Adaptation of the Articles of Association of "HELLENIC PETROLEUM S.A. (the " Company") according to the provisions of Law 4548/2018 as in force

The Shareholders of the Company are informed that the new Law 4548/2018 "Reform of the Law of Societe Anonymes", published in the Government Gazette Bulletin (Issue A'/ no 104) on 13th June 2018, as amended, came into force as of 1.1.2019 (hereinafter the "Law"). The Law aligned the Greek law to Directive 2007/36/EC, as amended by Directive (EE) 2017/828. Following the entry into force of the Law, the Company's Articles of Association necessitates amendment in order to adapt to its provisions.

In light of the above, the following articles of the Company's Articles of Association are proposed to be amended:

CHAPTER A'

Corporate name - Siege Sociale - Duration - Object

Article 3

Duration

Amendment of the Company's duration, which is provided as indefinite in accordance with article 8 of the Law.

The Company's duration shall expire on December 31st, 2100. The Company's duration may be extended upon resolution of the General Assembly of shareholders be indefinite.

Article 4

Object

In paragraph 4, reference to affiliated entities is replaced with article 32 of law 4308/2014, which applies now.

4. The provision of any kind of services of administrative, financial, organizational and functional support, service and information to legal entities affiliated to the <u>companyCompany</u>, under the meaning of art. <u>42e par. 532</u> of <u>C.</u>L. <u>2190/19204308/2014</u>, as in force, in Greece and Abroad.

Article 6 Share capital increase

Article is adapted to the wording of articles 23-28 of the Law referring to the ordinary and extraordinary increase of the Company's share capital.

- 1. The share capital of the Company is increased upon resolution of the General Assembly, in accordance with the provisions regarding quorum and majority of article 14 of these Articles of Association. With the same quorum and majority the General Assembly may decide the issuance of a bond loan, by issuing bonds that are convertible into shares. Within its terms, and pursuant to the conditions that shall be set by the bond loan, it can be defined that the bonds will be mandatorily converted into shares.
- 2. Without prejudice to par. 4 of this article, during the first five years as of the date that this present is set into force or withina) Within five years as of the respective resolution of the General Assembly, that is taken with the quorum defined in Article 130 par.3 and the majority defined in Article 132 par.2 of L. 4548/2018, the Board of Directors has the right, through a decision that is taken with the quorum and majority defined in C.L. 2190/1920:

a) of at least 2/3 of the total number of its members, to increase the share capital upon issuance of new shares. The sum of the capital increase cannot exceed three times the paid up initial share capital or amount of the share capital paid up on the date of the respective resolution of the General Assembly. For the rest of the terms, the provisions of article 24 of L.4512/2018 are applicable.

- b) Within five years of the respective resolution of the General Assembly, that is taken with the quorum defined in article 130 par.3 and the majority defined in article 132 par.2 of L. 4548/2018, the Board of Directors has the right, through a decision that is taken with the quorum and majority of at least 2/3 of the total number of its members, to issue a bond loan by issuing bonds convertible bond loaninto shares for a sum not exceeding halfthree times the amount of the paid up share capital. In such case, on the date of the respective resolution of the General Assembly. For the rest of the terms, the provisions of paragraphs 2 and 3 of article 3a of C.L. 2190.1920 as in force, shall apply. article 71 of L.4512/2018 are applicable.
- <u>c)</u> The above power of the Board of Directors may be renewed, <u>pursuant to the aforementioned</u>, by the General Assembly for a time period not exceeding five years for each renewal.
- 3. Without prejudice to the provisions of par. 4 of this article, the General Assembly has the right, through decision taken according to the provisions regarding quorum of articles 29 par. 1 and 2 of C.L. 2190/1920 and the provisions regarding majority of art. 31 par. 1 of the same, to increase the share capital in part or in whole by issuing new shares, up to a total of five times the initial paid up share capital.

<u>6.</u>

- 4. As an exception to the provisions of the above two paragraphs, when the company's reserves exceed one quarter (1/4) of the paid-up share capital, a decision of the General Meeting taken with the exceptional quorum and majority of art. 14 of these Articles of Association shall always be required.
- 5. The share capital increase resolved in accordance with par. 2 and 3 shall not constitute amendment of the Articles of Association.
- 6. Any other share capital increase shall be take place by amendment of these Articles of Association, in accordance with the provisions of articles 9 and 14 of these Articles of Association.
- 7. a) In the event of share capital increase paid in cash, the Board of Directors of the company shall submit to the General Assembly a report reflecting the general guidelines of the investment plan of the company, an indicative implementation time schedule, as well as a report on the use of funds raised from the preceding capital increase, if less than three years have lapsed since the last capital increase. The respective resolution of the General Assembly shall include the above data, as well as the entire content of the report.
- b) If the resolution for the share capital increase is taken by the Board of Directors in accordance with the provision of par. 2 of this article, all the data of the above section (a), shall be mentioned in the minutes of the Board of Directors.

c) Significant deviation in the use of raised funds from that described in the newsletter and in the resolutions of the General Assembly or the Board of Directors, as provided in sections a and b above, may be resolved by the Board of Directors of the Company with majority of ³/₄ of its members and approval of the General Assembly convoked to that end. This provision does not refer to deviations occurred before this provision was set into force.

Such resolution is notified to Athens Exchange, to the Capital Market Commission and to the Ministry of <u>Economy and</u> Development, notwithstanding any other notification obligations provided in the applicable legislation.

Article 7 Shares

Minor amendments to include correct reference to "Dematerialized Securities System" and the "Hellenic Central Securities Depositary S.A."

- 2. The <u>share titlesshares</u> of the Company are kept in an accounting form, are intangible, and the date of their registration in the Company's records at the "<u>Hellenic</u> Central Securities Depository S.A.", is considered as their date of issuance.
- 3. A person registered in the <u>records of Dematerialised Securities System</u> (D.S.S) kept by the <u>Company at the "Hellenic Central Securities Depository S.A.", "Company,</u> is considered as shareholder against the Company, notwithstanding the provisions of article 8b of C.L. 2190/1920.

