



**ANNUAL GENERAL MEETING OF
THE SHAREHOLDERS**

19 June 2025

DRAFT RESOLUTIONS / BOARD OF DIRECTORS' COMMENTS ON THE AGENDA ITEMS OF THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF "HELLENiQ ENERGY Holdings Société Anonyme" (the "Company") of 19th June 2025

1st Item

Management review of the 49th financial year (1.1.2024- 31.12.2024) and submission of the Board of Directors' Report as well as the Certified Auditors' reports on the Annual Financial Statements, including the Group's Consolidated Financial Statements for the financial year 2024, in accordance with the International Financial Reporting Standards (IFRS)

The Board of Directors (the "BoD") proposes the approval, by the General Meeting, of the BoD's Report on the Company's and the HELLENiQ ENERGY Group's (the "Group") Annual Financial Statements for the financial year 2024, as this was incorporated in the Group's and the Company's Annual Financial Report for 2024 and was approved by the Company's BoD at its meeting of 27th February 2025, submitting alongside it the relevant Certified Auditors' Reports for information purposes.

The Annual Financial Report for 2024 which incorporates the BoD's Report (which includes the Corporate Governance Statement, the Sustainability Statement and the BoD's Explanatory Report) as well as the corresponding Certified Auditors' reports, is available to the shareholders and posted on the Company's website www.helleniqenergy.gr

DRAFT RESOLUTION ON THE 1ST ITEM

The General Meeting, deciding by a majority of [] % of the attending share capital, approves the BoD's Report on the Company's and the Group's Annual Financial Statements for the financial year 2024.

2nd Item

Approval of the Company's and the Group's Financial Statements in accordance with the International Financial Reporting Standards (IFRS), along with the relevant independent auditor reports, for the financial year 2024

The BoD recommends the approval by the Annual General Meeting of the Company's and the Group's Financial Statements, in accordance with the International Financial Reporting Standards (IFRS), along with the relevant audit reports, for the financial year 2024.

The Financial Statements were approved by the Company's BoD at its meeting of 27th February 2025 and are at the shareholders' disposal on the Company's website www.helleniqenergy.gr.

DRAFT RESOLUTON ON THE 2nd ITEM

The General Meeting, deciding by a majority of [] % of the attending share capital, approves the Company's and the Group's Financial Statements, in accordance with the International Financial Reporting Standards (IFRS), along with the relevant audit reports, for the financial year 2024.

3rd Item

Approval of profit distribution for the financial year 2024

The BoD recommends to the Annual General Meeting the distribution of the 2024 financial year profits as per the table below, which was approved at the BoD meeting on 27th February 2025.

HELLENiQ ENERGY Holdings S.A.

TABLE OF DISTRIBUTION OF PROFITS	2023	2024
PROFIT / (LOSS) OF THE FISCAL YEAR, BEFORE TAX	281.626.858	434.474.617
INCOME TAX	(653.259)	(2.021.280)
PRIOR YEARS' TAXES	(334.225)	(184.559)
DEFERRED TAX	(3.262.523)	(29.401)
TOTAL TAX LIABILITY	(4.250.007)	(2.235.240)
NET INCOME	277.376.851	432.239.377
STATUTORY RESERVE	(13.868.843)	(21.611.969)
PROFIT / (LOSS) OF THE FISCAL YEAR CARRIED FORWARD	263.508.008	410.627.408
RETAINED EARNINGS BALANCE BROUGHT FORWARD	765.154.844	784.154.704
INTERIM DIVIDEND	(91.690.556)	(61.127.037)
FINAL DIVIDEND	(152.817.593)	(183.381.111)
NET INCOME	263.508.008	410.627.408
BALANCE OF PROFITS / (LOSSES) CARRIED FORWARD	784.154.704	950.273.964

DRAFT RESOLUTION ON THE 3rd ITEM

The General Meeting, deciding by a majority of [] % of the attending share capital, approves the profits distribution table of the financial year 2024.

4th Item

Approval of the distribution of dividend for the financial year 2024

The BoD proposes to the Annual General Meeting the distribution to the Company's shareholders for the financial year 2024 of €0.75 per share (gross) dividend, i.e. of a total amount of €229,226,388.75 and, given the payment of interim dividend of €0.20 per share, the distribution to the Company's shareholders for the financial year 2024 of a gross dividend of €0.55 per share, i.e. of an amount of €168,099,351.75 in accordance with its relevant decision of 27th February 2025.

The key dates regarding the distribution of dividend are the following:

Wednesday 02.07.2025: Ex-dividend date (i.e., the date from which the Company's shares will be traded on the Athens Exchange without the right to receive dividend).

Thursday 03.07.2025: Dividend beneficiaries record date (i.e., the date on which the beneficiaries of the dividend shall be all the shareholders registered in the records of the Company's Dematerialized Securities System).

Wednesday 09.07.2025: Dividend's payment commencement date.

