



**INVITATION  
FOR THE SHAREHOLDERS OF THE COMPANY  
HELLENIC PETROLEUM SA  
(S.A.REG. No. 2443/06/B/86/23)  
TO THE EXTRAORDINARY GENERAL MEETING**

Pursuant to the Law and the Company's Articles of Association and, following the Board of Directors' decision no.1177 taken during its meeting at 29/12/2011, the Shareholders of the Societe Anonyme under the name HELLENIC PETROLEUM SA are invited to attend the Company's Extraordinary General Meeting of Shareholders to be held at the Company's premises at Aspropyrgos (17<sup>th</sup> km of Athens - Corinth National Road), on Monday 30th January 2012, at 10.00 in order to discuss and decide upon the following sole item of the Agenda:

**“Granting of the special permission provided by Article 23a C.L. 2190/1920 for the conclusion of a Memorandum of Understanding between “Hellenic Petroleum S.A.”, the Hellenic Republic and the “Hellenic Republic Asset Development Funds S.A.” for the joint sale of their participations in DEPA Group”.**

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

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

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

Any person appearing as a shareholder of the Company's ordinary shares in the registry of the Dematerialized Securities System (“DSS”) managed by Hellenic Exchanges S.A. (“HELEX”), in which the shares of the Company are recorded, has the right to participate in the Extraordinary General Meeting of 30 January 2012. Proof of qualification as a shareholder should be made either via a relevant written certification of the above organization or, alternatively, via electronic verification through the direct electronic link of the Company with the records of the Hellenic Exchanges S.A. Proof of qualification as a shareholder should exist at the latest by 25.01.2012 (Record Date), that is the fifth (5) day prior to the Extraordinary General Meeting (30.01.2012) and the relevant written certification or the electronic verification of shareholder status must have been received by the Company by the 3rd day before the date of the Extraordinary General Meeting, i.e. on 27.01.2012 (working hours).

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

The exercise of the above rights does not entail pledging of shares, or any other similar process, restricting the possibility of sale and transfer of shares during the period between the Record Date and the Extraordinary General Meeting.

**B. PROCEDURE FOR VOTING BY PROXY**

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

The proxy holder is obliged to disclose to the Company, before the commencement of the Extraordinary 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 the management of the Company, or of a controlling shareholder or another entity controlled by the controlling shareholder;
- (iii) Is an employee or an auditor of the Company, or of a controlling shareholder or an entity controlled by such shareholder;
- (iv) Is a spouse or relative (1st degree) with an individual referred to in points (i) to (iii).

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

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

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

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

- a. Shareholders representing 1/20 of the paid-up share capital may request from the Board of Directors of the Company to include in the Extraordinary General Meeting Agenda additional items, provided that the relevant request is communicated to the Board at least 15 days before the Extraordinary 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 Extraordinary General Meeting. The revised agenda is made available in the same manner as the initial agenda 13 days before the Extraordinary General Meeting and at the same time, it is made available to the shareholders on the Company's website, together with the justification or the draft resolution that had been submitted by the shareholders in line with article 27 paragraph 3 of C.L. 2190/1920.
- b. Following a request of shareholders, representing 1/20 of the paid-up share capital, the Board of Directors makes available to the shareholders the draft resolutions for the items included in the initial or revised agenda, in accordance with article 27 paragraph 3 of C.L. 2190/1920, at least 6 days before the Extraordinary General Meeting, if the relevant request is communicated to the Board of Directors at least 7 days before the Extraordinary General Meeting.
- c. Following the request of any shareholder, communicated to the Company at least 5 full days before the Extraordinary General Meeting, the Board of Directors must provide to the Extraordinary General Meeting, the requested specific information with respect to the Company's affairs, to the extent that this information is useful for the actual assessment of the items on the agenda. The Board of Directors may refuse to provide information on the grounds of a substantial cause, which must be mentioned in the minutes. The Board of Directors may provide a universal response to requests of shareholders of the same nature. The obligation of providing information is not valid if the relevant information is already available in the Company's website, especially in a question and answer format.
- d. Following a request of shareholders representing 1/5 of the paid-up share capital, which is communicated to the Company 5 complete days before the Extraordinary General Meeting, the Board of Directors must provide to the Extraordinary General Meeting information with respect to the course of the Company affairs and the financial situation of the Company. The Board of Directors may refuse to provide this information on reasonable grounds, which must be mentioned in the minutes. Respective terms for exercise of minority rights also apply to any Repeat General Meetings.

In the aforementioned cases, the shareholders who are communicating a request, must provide proof of their qualification as shareholders, as well as the number of shares held by them at the moment of the exercise of the relevant right. The presentation of a certification of the Hellenic Exchanges S.A or the verification of a shareholder's qualification through the direct electronic link of

the Hellenic Exchanges S.A with the Company, are recognized as such proofs.

### **AVAILABLE DOCUMENTS**

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

### **AVAILABLE INFORMATION**

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

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

Maroussi, 12.29.2011

By order of the Board of Directors

CHRISTOS –ALEXIS KOMNINOS  
CHAIRMAN OF THE BOARD OF DIRECTORS