CHAPTER C General Assembly – Greek State Rights

Article 9 Powers of General Assembly

The 1st paragraph is adapted to the provision of article 117 of the Law. Reference in specific issues listed in the paragraph as being in the sole competence of the General Assembly to decide as well as the 2nd paragraph are deleted as mere repetition of the provisions of article 117 of the Law.

1. The General Assembly of shareholders of the Company is its ultimate body and, except if otherwise provided in these Articles of Association, is entitled to resolve upon any matter related to the Company and more specifically. The

General Assembly is solely in charge to decide on the issues referred in article 117 of L. 4548/2018, as applicable.

- (a) amendments of the Articles of Association, including share capital increase or decrease, without prejudice to the provisions of article 6 of these Articles of Association. The resolutions for the amendment of these Articles of Associations are valid, provided that such amendment is not prohibited by an explicit provision of these Articles of Association or by law.
- (b) election of the members of the Board of Directors, the auditors and the internationally acknowledged auditor.
- (c) approval of the annual financial statements of the Company
- (d) distribution of annual profits
- (e) merger, division, transformation, revival, extension of duration or dissolution of the Company
- (f) appointment of liquidators
- 2. The provisions of the above paragraph do not apply to:
- a) capital increases resolved by the Board of Directors, in accordance with article 6 par.2 of these Articles of Associations and paragraph 14 of article 13 of C.L. 2190/1920, as well as for capital increase imposed by other legal provisions,
- b) amendment of the Articles of Association by the Board of Directors in accordance with article 11 par. 5, article 13
- 2-par.-13 and article 13a par. 2 of C.L. 2190/1920.
- e) potential election of directors in replacement of directors who resigned, passed away or in any other way lost their capacity as directors, as provided in article 20 par. 3 sec. b of these Articles of Association.
- (d) distribution of profits or provisional reserves during the current fiscal year upon resolution of the Board of Directors, provided that a respective authorization has been granted by the Annual General Assembly.
- 3. Each shareholder having fully paid shares and voting rights, participates in the General Assembly of shareholders of the Company in proportion to the number of shares owned by such shareholder.

Article 10 Convocation of the General Assembly

Article is adapted to the wording and references of the Law. In particular, the Annual General Assembly will be convened and extended to the fullest point of the Law, i.e. the timeframe of six months from the expiration of each financial year is replaced by the tenth calendar day of the ninth month after the end of each financial year.

- 1. The General Assembly of shareholders of the Company is convoked by the Board of Directors and convenes a meeting at the registered seat of the Company or elsewhere as provided in article 25 of C.articles 119 et seq., L. 2190/1920,4548/2018, as applicable, mandatorily at least once ain every fiscal year and always within at the first six months as of latest on the tenth (10th) calendar day of the ninth month after the end of the fiscal year. The Board of Directors may extraordinarily convoke the, in order to reach a resolution for the approval of the annual financial statements and for the election of auditors (regular general assembly). The General Assembly of shareholders of the Company may extraordinarily convoke whenever required by the respective special provisions or whenever the Board of Directors deems the convokation advisable or necessary. (extraordinary general assembly).
- 2. The Board of Directors shall convoke the General Assembly of shareholders upon request of the auditors of the Company within ten (10) days as of the service of the respective request to the Chairman of the Board, specifying the items on the agenda included in the request.

Article 11 Invitation for the General Assembly

Article is adapted to the wording and the references of article 121 of the Law.

- 1. The <u>invitation for the General Assembly is convokedshall be published</u> at least twenty (20) <u>full days prior to the date of the scheduled meeting.</u> The invitation for the General <u>MeetingAssembly</u> must clearly mention the <u>exact address of the building, date, day and time of the meeting, the items on the agenda explicitly, the shareholders who have the right to participate, the website domain name of as well as precise instructions on how shareholders will be able to participate in the companyassembly and exercise their rights in person or through a representative or, where appropriate, remotely. In addition to the full text of above, the invitation is posted, as well as the information provided in article 27 par. 3 of C.L. 2190/1920 and also includes information regarding:</u>
- a) shareholders' right provided in article 18 of the present, referring with reference to the time period within which they can exercise each of their rights, the respective deadlines provided in article 18 or alternatively to the final date by

- which they can exercise such rights. <u>More detailed Detailed</u> information regarding such rights and the terms for exercising such rights shall be available on the <u>company's Company's</u> website <u>domain name</u> and the invitation shall include a specific reference thereto,
- b) the procedure for exercising the voting right through a representative and especially the forms used by the <u>companyCompany</u> to that end, as well as the means and methods provided in the articles of association, according to article 12 par. 2 and 3 of the present, for the acceptance of appointment and revocation of representatives via electronic means,
- c) procedures for exercising voting rights by mail or via electronic means, if applicable, as provided in article 12 of these Articles of Association,
- d) determines the recording date, as provided in article 12 par. 4 of these Articles of Association, indicating that only persons that are shareholders on that date shall have the right to participate and vote at the general assembly,
- e) notify the place where the full text of the documents and draft resolutions are available, as provided in cases c and dparagraph 4 of article 27 par. 3123 of C.L. 2190/19204548/2018, as well as the way to receive such documents and f) mention the website domain name of the companyCompany, where the information provided in article 27123 par. 3 and 4 of C.L. 2190/19204548/2018 is available.
- 2. The invitation is posted at a visible place in the offices of the Company and for the General Assembly is published:
- a) ten (10) days before the meeting in the Government Gazette, Bulletin of SAs and Ltds
- b) twenty (20) days before the meeting through its listing in the Company's section on the company's website.
- 3. When article 18 par. 2 of these Articles of Association applies, the publication on the company's website includes at least an explicit reference that the revised agenda is published. Apart from the publication on the company's website General Electronic Commercial Registry. Further, the full text of the invitation is also published within the deadline provided in article 26 par. 1 of C.L. 2190/1920par. 1 and on the Company's website, and is made public within the same deadline, in a manner ensuring the fast and non-discriminatory access thereto, with means considered as reliable at the discretion of the Board of Directors, for the effective dissemination of information to the investors, especially through national and pan-European print and electronic media. The companyCompany may not impose on the shareholders a special charge for the publication of the invitation for the convocation of the general assembly General Assembly in any of the above manners.

