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HELLENIC REPUBLIC
MINISTRY OF
DEVELOPMENT AND INVESTMENTS
GENERAL SECRETARIAT OF
COMMERCE AND CONSUMER PROTECTION
GENERAL DIRECTORATE OF MARKET
DIRECTORATE OF COMPANIES
DEPARTMENT OF SUPERVISION OF
LISTED AND SPORTS COMPANIES

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Athens, 03/01/2022

Protocol number: 142903

DECISION

SUBJECT: Approval of demerger by way of hive-down of the societe anonyme under the name “Hellenic Petroleum Societe Anonyme”, amendment of its articles of association and incorporation of new single-member societe anonyme.

Taking into consideration:

1. The provisions of:

- a) Law 4601/2019 (Governmental Gazette A’ 137) "Corporate transformations and harmonization of the legislative framework with the provisions of Directive 2014/55/EU of the European Parliament and of the Council of 16 April 2014 on electronic invoicing in public procurement and other provisions"
- b) Law 4548/2018 (Governmental Gazette A’ 104) “Reform of the law on Société’s Anonymes”, as in force.
- c) Part XVI “GENERAL COMMERCIAL REGISTRY”, articles 85-116 of L. 4635/2019 (Governmental Gazette A’ 167) "Invest in Greece and other provisions”.
- d) Law 4622/2019 (Governmental Gazette A’ 133) “Executive State: Organization, operation and transparency of government, governmental institutions and Central Public administration”.

- e) Presidential Decree No. 147/2017 (Governmental Gazette A' 192) "Organization of the Ministry of Economy and Development", as in force.
- f) Presidential Decree No. 80/2019 (Governmental Gazette A' 118) "Appointment of Kyriakos Mitsotakis, son of Konstantinos, Leader of the "New Democracy "(ND) Party, as Prime Minister".
- g) Presidential Decree No. 81/2019 (Governmental Gazette A' 119) "Establishment, merger, renaming and abolition of Ministries and definition of their responsibilities - Transfer of services and responsibilities between Ministries".
- h) the Presidential Decree No. 83/2019 (Governmental Gazette A' 121) "Appointment of Deputy Prime Minister, Ministers and Deputy Ministers"
2. The Ministerial Decision No. K1-884 (econ.)/19.04.2012 (Official Gazette B' 1420 / 2012) of the Deputy Minister of Development, Competitiveness & Shipping "Determination of the required data that are registered in the Share in G.E.MI. of obliged persons"
3. The Ministerial Decision No. 117036/17.11.2015 (Official Gazette B' 2490/2015) of the Minister of Economy, Development & Tourism on "Transfer of the signature right "by order of the Minister" to the Secretary General for Trade and Consumer Protection, to the Heads of General Directorates, Directorates and Departments of the General Secretariat for Trade and Consumer Protection of the Ministry of Economy, Development and Tourism".
4. The copy of the minutes of the Extraordinary General Meeting of shareholders of the "Demerged" societe anonyme under the name "Hellenic Petroleum Societe Anonyme" dated 10/12/2021.
5. The No. 9.100./27-12-2021 Notarial deed of the Athens Notary, MARIANTHI MATHIOUDAKI daughter of EMMANOUIL, «DEED OF DEMERGER OF THE SOCIETE ANONYME UNDER THE NAME "HELLENIC PETROLEUM SOCIETE ANONYME», BY WAY OF HIVE-DOWN BY ESTABLISHMENT OF NEW COMPANY, IN ACCORDANCE WITH L. 4601/2019 AND ARTICLE 52 L. 4172/2013 (CONTRIBUTED SECTOR'S NET VALUE EURO 1.454.987.548,85)".
6. The online application dated 30.12.2021 of the aforementioned S.A.

IT IS RESOLVED

The following are approved:

- a) the demerger of the societe anonyme under the name "Hellenic Petroleum Societe Anonyme" (demerged entity) and General Commercial Number 296601000 by way of hive-down of its refining, supply and trading of oil products and petrochemicals sector by establishment of a new company, under the name "*HELLENIC PETROLEUM SINGLE-MEMBER SOCIETE ANONYME REFINING, SUPPLY AND SALES OF OIL PRODUCTS AND PETROCHEMICALS*" (Beneficiary Entity) and the demerged entity becomes its sole shareholder by receiving all of its shares namely 130.100.000 common registered shares, with a nominal value of €10 each, in accordance with the provisions of articles 57 and 59-74 of L. 4601/2019, L. 4548/2018, as well as the resolutions of the Extraordinary General Meeting of shareholders dated 10/12/2021 of the "Demerged" societe anonyme under the name "Hellenic Petroleum Societe Anonyme", the evaluation and expert report dated 30-09-2021 for the refining, supply and trading of oil products and petrochemicals sector of the company «Hellenic Petroleum Societe Anonyme» of the certified auditors, Dimitris Douvris and Panayiotis Noulas, as well as the No. 9.100/27-12-2021 Notarial Deed of the Athens Notary MARIANTHI MATHIOUDAKI daughter of EMMANOUIL, with registered address in Athens, at Emmanouil Benaki 24 street.

b) The amendment of articles 1 (corporate name), 4 (object) and paragraph 4 of article 19 (*The Board of Directors*) of the Articles of Association of the societe anonyme under the corporate name “Hellenic Petroleum Societe Anonyme” according to the Extraordinary General Meeting of its Shareholders dated 10.12.2021.

c) The incorporation of the new societe anonyme under the corporate name “HELLENIC PETROLEUM SINGLE-MEMBER SOCIETE ANONYME REFINING, SUPPLY, AND SALES OF OIL PRODUCTS AND PETROCHEMICALS” and the distinctive title “HELLENIC PETROLEUM R.S.S.O.P.P. S.A.” and the articles of association of the company as approved by the Extraordinary General Meeting of Shareholders dated 10.12.2021 of the company under the corporate name “Hellenic Petroleum Societe Anonyme” and drawn up by the No. 9.100/27-12-2021 Notarial Deed of the Athens Notary MARIANTHI MATHIOUDAKI daughter of EMMANOUIL consisting of twenty four (24) articles.

This decision to be registered in the General Commercial Registry and an announcement of the registration to be published on G.E.MI. website.

The Deputy Head of Directorate

Mrs.

Marietta Kana