DRAFT RESOLUTION ON THE 4th ITEM

The General Meeting, deciding by a majority of [] % of the attending share capital, approves the distribution to the Company's shareholders of €0.75 per share (gross) dividend, i.e. of a total amount of €229,226,388.75 and, given the payment of interim dividend of €0.20 per share, the distribution to the Company's shareholders for the financial year 2024 of a gross dividend of €0.55 per share, i.e. of an amount of €168,099,351.75.

In accordance with the announcement made by the Company pertaining to the 2025 Financial Calendar, the 2th July 2025 has been set as the ex-dividend date, the 3rd July 2025 as the record date and the 9th July 2025 as the date of the commencement of the dividend's payment.

5th Item

Submission for discussion of the Remuneration Report of the members of the BoD for the financial year 2024, in accordance with article 112 par. 3 of Law 4548/2018

Note: According to par. 3 of article 112 of Law 4548/2018, the shareholders' vote on the submitted remuneration report is advisory. The way in which the previous advisory voting's result was taken into consideration will be explained in the next remuneration report.

The BoD upon the unanimous proposal of the Remuneration and Succession Planning Committee and in accordance with the provisions of article 112 of Law 4548/2018, submits to the Annual General Meeting the BoD members' Remuneration Report.

The submitted Remuneration Report concerns the remuneration of the BoD's executive and non-executive members for the financial year 2024 and includes the information required by article 112 of Law 4548/2018.

The Remuneration Report has been made available to the shareholders and will remain accessible on the Company's website www.helleniqenergy.gr

DRAFT RESOLUTION ON THE 5th ITEM

The General Meeting, deciding by a majority of [] % of the attending share capital, approves the Remuneration Report of the BoD members for the year 2024.

6th Item

Audit Committee's Activities Report for the financial year 2024

Note: *The annual Activities Report of the Audit Committee is submitted to the General Meeting in accordance with article 44, par. 1 item (i) of Law 4449/2017, as in force, and is not put to vote.*

This item is an announcement to the Annual General Meeting and **is not put to vote**. The annual Activities' Report of the Audit Committee for the year 2024, in compliance with the provisions of article 44, par. 1 item (i) of Law 4449/2017, as in force, is submitted to the Annual General Meeting.

The Report has been uploaded and shall remain accessible on the Company website www.helleniqenergy.gr

7th Item

Report of the independent non-executive members of the BoD to the Annual General Meeting

Note: *The independent non-executive BoD members' Report is submitted to the General Meeting in accordance with article 9, par. 5 of Law 4706/2020, as in force, and is not put to vote.*

This item is an announcement to the General Meeting and **is not put to vote**. The Report of the independent non-executive BoD members is submitted to the Annual General Meeting for informational purposes, as required by article 9, par. 5 of Law 4706/2020.

The Report has been uploaded and shall remain accessible on the Company website www.helleniqenergy.gr

8th Item

Approval of the overall management by the BoD for the financial year 1.1.2024-31.12.2024 in accordance with article 108 of Law 454/2018 and discharge of the auditors from any liability for indemnity for the financial year 2024

It is proposed to the Annual General Meeting to decide to:

(a) approve the BoD's overall management, in accordance with the provisions of article 108 of Law 4548/2018 in respect of the financial year 2024, and

(b) discharge the Company's auditors from of any liability for the financial year 2024 in accordance with article 117 par. 1 item (c) of Law 4548/2018.

DRAFT RESOLUTION ON THE 8th Item

The General Meeting, deciding by a majority of [] % of the attending share capital, approves the overall management of the Company's BoD in respect of the financial year 2024, in accordance with article 108 of Law 4548/2018, and discharges the Company's auditors who audited the financial statements of the financial year 2024 from any indemnification liability in respect of that financial year.

9th Item

Election of Certified Auditors for the financial year 2025 and determination of their remuneration.

Following the recommendation by the Audit Committee, the BoD proposes to the Annual General Meeting that the auditing firm “Ernst & Young (Hellas) Certified Auditors S.A” is reappointed as statutory auditor for undertaking the audit of the financial year 2025 as well as for the audit and assurance of the submission of the Sustainability Statement, according to the provisions of article 154C of L. 4548/2018, for the financial year 2025.

Moreover, further to the Audit Committee’s recommendation, the BoD proposes that the above auditing firm receives the amount of €138,000, plus VAT, for the statutory audit of the annual separate and consolidated Financial Statements of the Company for the financial year 2025 and of €140,000, plus VAT, for the audit and assurance of the submission of the Sustainability Statement, according to the provisions of article 154C of L. 4548/2018, for the financial year 2025.

DRAFT RESOLUTION ON THE 9th Item

The General Meeting, deciding by a majority of [] % of the attending share capital, approves the election of “Ernst & Young (Hellas) Certified Auditors S.A”, with registered office at Maroussi, 8B Chimarras str., registered with the Institute of Certified Public Accountants in Greece (SOEL) under Reg. No 107, as statutory auditor to carry out the statutory audit of the annual separate and consolidated financial statements of the Company for the financial year 2025, as well as for the audit and assurance of the submission of the Sustainability Statement according to the provisions of article 154C of Law 4548/2018 for the financial year 2025 for a fee of €138,000 and € 140,000, plus VAT, respectively.