- 3. For the application of article 18 par. 2 hereof, posting on the Company's website shall include at least an explicit indication that a revised agenda is being published.
- 4. For the calculation of the above deadlines, holidays are also counted. The date of publication of the invitation for the General Assembly on the company's website, as well as the date of the meeting are not counted.
- 5. As for repeat General Assemblies, the above deadlines are shortened by half.
- 6. No invitation is required for the convocation of the General Assembly if shareholders representing the total share capital are present or represented at the meeting and nobody objects to the holding of the meeting and the decision making.

Article 12 Participation in the General Assembly

Article is adapted to the wording and references of the Law. The possibility of remote participation in the voting on the items of the General Assembly, either by written correspondence or by electronic means, is provided in accordance with the provisions of the Law.

- 1. Each shareholder is entitled to participate and vote at the General Assembly. For the exercising of the above rights, share blocking or compliance with any other similar procedure restricting the sale and transfer of shares during the time period between the recording date, as defined in paragraph 4 of the present, and the date of respective meeting of the General Assembly, is not required. The shareholder participates in the General Assembly and votes either in person or through representative. A representative acting on behalf of more than one shareholder may vote differently for each shareholder. Legal entities participate in the General Assembly by appointing as representatives Each shareholder may appoint up to three (3) individuals representatives, shareholders or not.
- 2. A shareholder may appoint a representative for one and only General Assembly or for several meetings that will take place within a specific time period. The representative shall vote according to the instructions given by the shareholder, if any, and shall archive the voting instructions for at least one (1) year, as of the submission of the Minutes of dateof the General Assembly to the competent authorities, or if the resolution is subject to publication formalities, in case that it was postponed, as of its registration in the Registrythe last repeat assembly in which he made use of the power of attorney. Any case of Societe Anonymes.

Nonnon compliance of representative with such instructions does not affect the validity of the resolutions of the General Assembly, even if the representative's vote was decisive, to achieve majority.

- 3. The shareholder's representative shall notify to the Company, before the commencement of the meeting of the General Assembly, any specific event that could be useful to the shareholders for assessing the risk of the representative serving interests other than those of the shareholder. A conflict of interests may especially arise, under the meaning of this paragraph, when the representative: a) is a shareholder controlling the Company or is another legal person or entity controlled by such shareholder
- b) is a member of the Board of Directors or the management of the Company in general or of the shareholder controlling the Company or other legal person or entity controlled by the shareholder controlling the Company
- c) is an employee or chartered auditor of the Company or the shareholder controlling the Company or other legal person or entity controlled by the shareholder controlling the Company
- d) is a spouse or relative of first degree of one of the individuals referred to in cases a to c above

The appointment and revocation <u>or replacement</u> of a shareholder's representative shall be made in writing or via electronic means and shall be notified to the Company in the same manner at least <u>three (3) days48 hours</u> prior to the scheduled date for the meeting of the General Assembly. The notification of appointment and revocation of a representative may take place via electronic means (email). The invitation for the General Assembly may indicate one or more email addresses for notifications via email or another effective method for notifying such appointment or revocation of representative via electronic means. Each shareholder shall be entitled to appoint up to three (3) representatives.

However, if a shareholder holds shares of <u>athe</u> Company, appearing in more than one securities accounts, the above restriction does not prevent the shareholder from appointing different representatives for the shares appearing in each securities account with respect to a specific General Assembly.

4. Any person appearing as shareholder in the records of the institution where the securities of the Company are kept (E.X.A.E.), is entitled to participate in the General Assembly. The shareholder's capacity is proven by submission of the respective written certificate of the above institution or alternatively directly through online connection of the Company with the records of such institution. The shareholder's capacity shall exist at the beginning of the fifth (5th) day before the scheduled meeting of the General Assembly (recording date) and the

respective written certificate or electronic certification regarding a person's capacity as shareholder shall be received by the Company the latest on the third (3rd) day before the day of the General Assembly. Shareholders meeting the above typical criteria are entitled to participate at a repeat General Assembly. The capacity of shareholder shall exist on the fourth (4th) day before the date of the meeting of the repeat General Assembly (recording date of repeat General Assemblies), and the respective written certificate or electronic certification regarding a person's capacity as shareholder shall be received by the Company on the third (3rd) day before the meeting of the General Assembly the latest.

- 5. The Board of Directors must record in the table of persons entitled to vote at the General Assembly, as provided in article 27 par. 2 of C.L. 2190/1920, all the shareholders having complied with the provisions of this article.
- 6. Only a person having the capacity of shareholder on the recording date shall be considered against the Company as having the right to participate and vote at the General Assembly. A shareholder not complying with the provisions of this article shall be entitled to participate in the General Assembly only upon its authorization.
- 7. Anyone who has the shareholder's capacity at the commencement of the fifth (5th) day, prior to the day of the initial meeting of the General Assembly (record date), is entitled to participate in the General Assembly (initial and repeat meeting) The above record date shall also apply in the case of postponement or repetition of the Assembly, provided that the postponement or repetition is held no later than thirty (30) days from the record date. If this is not the case or if a new invitation is issued, following a repeat General Assembly in accordance with Article 130, the person who is entitled to participate in the General Assembly shall be the one that has the shareholder capacity at the commencement of the third (3) day prior to the day of the postponed or repeated General Assembly. Proof of the shareholder's capacity can be obtained by any legal means and in any case based on information received by the Company from the central securities repository, given that it provides registry services or, in all other cases, through the participating and registered intermediaries in the central securities repository.
- 5. It is provided the possibility of participation in the voting remotely, by correspondence or by electronic means, held before the meeting, according to the provisions of Article 126 L. 4548/2018, as applicable.
- <u>6.</u> The Company shall ensure the equal treatment of shareholders being in the same position.
- 8. When a shareholder grants to a Bank an authorization for exercising the shareholder's voting rights at general assemblies, the provisions of article 28a par. 1 to 3 of C.L. 2190/1920 shall apply as for the rest.

Article 13 Simple quorum - majority

Article is adapted to the wording of articles 124-128 of the Law.

