

**INVITATION  
FOR THE MINORITY SHAREHOLDERS OF THE COMPANY  
"HELLENIC PETROLEUM S.A."  
(General Commercial Registry Nu. 296601000)  
TO THE SPECIAL GENERAL MEETING**

Pursuant to codified law 2190/1920 "on Sociétés Anonymes" and the Company's Articles of Association and following the Board of Directors' resolution no.1321 dated 10/5/2018, the **Minority Shareholders** of "HELLENIC PETROLEUM SA", (the "Company") are invited to the Special General Meeting to be held at the Company's premises at Aspropyrgos (17<sup>th</sup> km of Athens - Corinth National Road), on **Wednesday 6<sup>th</sup> June 2018 at 10:00 hours**, in order to discuss and decide upon the sole item of the Agenda:

**Election of two (2) representatives of the minority shareholders in the Company's Board of Directors, pursuant to articles 20, par. 2(d) and 21 of the Articles of Association.**

In accordance with articles 26.2b and 28a of codified law 2190/20, as amended and supplemented by, respectively, articles 3 and 6 of Law 3884/2010, the Company informs shareholders of the following:

**A. RIGHT TO PARTICIPATE AND VOTE IN THE GENERAL MEETING**

**Any person except for the Hellenic Republic Asset Development Fund S.A. and Paneuropean Oil and Industrial Holdings S.A. and/ or the companies associated with it** appearing as a shareholder of the Company in the registry of the Dematerialized Securities System ("DSS"), managed by the "Hellenic Central Securities Depository S.A." (which is the "entity" under the meaning of article 28a.4 of codified law 2190/1920 where the transferable securities (shares) of the Company are kept) **has the right to participate and vote in the Special (minority shareholders) General Meeting of 06.06.2018.** Verification of the shareholder status will be obtained through the direct electronic link of the Company with the records of the DSS. Proof of qualification should exist on **1<sup>st</sup> June 2018** (record date), that is on the start of the fifth (5) day prior to the Special General Meeting of 6<sup>th</sup> June 2018.

Any shareholder of the Company is entitled to participate and eligible to vote at the Special General Meeting. Each ordinary share is entitled to one (1) vote.

Only those who qualify as shareholders on the aforementioned record date are entitled to participate and vote in the Special General Meeting. Shareholders not complying with the provisions of article 28a of codified law 2190/1920 may participate in the Special General Meeting only after the Meeting has authorized them to do so.

The exercise of the above rights (participation and vote) does not entail pledging of shares or any other similar process, restricting the possibility of sale and transfer of shares during the period between the record date and the Special General Meeting.

## **B. PROCEDURE FOR VOTING BY PROXY**

Shareholders may participate in the General Meeting and may either vote in person or by proxy holders. Each shareholder may appoint up to three (3) proxy holders. However, if a shareholder has shares of the Company held in more than one securities account, the above limitation shall not prevent the shareholder from appointing a separate proxy holder for each of the securities account, where shares are held. A proxy holder, acting on behalf of several shareholders, may cast votes differently in respect of shares held by each shareholder represented. Legal entities may participate in the General Meeting by appointing up to three (3) individuals as proxy holders.

The shareholder can appoint a proxy holder either for a sole General Meeting or for a number of meetings taking place within a determined time period. The proxy holder votes in accordance with the shareholders' instructions, as long as these are in place and is obliged to file the required voting instructions for at least one (1) year from the submission of the minutes of the general meeting to the competent authority, or if the decision is public, to the General Commercial Registry (G.E.MI). The proxy holder is obliged to disclose to the Company, before the commencement of the General Meeting, any event which might be useful to the shareholders in assessing the risk of the proxy holder pursuing any interest other than the interest of the represented shareholder. A conflict of interest within this context may in particular arise where the proxy holder:

- (i) is a controlling shareholder of the Company, or is another entity controlled by such shareholder;
- (ii) is a member of the Board of Directors or of the management of the Company, or of a controlling shareholder or another entity controlled by the controlling shareholder;
- (iii) is an employee or an auditor of the Company, or of a controlling shareholder or an entity controlled by such shareholder;
- (iv) is a spouse or relative (1st degree) with an individual referred to in points (i) to (iii)

The appointment and the revocation of the appointment of a proxy holder shall be made in writing and shall be served to the Company following the same procedure, at least three (3) days prior the date of the General Meeting; this provision applies in the case of a Repeat General Meeting.

The proxy form will be available to the shareholders in electronic form on the website of the Company ([www.helpe.gr](http://www.helpe.gr)). These forms, completed and signed by the shareholder must be submitted to the Company's Shareholders Registry Department: Chimarras 8A, 15125, Maroussi, Athens, Greece (Contact Person: Mrs. Georgia Kallitsi) or by fax: +30 210 6302987, +30 210 6302986 or by email: [GKallitsi@helpe.gr](mailto:GKallitsi@helpe.gr), or [ir@helpe.gr](mailto:ir@helpe.gr), at least 3 days before the date of the General Meeting. This applies also in the case of a Repeat General Meeting. The shareholders are requested to verify the successful dispatch of the form and receipt thereof by the Company at +30 210 6302979, +30 210 6302980.

The Company's Articles of Association do not provide for participation in the General Meeting by electronic means, without the shareholder being physically present at the Meeting, nor for distance voting.

### **C. MINORITY SHAREHOLDERS RIGHTS**

**It is noted that the provisions of paragraphs 2, 2a, 4 and 5 of article 39 of codified law 2190/1920 on minority shareholders' rights, cannot be exercised, due to the special and sole item of the Agenda of the Special minority shareholders General Meeting.**

### **AVAILABLE DOCUMENTS AND INFORMATION**

The present invitation, any documents to be submitted to the Special General Meeting, the draft resolutions of each item of the agenda, the proxy forms and any other information provided by Article 27 paragraph 3 of codified law 2190/1920 are available in electronic form on the Company's website ([www.helpe.gr](http://www.helpe.gr)). Hard copies of all the aforementioned documents may be obtained from the Company's Shareholders Registry Department located at HELPE's headquarters on Chimarras Str. 8A, Maroussi.

The Company's Shareholders Registry Department offices (tel. +302106302979, +302106302980, fax: +30 210 6302987, +30 210 6302986) will be open daily from 9.00 am to 2.00 pm.

Maroussi, 10<sup>th</sup> May 2018  
By order of the Board of Directors

Efstathios Tsotsoros  
Chairman of the Board of Directors &  
Chief Executive Officer