

**DRAFT RESOLUTION OF THE EXTRAORDINARY GENERAL MEETING**

**OF 2 SEP 2013**

**ON THE ITEMS OF THE AGENDA**

**1<sup>st</sup> Item of the Agenda**

**Approval of the sale of “HELLENIC PETROLEUM SA” participation in «DESFA S.A.»**

**Draft Resolution**

Following the above mentioned, the General Meeting approves by majority (.....% of the present share capital) the transfer of the participation of “HELLENIC PETROLEUM SA” in the share capital of «DESFA S.A.» to SOCAR, or any other legal entity, member of the SOCAR Group that the buyer will suggest, against a consideration of €212.1m and confirms the authorization granted to the Chief Executive Officer and Managers of the Company by virtue of the resolution of the Board of Directors No. 1203/1/2.8.2013 to execute the Sales and Purchase Agreement (SPA) as well as any other document that will be required to complete the above sale process. Furthermore, the General Meeting approves hereby, as a prerequisite of the above transfer of shares, the share capital decrease of DEPA S.A. and the transfer of the 35% of DESFA S.A. shares to Hellenic Petroleum as in kind return of capital. Such share capital decrease will be resolved by the General Meeting of Shareholders of DEPA S.A., which will take place after the execution of the aforementioned SPA.

**2nd Item of the Agenda**

**Approval of the change in the composition of the Audit Committee in accordance with the provisions of Law 3693/2008.**

**Draft Resolution**

Following the above mentioned, the General Meeting decides by majority (.....% of the present share capital) the ratification of the decision No. 1202/25.7.2013 of the BoD regarding the reshuffle of the Audit Committee, according to Law 3693/2008, where Mr. Ioannis Sergopoulos, Mr. Vasileios Nikolettopoulos and Mr. Spyridon Pantelias were appointed as Members of the abovementioned Committee.