- 1. The General Assembly is in quorum and validly convenes on the items on the agenda when at least one-fifth (1/5) of the paid-up share capital is present or represented therein.
- 2. In case such quorum is not reached in the first meeting, the General Assembly convenes again within twenty (20) days as of the date the General Assembly cancelled, giving an invitation at least ten (10) <u>full</u> days earlier.
- 3. No new invitation is required, as long as the place and time of the repeat meetingsmeeting are specified in the initial invitation, as provided for by Law, in case the quorum required is not reached, provided that at least ten (10 five (5) full days have elapsed between the meeting cancelled and the repeat one. Such repeat Assembly is in quorum and holds a valid meeting on the initial items on the agenda, regardless of the paid-up share capital being represented therein.
- 4. The resolutions of the General Assembly, including the resolutions of the Special General Assembly under Article 21 hereof, are taken with absolute majority of the votes represented therein.

Article 14 Extraordinary quorum and majority

Article is adapted to the wording and references of article 130 and 132 of the Law.

- 1. Exceptionally, with regards to resolutions related to:
- a) a change in the company's nationality,
- b) a change in the company's purpose; business object
- c) the issuance of bond loan with bonds convertible to shares, while the issuance of other bond loans remains the responsibility of the Board of Directors;
- d) an increase of shareholders' obligations;

- e) <u>ana regular</u> increase of the share capital, without prejudice to the provisions of Article 6 hereof or as imposed by a special Law or through capitalization of reserves;
- f) a decrease of the share capital, unless effected in accordance with par. <u>5 of Article 21 or par.</u> 6 of Article <u>1649</u> of L. <u>2190/19204548/2018</u>;
- g) a change in the distribution of profits method;
- h) the restriction or abolition of the pre-emptive right of the old shareholders in case of the share capital increase, which is not realized by contribution in kind, or byof the issuance of convertible bonds;
- i) the merger, split, conversion, revival, extension of duration or dissolution of the Company, or
- j) the granting or renewal of powers to the Board of Directors regarding the increase of share capital or the issuance of a bond loan by issuance of bonds convertible into shares, pursuant to the provisions of Article 6 par. 2(b) hereof; k) any amendment of this Article;
- the Assembly is in quorum and is convening validly on the items on the agenda, if $\frac{2}{3}$ one half $\frac{1}{2}$ of the paid-up share capital is present or represented therein.
- 2. In case the quorum of the above paragraph is not achieved in the first meeting, the first repeat meeting convenes upon invitation within twenty (20) days from such meeting according to par. 3 of article 13 hereof, and following a prior invitation of at least ten (10) days; such repeat meeting is in quorum and holds a valid meeting on the initial items on the agenda when at least one half (1/2) of the paid-up share capital is represented therein.
- 3. If the quorum is not also met, a repeat Assembly is also invited and convenes within twenty (20) days upon a prior invitation of at least ten (10) days; such repeat Assembly is in quorum and holds a valid meeting on the initial items on the agenda, when the one fifth (1/5) of the paid-up share capital is represented therein.
- 4. Exceptionally, the resolutions regarding the items set forth in paragraph 1 of this Article are taken with a majority of two thirds (2/3) of the votes represented in the General Assembly.

Article 16 Agenda – Minutes

Article is adapted to the wording of article 121 and 134 of the Law. Paragraph 5 is repealed as superseded and not complying with the provision of the Law.

1. The discussions and resolutions of the General Assembly are limited to the items set out in the agenda published, according to Article 11 hereof, and registered in a summary form in a special book. Upon request of any shareholder, the Chairman of the Assembly shall proceed with the registration of an exacta summary of such shareholder's opinion in the minutes.

The Chairman of the Assembly shall be entitled to refuse to register an opinion if it is clearly irrelevant to the agenda or if its content is manifestly contrary to the accepted principals of morality or the law.

- 2. A list of the shareholders present or represented in the General Assembly, which is prepared under par. 2 of Article 27 of C.L. 2190/1920, is also registered in the book of Minutes.
- 3. Any copies or extracts of the Minutes of the General Assembly are issued and ratified by the Chairman of the Board of Directors or his/her deputy.
- 4. The Board of Directors of the <u>companyCompany</u> is responsible for the publication of the voting results on the website within five (5) days at the latest from the General Assembly date, specifying at least for each resolution the number of shares for which valid votes were given, the percentage of the share capital represented by these votes, the total number of the valid votes, as well as the number of absents.
- 5. Should only one shareholder is present at the General Assembly, a notary public countersigning the minutes of the General Assembly shall also be present.

Article 17

<u>Approval of overall management - Release of the members of the Board</u> of Directors and the Auditors

Article is retitled and its context is adapted to the wording and references of the Law regarding the approval of the overall management of the Company's Board of Directors in accordance with article 108 of the Law.

Following the approval of the annual financial statements, the General Assembly, upon a special voting effected by roll call, decides upon an open vote, may approve the release overall management in regard to the relevant financial year. However, the resignation of the Members Company from its claims against the members of the Board of Directors and the Auditors from any indemnity or other persons or the settlement of the Company with them may take place only under the conditions of paragraph 7 of Article 102 of L. 4548/2018. In the proceedings for compensation of the company due to the liability—of the members

of the Board in accordance with Articles 102 et seq. of L. 4548/2018, the above approval shall be taken into account.

Members of the Board of Directors are entitled to participate in such voting for the releaseapproval of overall management of the Board of Directors, only if thethey own shares or as representatives of other shareholders, provided that they are they are accordingly authorized upon explicit and specific voting instructions. The same also applies to company employees. The release of the Members of the Board of Directors is always subject to the prohibitions under C.L. 2190/1920 and especially Articles 10, 22a, 22b, 23 and 23a of By the same Law. procedure as above, the General Assembly may approve the release of the auditors in accordance with article 117paragraph 1.(c) of L. 4548/2018.

Article 18 Minority rights

Article is adapted to the provisions of articles 141 - 144 of the Law. The percentage of the paid up share capital that the Company's shareholders must represent in order to request information on the course of the corporate affairs and the state of the Company's assets, is amended (reduced) to one tenth of the paid-up share capital.

