

c) By Teleconference

In order for the shareholders to participate and vote in the Extraordinary General Meeting of 10<sup>th</sup> December 2021 remotely in real time through teleconference, they or their proxies, as the case may be, must create and use an electronic account at the online platform (the "e-Platform") that has been developed by the Athens Exchange Group to provide remote general meeting services, in real-time, by teleconference to listed companies on the website <https://axia.athexgroup.gr/>, while the WEBEX tools/services from Cisco Hellas SA is used for the video conference. To access the e-Platform, a computer or a smartphone or a tablet is required, with an installed internet browsing application and internet access.

In order for a shareholder or his/her proxy to create an account on the e-Platform, a valid electronic mail (email) account and a mobile telephone number are required by the shareholder or his/her proxy.

If, on accessing the e-Platform, the above information entered by the shareholder does not match the data registered and notified to the Company by the "Hellenic Central Securities Depository S.A." or via an intermediary, as part of its services to facilitate shareholder

identification for remote general meetings which are provided to listed companies, the shareholder must provide or update the above information, in order to create the account.

For this purpose, shareholders are requested to contact the Participant of the Securities Account of the DSS or another intermediary acting as a custodian for the shareholder, through which their shares are held, in order to notify and/or update their valid email address and mobile phone number for identification purposes.

Further instructions for participation in the General Meeting by teleconference are posted on the Company's website (<https://www.helpe.gr/en/investor-relations/shareholders-meetings/extraordinary-general-meeting/>) and will be sent by the Company via email to the shareholders who have completed the above procedure and are entitled to participate in the Extraordinary General Meeting.

Shareholders' can also contact the Shareholders' Services & Corporate Announcements Department daily from 9.00 to 17.00 (tel. +302106302979, +302106302980, fax: +30210 6302987, +302106302986/ email address: [gkallitsi@helpe.gr](mailto:gkallitsi@helpe.gr), or [ir@helpe.gr](mailto:ir@helpe.gr)) for any query they have or information they need.

Furthermore, starting with the publication of the present and until the end of the General Meeting, a help desk will operate that will provide information and support to shareholders and their proxies on matters referring to the technical support of the e-Platform at tel. No 210 3366120 or by e-mail at [AXIAeShareholdersMeeting@athexgroup.gr](mailto:AXIAeShareholdersMeeting@athexgroup.gr)

Shareholders will be able:

- I. to attend the General Meeting by using electronic or audio-visual means;
- II. to address to the General Meeting by submitting their questions during the meeting;

Whilst simultaneously through the e-Platform they will be able to:

- III. to vote in real time during the General Meeting on the topics of the agenda;
- IV. Receive notification on the registration of their vote.

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

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

a) At the request of shareholders representing 1/20 of the paid-up share capital, the Board of Directors of the Company is obliged to:

- I. include in the General Meeting Agenda additional items, provided that the relevant request is communicated to the Board at least fifteen (15) days before the General Meeting. The request for an additional item on the agenda must be accompanied by a justification or a draft resolution to be adopted in the General Meeting. The revised agenda is made available in the same manner as the initial agenda thirteen (13) days before the General Meeting and at the same time, it is made available to the shareholders on the Company's website, together with the justification or the draft resolution that had been submitted by the shareholders in line with article 123 paragraph 4 of Law 4548/2018,

II. make available to the shareholders the draft resolutions for the items included in the initial or revised agenda, in accordance with article 123 paragraph 3 of Law 4548/2018, at least six (6) days before the General Meeting, if the relevant request is communicated to the Board of Directors at least seven (7) days before the General Meeting.

b) Following a request of any shareholder submitted to the Company at least five (5) full days before the General Meeting, the Board of Directors is obliged to provide to the General Meeting the requested specific information on the Company's affairs, to the extent that this information is useful for the actual assessment of the items on the agenda. The Board of Directors may refuse to provide such information on reasonable grounds which must be recorded in the minutes. The Board of Directors may provide a single response to shareholders' requests with the same context. The obligation to provide information does not apply if the information requested is already available on the Company's website, especially in a question and answer format.

c) Following a request of shareholders representing 1/10 of the paid-up share capital, submitted to the Company at least five (5) full days before the General Meeting, the Board of Directors is obliged to provide to the General Meeting information on the course of the corporate affairs and the state of the Company's assets. The Board of Directors may refuse to provide such information on reasonable grounds, which must be recorded in the minutes. Respective deadlines also apply in the event of a Repeated General Meeting in relation to the exercise of the rights of minority shareholders.

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

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

Shareholders or their proxies, who will participate in the teleconference of the Extraordinary General Meeting in accordance with the above mentioned under B (c), will be able to submit their questions during the meeting on the issues of the agenda.

In any case, for the optimal preparation and coordination of the General Meeting, shareholders are provided with the option to send in advance and in writing their questions, to the Shareholders' Services & Corporate Announcements Department by e-mail at [gkallitsi@helpe.gr](mailto:gkallitsi@helpe.gr), or [ir@helpe.gr](mailto:ir@helpe.gr), or by fax: 210-6302987, 210-6302986 **no later than 8<sup>th</sup> December 2021 at 12:00.**

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

The present invitation, the documents to be submitted to the Extraordinary General Meeting, the draft resolutions of each item of the agenda, the total number of shares and voting rights, that these shares incorporate on the date of the invitation, the proxy and proxy revocation forms, the postal vote form, the remote participation form and any other information provided by Article 123 paragraphs 3 and 4 of Law 4548/2018 are available in electronic form on the Company's website (<https://www.helpe.gr/en/investor-relations/shareholders-meetings/extraordinary-general-meeting/>).



Shareholders' can also contact the Shareholders' Services & Corporate Announcements Department daily from 9.00 to 17.00 (tel. +302106302979, +302106302980, fax: +30210 6302987, +302106302986/ email address: [gkallitsi@helpe.gr](mailto:gkallitsi@helpe.gr), or [ir@helpe.gr](mailto:ir@helpe.gr)) for any query they have or information they need.

The Company invites shareholders to follow its website (<https://www.helpe.gr/en/investor-relations/shareholders-meetings/extraordinary-general-meeting/>), for any subsequent announcements regarding the upcoming Extraordinary General Meeting.

Maroussi, 17<sup>th</sup> November 2021  
By order of the Board of Directors

IOANNIS PAPATHANASIOU  
CHAIRMAN OF THE BOARD OF DIRECTORS