

DRAFT RESOLUTIONS
for each item of the agenda
of the ANNUAL GENERAL MEETING of 7th June 2019

ITEMS OF THE AGENDA

1st ITEM: Management review of the 43rd Company's financial year (1.1.2018 – 31.12.2018) and submission of the Board of Directors' Management Report as well as the Certified Auditors' Report for the annual financial statements, in accordance with the International Financial Reporting Standards, including the Group's consolidated financial statements, for the financial year 2018

Following the above mentioned, the General Meeting approves by majority (.....% of the present share capital) the Management Report for the financial year 2018.

2nd ITEM: Approval of the Company's financial statements and consolidated financial statements, in accordance with the International Financial Reporting Standards, together with the relevant independent auditors' reports, for the financial year 2018

Following the above mentioned, the General Meeting approves by majority (.....% of the present share capital) the financial statements of the company and the Group for the financial year 2018 along with the relevant independent auditors' reports, drafted in accordance with the International Financial Reporting Standards.

3rd ITEM: Approval of profits distribution for the financial year 2018 and distribution of dividends

Following the above mentioned, the General Meeting approves by majority (.....% of the present share capital) the distribution of the profits for the financial year 2018, as per the table below:

HELLENIC PETROLEUM S.A.

TABLE OF DISTRIBUTION OF PROFITS	2017	2018
PROFIT / (LOSS) OF THE FISCAL YEAR, BEFORE TAX	482,391,037	669,576,558
<i>INCOME TAX</i>	0	(60,745,698)
<i>TAX ON DISTRIBUTED RESERVES</i>	0	(13,490,107)
<i>PRIOR YEARS' TAXES</i>	(3,633,893)	787,873
<i>DEFERRED TAX</i>	(132,765,780)	(72,738,815)
TOTAL TAX LIABILITY	(136,399,674)	(146,186,748)
NET INCOME	345,991,363	523,389,810
STATUTORY RESERVE	0	(26,169,490)
PROFIT / (LOSS) OF THE FISCAL YEAR CARRIED FORWARD	345,991,363	497,220,319
RETAINED EARNINGS BALANCE BROUGHT FORWARD	100,314,951	428,447,881
NEW RESERVE L. --/--	0	0
TRANSFER TO RESERVES	(8,797,402)	0
TRANSFER FROM RESERVES	0	0
SHARE BASED PAYMENTS	(9,061,031)	(1,120,652)
		(1,123,849)
TAX ON DISTRIBUTION OF RESERVES	0	13,490,107
OFFSET WITHHOLDING TAXES ON SPECIALLY TAXED RESERVES	0	3,828,086
INTERIM DIVIDEND	0	(76,408,796)
FINAL DIVIDEND	0	0
NET INCOME	345,991,363	497,220,319
BALANCE OF PROFITS / (LOSSES) CARRIED FORWARD	428,447,881	864,333,095

The General Meeting approves by majority (.....% of the present share capital) the distribution of dividend for the financial year 2018 of € 0.75 per share and considering the payment of interim dividend of €0.25 per share, the payment of a gross (before tax) amount of final dividend of €0.50 per share, i.e., a total amount of €152,817,593 to the company's shareholders.

Cutoff date: Monday 1st July 2019

Record date: Tuesday 2nd July 2019

Payment will start on: Monday 8th July 2019.

4th ITEM: Approval of the overall management by the Board of Directors for the financial year 1.1.2018 - 31.12.2018 in accordance with article 108 of Law 4548/2018 and discharge of the Auditors from any liability for indemnity

The General Meeting approves by majority (.....% of the present share capital) the overall management of the Board of Directors for the financial year 1.1.2018-31.12.2018 in accordance with article 108 of Law 4548/2018 and discharges the Auditors from any liability for the audit they performed on the financial statements for the financial year 2018, in accordance with paragraph 1. c) of article 117 of Law 4548/2018.

5th ITEM: Approval of the compensation of the members of the Board of Directors and of the remuneration of the Executive members of the Board of Directors for 2018 and preapproval of their compensation for 2019

Following the above mentioned, the General Meeting by majority (.....% of the present share capital):

- Approves the compensation of the members of the Board of Directors for their participation in the Board and its Committees during the financial year 2018 at the total amount of € 435,451 and approves its payment.
- Approves the total remuneration -excluding compensation for the participation in the Board and its Committees- of the Executive members of the Board of Directors for 2018 amounting to €1,762 thousand euros and approves its payment.
- Preapproves the compensation of the members of the Board of Directors for 2019 for their participation in the Board and its Committees, at the total amount

of €700 thousand, following a recommendation of the Remuneration and Succession Planning Committee suggesting:

- the compensation of the members of the Board of Directors to remain at the same level as applicable since 2015, that is up to € 36,000, for each member;
- the definition of a compensation level for the members of the Audit Committee, which shall reflect the extend and requirements of their duties and the time they are required to contribute in order to perform their role efficiently and in accordance with the provisions of Law 4447/2017 which is determined at €24,000 for each member and an additional amount of €12,000 for the Chairman;
- the anticipation of more frequent meetings of the remaining Board Committees as deemed appropriate to the type, size and activities of the Company. The compensation for the participation in each meeting is retained at the same level as applicable since 2015, that is € 500 per meeting, whereas a monthly fee of €500 for each Committee member is provided together with an increase of the remuneration of the Chairman of each Committee (times 1,5 of the member's remuneration), in line with the relevant proposal for the Audit Committee above.

6th ITEM: Election of Certified Auditors for the financial year 2019, according to the provisions of the Company's Articles of Association and determination of their remuneration.

Following the above mentioned, the General Meeting decides by majority (.....% of the present share capital) the election for the financial year 2019, according to the provisions of the Company's Articles of Association, of the audit firm ERNST & YOUNG (HELLAS) CERTIFIED AUDITORS ACCOUNTANTS S.A. – (Reg. No with the Institute of Certified Public Accountants in Greece (SOEL) 107), with a remuneration of € 285,000 plus VAT, domiciling at: 8B Chimarras Str., 15125 Maroussi, Attica, Greece.