- 1. Upon request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors shall convene an Extraordinary General Assembly by determining a meeting date not later than forty five (45) days from the request delivery to the Chairman of the Board of Directors. Such request shall indicate the object of the agenda. In case the General Assembly is not convened by the Board of Directors within twenty (20) days as of the request delivery date, it is then convened by the shareholders submitting the request with Company's expenses, upon a decision issued by the Single-Member Court of First Instance of the siege sociale region of the Company according to the interim measures proceedings. The place and the time of the meeting, as well as the agenda are specified in such decision. This decision is not challenged by appeal. The Board of Directors shall convoke the General Assembly in accordance with the general provisions or make use of the procedure provided for in Article 135 of L. 4548/2018, unless the requesting shareholders exclude the latter option.
- 2. Upon request of the shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors is obligated to include additional items in the agenda of the General Assembly already convened, if the respective

request is received by the Board of Directors at least fifteen (15) days prior to the General Assembly. The request regarding the inclusion of any additional items on the agenda shall be accompanied by justification or by a resolution draft to be approved by the General Assembly and the revised agenda shall be published in the same way as the previous agenda, thirteen (13) days prior to the General Assembly date, while at the same time it shall be available to the shareholders on the website of the Company, along with the justification thereof or with the resolution draft submitted by the shareholders under par. par.3 of Article 27 of C.L. 2190/19204 of article 123 of L. 4548/2018 If these issues are not published, the requesting shareholders are entitled to request postponement of the General Assembly, in accordance with paragraph 5 of this article, and to publish themselves, at the expense of the Company, in accordance with the provisions of the second alinea of this paragraph.

2a. Upon request of shareholders as Shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors at least six (6) days priorare entitled to the General Assembly date, shall make available to the shareholders, according to the provision of Article 27 par. 3 of C.L. 2190, submit any resolution drafts with regards to items included in the initial or the revised agenda, provided that the The respective request is received by the Board of Directors at least seven (7) days prior to the General Assembly date and the draft resolutions shall bemade available to shareholders as defined in paragraph 3 of Article 123 of L. 4548/2018 at least six (6) days before the date of the General Assembly.

2b4. The Board of Directors is not obligated to proceed with the inclusion of the items on the agenda nor with the publication or disclosure thereof along with the respective justification and the resolution drafts submitted by the shareholders, according to the above paragraphs 2 and 2a3 respectively, if the content thereof is clearly contrary to law and good morals.

35. Upon request of a shareholder or the shareholders representing one twentieth (1/20) of the paid-up share capital, the Chairman of the Assembly is obligated to postpone only once the decision making procedure by the Annual or the Extraordinary General Assembly for all or certain issues, by determining the date specified in the shareholders' request as the date for the continuation of the meeting, which in no case shall be later than thirty (30twenty (20) days from the postponement date. The General Assembly following the postponement is considered as a continuation of the former one and the repeat of the publication formalities with respect to the invitation of the shareholders is not required, while new shareholders may attend thereat, in accordance with the provisions of Articles 27 par. 2 and 28 a of C.L. 2190/1920 relevant formalities for participation (Article 124 par. 6 of L. 4548/2018).

46. Upon request of any shareholder submitted to the Company at least five (5) full days prior to the General Assembly, the Board of Directors shall provide the General Assembly with the necessary specific information on the Company's affairs, insofar as such information is useful for the actual assessment of the items on the agenda. The Board of Directors may respond by giving a single answer to the shareholders' requests with the same content. In case such information is already posted on the website of the Company, especially in the form of questions and answers, there is no such obligation to provide information. Also, upon request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors is obligated to announce to the Annual General Assembly the amounts paid to each member of the Board of Directors or the managers of the Company during the last two years, as well as any benefit awarded to these persons arising under any cause or agreement of the Company with them. In all the above cases, the Board of Directors may refuse to provide information on sufficient and substantial grounds mentioned in the minutes. Such grounds may be, depending on the circumstances, the representation of the requesting shareholders in the Board of Directors, pursuant to par. 3toArticles 79 or par. 680 of Article 18 of C.L. 2190/204548/2018.

57. Upon request of shareholders representing one fifthtenth (1/510) of the paid-up share capital, such request being submitted to the Company within the deadline set forth in previous paragraph, the Board of Directors shall provide the General Assembly with information on the course of the corporate issues and the financial status of the Company. The Board of Directors may refuse to provide such information on sufficient and substantial grounds mentioned in the minutes. Such grounds may be, depending on circumstances, the representation of the requesting shareholders, pursuant to par. 3Articles 79 or par. 680 of Article 18 of C. L. 2190/204548/2018, provided that the corresponding members of the Board of Directors have been adequately informed.

68. In the cases of the second section of par. 46 and par. 57 of this Article, any dispute on the merits of the justification of the Board's refusal to provide such information shall be resolved by the Single-Member Court of First Instance of the siege sociale region of the Company upon its court decision issued according to the interim measures proceedings. Upon this court decision the Company is obligated to provide the denied information. The decision is not challenged by appeal.

79. In case of a request of shareholders representing one twentieth (1/20) of the paid-up share capital, the decision making procedure regarding any item on the agenda of the General Assembly is carried out by roll call open vote.

810. The following are entitled to request the audit of the Company by the Single-Member Court of First Instance of the region of the Company's siege sociale, which decides on an application of exparte procedure: a) shareholders of the

Company representing at least one twentieth (1/20) of the paid-up share capital, b) the Capital Market Commission, as regards the companies with shares listed in the stock exchange or with shares offered to the public either for the payment of the share capital or for the disposal of the existing shares and c) the Minister of Development or the competent supervising authority, as the case may be. The Commission The abovementioned audit is ordered in the event that there is suspicion of actions violating the provisions of law or the Articles of Association of the Company or the resolutions of the General Assembly. In any case, the audit application must be submitted within three (3) years as of the approval of the financial statements of the fiscal year, within which the actions complained perpetrated.

911. The shareholders of the Company representing one fifth (1/5) of the paid up share capital are entitled to request the audit of the Company by the court, as long as it is believed, and based on specific evidence, that the management of the corporate affairs is not exercised in accordance with the sound and prudent management principles.

1012. The Court may hold that the representation of the requesting shareholders in the Board of Directors, in accordance with articles 79 or 80 of L. 4548/2018, does not justify the request of the shareholders pursuant to this article.

13. In all cases of this Article, the requesting shareholders shall prove their capacity as shareholders as well as the number of shares they hold upon the exercise of such right. The provision of certificate issued by the agency keeping the relevant securities or the certification of the capacity of shareholder via direct electronic connection between the agency and the Company may constitute such proof. Proof of such shareholder's capacity can be obtained by any legal means and in any case based on information received by the Company from the central securities repository as long as it provides registry services, or through participating and registered intermediaries in the central securities repository in any other case.

11. The court may decide that the representation of the requesting shareholders in the Board of Directors under the provisions of C.L. 2190/20 does not justify the requested audit, according to the paragraphs 8 and 9, as above.

CHAPTER D Administration of the Company

Article 19 The Board of Directors

In paragraph 3, reference to the minimum number of the independent members of the Board of Directors is replaced by a more general reference to the provisions of the law, in order to include any amendments to laws relating to corporate governance, which are expected shortly.

- 1. The Board of Directors is the supreme administrative body of the Company and it mainly determines the strategy and the development policy of the Company, as well as it supervises and controls the management of its assets.
- 2. The Board of Directors elects among its members the Chairman and the Managing Director. The Chairman of the Board of Directors may be the Managing Director as well. The Chairman of the Board of Directors represents the Company before any Court and Authority, while the same also presides over and conducts the meetings of the Board of Directors and takes any action at his/her responsibility provided for by Law, these Articles of Association and the Internal Operation Regulation of the Company.

The Managing Director presides over all services of the Company, manages their tasks, makes all necessary decisions under the provisions applicable for the operation of the Company and submits to the Board of Directors of the Company any suggestions and recommendations required for the fulfillment of the objectives of the Company.

- 3. The Board of Directors qualifies its members as executives or non executives. The number of the non executive members of the Board of Directors shall not be less than 1/3 of the total number of its members.
- 4. Upon recommendation of the Managing Director, the, in accordance with the relevant provisions of the law. 4. The Board of Directors approves the Internal Operation Regulation of the Company, which must at least contain the minimum context provided for by the Corporate Governance provisions, as each time in force.
- 5. The Board of Directors may assign a part or all of its powers or responsibilities, excluding those that require a collective action, as well as the management, administration or conduct of the affairs or the representation of the Company to the Chairman, the Managing Director, to either one or more members thereof

(executive or non executive ones), to the Managers or employees of the Company.

In case the Company's representative must appear in person before the Court or if the Company is obligated to take an oath, the appearance before the Court and the taking of the oath are effected by the Chairman or by a member of the Board of Directors designated by the Chairman or by an employee of the Company designated by the Board of Directors.

Article 22 Operation of the BoD

Article is adapted to the wording and the provisions of the Law referring to the Board of Directors. In paragraph 1, the five-day deadline for the notification of the invitation to convene a Board of Directors is added when the meeting of the Board is held in a place other than the Company's registered office (article 98 par 2 of the Law). In paragraph 8, the provision of a resolution of the Board of Directors by a unanimous decision of its members or by their representatives without having a Board meeting is added, as well as the possibility of a majority decision recorded in the minutes without holding a meeting, provided that the relevant minutes are signed by all members of the Board of Directors. New paragraphs are added providing the possibility of holding the Board meeting by teleconference and the entitlement of the Board members to receive remuneration, consisting in participation to the earnings of the financial year, in accordance with the Company's Remuneration Policy.

1. The Board of Directors convenes in the siege sociale of the Company or at the offices, branches and facilities of the Company located in Greece or abroad, upon an invitation of the Chairman or his/her deputy notified to its members at least two (2) business days prior to the meeting and at least five (5) working days if the meeting is to be held outside of the siege sociale of the Company, each time required by Law, the Articles of Association or the Company's needs.

2. Upon request of two (2) of the members, the Chairman or his/her deputy is obligated to convene the Board of Directors by specifying the meeting date, which must not be later than seven (7) days as of the submission of the respective request. The request must clearly indicate the items on the agenda items to be discussed in the Board of Directors must be clearly indicated in such request; otherwise, it shall be considered void. If the Chairman or his/her deputy does

not convoke the Board of Directors within the above deadline, the members requested such convocation may convoke the Board of Directors within five (5) days as of the expiry of the above seven (7) days' deadline by notifying the respective invitation to the other members of the Board of Directors.

- 3. The agenda of the meetings is determined by the Chairman and the items on the agenda are included in the invitation sent to the members of the Board of Directors at least two (2) business days prior to the meeting date.
- 4. The Board of Directors is in quorum and validly meets when half plus one of its members is present or represented therein, according to par. 6 of this Article. Any resulting fraction is not taken into account when calculating the quorum.
- 5. The decisions of the Board of Directors are made in absolute majority of Directors being present and represented, <u>unless otherwise provided for by law or these Articles of Association</u>.
- 6. Each Director may validly represent only one other Director upon authorization in writing. The representation in the Board of Directors shall not be assigned to any person not being a member of the Board.
- 7. The discussions and the resolutions of the Board of Directors are recorded in the minutes that are registered in a special book, which may be kept by a computerized system. The minutes of the Board of Directors are signed by the Chairman and the Directors being by the members present at in the meeting. If a member refuses to sign, a reference is made in the minutes. The copies and the extracts thereof are signed officially issued by the Chairman or by his/her lawful deputy-, without requiring further certification
- 8. The preparation and the signing of minutes by all members of the Board of Directors or any alternates thereof is considered to be equivalent to a resolution of the Board of Directors, even if no meeting has previously occured. This settlement shall also apply if all the directors or their representatives agree to have their majority decision registered in the minutes, without holding a meeting. The minutes shall be signed by all directors.
- 9. The Managing Director shall replace the Chairman being absent or unable to attend. If the capacity of the Chairman coincides with the capacity of the Managing Director, the Board of Directors, upon a resolution thereof, shall designate the Chairman's alternate.
- 10. As long as all members of the Board agree, the meeting may be held by teleconference with some or all of the members. In this case, the invitation to the members of the Board of Directors shall include the information and technical instructions necessary for their participation in the meeting.
- 11. In any event, any member of the Board of Directors may request that as for himself the meeting should be held by teleconference if he resides in a country other than the one in which the meeting is held or if there is another important reason, in particular illness or disability.

12. Members of the Board of Directors are entitled to receive remuneration, which may also includeparticipation to the earnings of the financial year, or other benefits, in accordance with the law and the remuneration policy of the Company. Remuneration or benefit that is granted to a member of the Board of Directors and is not regulated by law or these Articles of Association, shall be borne by the Company only if approved by a special resolution of the General Assembly without prejudice to the provisions of Articles 110-112 of L. 4548/2018.

Article 23 Liability of the members of the BoDBoard of Directors

Article is adapted to the wording of article 102 of the Law.

- 1. The members of the Board of Directors are liable against the Company for any faultdamage incurred, which is caused during the exercise by an act or omission which constitutes an infringement of their duties, according to the specific definitions set out in Articles 22a and 22b of C. provisions of Article 102 of L. 2190/1920, 4548/2018, as in force.
- 2. The members of the Board of Directors shall adhere to the confidentiality obligations with respect to confidential matters of the Company, of which they became aware under their capacity as Directors.
- 3. The appointment as well as the dismissal, for any reason whatsoever, of the members of the Board of Directors and of the persons being authorized to represent the Company either jointly or separately, are subject to publication along with their identity information, pursuant topublicity formalities set by the provision of Articles 7a and 7b of C.L. 2190/1920, as in forcelaw.

Article 24

Prohibition of competition – Participation of subsidiaries in the BoDBoard of Directors

Article is adapted to the wording of article 98 paragraph 1 of the Law.

1. The members of the Board of Directors that participate in any way to the management of the Company, the Managers of the Company as well as the members of its personnel, which they are assigned with responsibilities of the

Board of Directors, are not allowed to take, as the case may be, without the permission of the General Assembly of shareholders of the Company, on their behalf or on behalf of third parties, any actions similar or competitive to the objectives of the Company or to pursue the same interests contrary to the interests of the Company. In case of intent for pursuing such interests, the above person must timely notify them to the Board of Directors and to request for the latter's approval. In addition, the abovementioned persons are not allowed to be members of a board of directors, executives, employees or representatives of companies with objectives similar to the objectives of the Company, as well as to participate as general partners or as sole shareholders or as partners to any partnerships or any other companycompanies or joint venture ventures with objectives similar to those of the Company. The subsidiaries of the Company or any companies, to the share capital of which the Company participates, are exempted from the above prohibitions.

2. The above prohibition remains in force for two years after the expiry, for any reason whatsoever, of the term of the member of the BoDBoard of Directors or after its withdrawal from the BoDit.

CHAPTER E Article 25 Chartered Auditors

Article is simplified in order to reflect a general reference not only to the Law but also to the applicable provisions of law 4308/2014 and law 449/2017 regarding the regular audit and the appointment of auditors, respectively.

1. For the purpose of a valid resolution to be taken by the General Assembly of shareholders of the company pertaining to the annual accounts (annual financial statements) of the Company, such accounts must have been previously audited by an auditor or auditors — members of the Institute of Certified Auditors, as provided for by C.L. 2190/1920 in combination with Article 75 of L. 1969/1991 (Government Gazette 120 A'), as each time applicable, as well as by an internationally acknowledged auditor, who is capable of performing an audit under the international audit principles. The chartered auditor and the internationally acknowledged auditor may be the same person(s).

2. The annual General Assembly of shareholders of the Company elects every year the chartered auditors and the internationally acknowledged auditor provided for by Article 1 of this Article.

- 3. Within five (5) days as of the meeting of the General Assembly of shareholders of the Company, which appointed the chartered auditors and the internationally acknowledged auditors, as provided for in par. 1 of this Article, the Company shall notify them on their appointment, while in case they do not refuse such appointment within five (5) days, it shall be considered as accepted and they shall undertake any liability and obligation arising under Articles 37 and 43a par. 3 section c of C.L. 2190/1920.
- 4. The auditor's report, in addition to the information provided for n par. 1 of Article 37 of C.L. 2190/1920, shall also include the following:
- a) whether the annex includes the information provided for in par. 1 or 2 of Article 43a of C.L. 2190/1920 and
- b) whether the compliance of the content of the report of the Board of Directors, which was approved by the Board of Directors, with the respective financial statements, as provided for in section c of par. 3 of Article 43a of C.L. 2190/1920, has been confirmed.
- 1. The regular audit of the Company takes place in accordance with the relevant provisions of the law, and the election of its regular auditors is decided by the regular General Assembly under the requirements of the law.

Article 26

Fiscal year - Annual accounts Financial Statements

Article is retitled and its context is simplified and adapted to articles 145-157 of the Law.

- 1. The fiscal year is twelve months, commencing on the first (1st) of January and ending on the thirty first (31st) of December of every year.
- 2. At the end of each fiscal year, the Board of Directors proceeds with the closing of the accounts, the preparation of a detailed inventory of the assets of the Company and the drafting of the annual financial statements and the management report, in accordance with Articles 42a, 42b, 42c, 42d, 42e, 43, 43a, 43b, in combination with Articles 90 to 109, as well as the Articles 134 to 143 of C.L. 2190/1920, as in force, and Article 11a of L. 3371/2005, as in force.
- 3. The <u>Company's</u> annual financial statements are drafted in accordance with the International Accounting Standards and they include the following:
- a) balance sheet,
- b) profit and loss account,
- e) statement of changes in equity, which also includes the distribution of profits,

- d) the cash flow statement, and
- e) notes on the financial statements.

The above statements constitute a single set, they are constituted, audited according to and approved in accordance with the provisions set out in Articles 36, 36a and 37 of C.L. 2190/1920, as in force and they clearly present the actual picture of the property structure, the financial position and the profits and losses statements of the Company.

- 4. In order for the General Assembly to take a valid resolution on the financial statements approved by the Board of Directors, of L. 4308/2014 as in force and in accordance with any other special provision regulating these must have been certified pursuant to Article 42a par. 5 of C.L. 2190/1920, as in force—by:matters.
- a) the Chairman of the Board of Directors or his/her deputy;
- —b) the Managing Director or, in case he/she also holds the capacity of the Chairman, a member of the Board of Directors designated by the latter, and
- -c) the Supervisor of the Accounting Division.
- In the event of dispute on the legality of the method of drafting the financial statements, the above should report their objections to the General Assembly in writing.
- 5. The management report of the Board of Directors addressed to the General Assembly under par. 2 of this Article shall clearly indicate the actual status of the progress of works and of the financial position of the Company, its subsidiaries, affiliates and participations, as well as any information on the estimated progress of these companies.
- 6. The Board of Directors of the Company shall proceed with the publication of summary financial data and information for each fiscal year, in accordance with the provisions of C.L. 2190/1920, as in force and the applicable Laws on the Stock Exchange and the Capital Market Commission, at least twenty (20) days prior to the meeting of the General Assembly:
- a) on the company's website, and
- e) In the Government Gazette, S.A. and Ltd Issue, pursuant to section b of part of Article 7b of C.L. 2190/1920, as in force. Further, both the initial annual financial statements and those amended by the General Assembly (balance sheet, profit and loss account, distribution of profits, eash flow statement and notes on the financial statements) as well as the respective Board of Directors' and auditors' reports are published according to Articles 7a and 7b of the above codified Law. The balance sheet must include the particulars of the persons certifying it, in accordance with part 4 of this Article.

7. A copy of the annual financial statement along with the reports of the Board of Directors and the auditors are submitted to the competent supervising authority at least twenty (20) days prior to the General Assembly date.

8. Within twenty (20) days following the approval of the annual financial statements by the Annual General Assembly, a copy of the minutes of the General Assembly along with a copy of the annual financial statements approved thereby shall be submitted to the competent Supervising Authority.

Article 27 Net profits and distribution

Article is adapted to the wording and provisions of article 160 of the Law.

- 1. Net The net profits of the Company shall mean those resulting after the deduction from are depicted in the Company's statement of results and they arise in accordance with the gross profits of any cost or damage application of depreciations provided by law as well as of any other corporate debts.
- 2.the relevant legislation.2. The net profits are distributed in the following order:
- aa) The amounts of the credit items within the statement of results that are not realized profit are removed.
- b) At least five per cent (5%) of the net profits is removed for formation of the regular reserves. Such deduction is not obligatory if the reserves cover an amount equal to one third of the share capital. However, if such is reduced for any reason whatsoever, the deduction is repeated up to the same limit.
- bc) The amount required for the payment of the dividend to be approved by the Annual General Assembly of the fiscal year is withheld, subject to the provisions of Article 3161 of L. 148/19674548/2018, as in force.
- ed) The General Assembly freely distributes the remaining balance.

Article 28 Dissolution

Article is adapted to the wording and provisions of articles 164-171 of the Law.

1. The Company is dissolved:

- a) upon expiry of its duration, unless an extension of duration has been resolved by the General Assembly, pursuant to Article 14 of these Articles of Association;
 b) by a resolution of the General Assembly taken in accordance with Article 14
- b) by a resolution of the General Assembly taken in accordance with Article 14 of these Articles of Association;
- e) b) if it is declared bankrupt;
- c)in the event of the dismissal of a bankruptcy petition, due to the debtor's inability to cover the costs of the proceedings, and
- d) by a court decision, pursuant to Articles 48Articles 165 and 48a 166 of C.L. 2190/19204548/2018.
- 2.– Accumulation of all Company shares by one person does not constitute grounds for Company dissolution.
- 3. In the event the total equities of the Company, as set in the balance sheet template provided in Article 42c of C.L. 2190/1920, as in force, becomes become less than half (1/2) of the share capital, the Board of Directors must convoke the General Assembly within six (6) months from the end of the fiscal year, so that the General Assembly will decide on whether the Company shall be dissolved or whether another measure shall be taken. The auditors of the Company have the same obligation, in case that the Board of Directors does not proceed with the convocation within the above deadline.
- 4. The dissolution of the Company is subject to publication formalities, according to Articles 7a and 7b of C.L. 2190, as in forceas set by the law.

Article 29 Liquidation

Paragraphs 1 and 3 are adapted to the wording and provisions of the Law. Paragraphs 4 to 7 are repealed as not complying with the provisions of the Law.

- 1. With the exception of bankruptcy, the dissolution of the Company is followed by the liquidation thereof. In the case of section a of par. 1 of the previous Article, the Board of Directors acts a liquidator until liquidators have been elected by the General Assembly. In the case of section b of the same paragraph, the General Assembly, upon the same resolution thereof The General Assembly, shall appoint two (2) liquidators, who, throughout the liquidation process, shall perform all duties of the Board of Directors related to the process and the liquidation purpose, according to the resolutions of the General Assembly.
- 2. Liquidators may or may not be shareholders; however, one of them shall be a minority representative.

3. The appointment of liquidators is subject to the publication formalities under Articles 7a and 7b of C.L. 2190/1920, as in force as set by the law, and automatically entails the revocation of the powers of Directors.

4. Upon assuming their duties, the liquidators appointed by the General Assembly shall proceed with the corporate assets inventory and publish in the press and in the Government Gazette, Societe Anonymes and Limited Liability Companies Issue, a balance sheet, a copy of which shall be submitted to the competent supervising authority. The liquidators have the same obligation at the end of liquidation.

5. The General Assembly of shareholders reserves all its rights during the liquidation.

6. The liquidation balance sheets are subject to the approval of the General Assembly of shareholders, which also decides on the release of the liquidators from any liability.

7. The liquidation results accompanied by a report indicating the reasons which did not allow the completion of such liquidation are submitted to the General Assembly every year.

Article 30

A new article 30 providing for the general application of the provisions of the Law for any matter that is not specifically provided by the Articles of Association, is inserted.

For matters not regulated by the provisions of these Articles of Association, the obligatory provisions of L. 4548/2018 shall apply, as in force. Where these Articles of Association merely repeat the provisions of the law, these terms shall be construed as referring to the respective provisions of the law, as amended.

It is noted that

Article 1 Corporate Name

Article 2 Siege Sociale

Article 8 Participation of the Greek State (already abolished)

Article 15 Presiding board of the General Assembly

are not amended, as they need no adaptation to the provision of the Law.

It is further noted that the only change effected in Articles 20 and 21, is the replacement of the references to the provisions of codified law 2190/1920 with the ones to the provisions of the Law.