

**INVITATION  
FOR THE SHAREHOLDERS OF THE COMPANY  
"HELLENIC PETROLEUM S.A."  
(General Commercial Registry 296601000)  
TO THE ANNUAL GENERAL MEETING  
(FINANCIAL YEAR 1.1.2018-31.12.2018)**

Pursuant to the law and the Company's Articles of Association and following the Board of Directors' resolution no.1343 dated 9/5/2019, the Shareholders of "HELLENIC PETROLEUM SA", (the "Company") are invited to the Annual General Meeting to be held at the Company's premises at Aspropyrgos (17<sup>th</sup> km of Athens - Corinth National Road), on **Friday 7<sup>th</sup> June 2019 at 10:00 hours**, in order to discuss and decide upon the following items of the Agenda:

1. Management review of the 43<sup>rd</sup> 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.
2. Approval of the Company's financial statements and consolidated financial statements, in accordance with the International Financial Reporting Standards, together with relevant independent auditor reports, for the financial year 2018.
3. Approval of profits distribution for the financial year 2018 and distribution of dividends.
4. 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.
5. 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.
6. Election of Certified Auditors for the financial year 2019, in accordance with the provisions of the Company's Articles of Association and determination of their remuneration.
7. Various announcements.

In accordance with articles 121 paragraph 4, 124 paragraph 6 and 128 of Law 4548/2018, the Company informs shareholders of the following:

**A. Right to participate and vote in the General Meeting**

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

Any person 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 provides registry services under the meaning of article 124 paragraph 6 of Law 4548/2018) has the right to participate in the Annual General Meeting of **07.06.2019**.



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 **2<sup>nd</sup> June 2019** ("Record Date"), that is on the start of the fifth (5) day prior to the Annual General Meeting of 7<sup>th</sup> June 2019.

Only those who qualify as shareholders on the Record Date are entitled to participate and vote in the Annual General Meeting. Shareholders not complying with the deadline of article 128 paragraph 4 of Law 4548/2018, participate in the Annual General Meeting unless the General Meeting refuses the participation for a reason that justifies such a refusal.

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 Annual 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 General Meetings taking place within a determined time period. A proxy appointment can be recalled freely.

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 date of the General Meeting.

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 forty eight (48) hours prior the 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 forty eight (48) hours prior to the 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 by correspondence or electronically.

**C. Final dates for exercising minority shareholders rights (article 141 paragraphs 2, 3, 6 and 7 of Law 4548/2018)**

1. At the request of shareholders representing 1/20 of the paid-up share capital, the Board of Directors of the Company is obliged:
  - (a) to include in the General Meeting Agenda additional items, provided that the relevant request is communicated to the Board at least fifteen (15) days before the General Meeting. The request for an additional item on the agenda must be accompanied by a justification or a draft resolution to be adopted in the General Meeting. The revised agenda is made available in the same manner as the initial agenda thirteen (13) days before the General Meeting and at the same time, it is made available to the shareholders on the Company's website, together with the justification or the draft resolution that had been submitted by the shareholders in line with article 123 paragraph 4 of Law 4548/2018,
  - (b) to make available to the shareholders the draft resolutions for the items included in the initial or revised agenda, in accordance with article 123 paragraph 3 of Law 4548/2018, at least six (6) days before the General Meeting, if the relevant request is communicated to the Board of Directors at least seven (7) days before the General Meeting.
2. Following a request of any shareholder submitted to the Company at least five (5) full days before the General Meeting, the Board of Directors is obliged to provide to the General Meeting the requested specific information on the Company's affairs, to the extent that this information is useful for the actual assessment of the items on the agenda. The Board of Directors may refuse to provide such information on reasonable grounds which must be recorded in the minutes. The Board of Directors may provide a single response to shareholders' requests with the same context. The obligation to provide information does not apply if the information requested is already available on the Company's website, especially in a question and answer format.

3. Following a request of shareholders representing 1/10 of the paid-up share capital, submitted to the Company at least five (5) full days before the General Meeting, the Board of Directors is obliged to provide to the General Meeting information on the course of the corporate affairs and the state of the Company's assets. The Board of Directors may refuse to provide such information on reasonable grounds which must be recorded in the minutes.

Respective deadlines also apply in the event of a Repeated General Meeting in relation to the exercise of the rights of minority shareholders.

In all the above mentioned cases, the requesting shareholders must provide proof of their status as shareholders and, with the exception of the case in point 2 above, the number of shares they hold, at the time of exercise of the relevant right. The shareholder's status is certified through online connection of the Company with the "Hellenic Central Securities Depository S.A.".

#### **D. Available Documents and Information**

The present invitation, any documents to be submitted to the General Meeting, the draft resolutions of each item of the agenda, the total number of shares and voting rights, that these shares incorporate, on the date of the invitation, the proxy forms and any other information provided by Article 123 paragraphs 3 and 4 of Law 4548/2018 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 office is open daily from 9.00am to 2.00pm. (tel. +30 210 6302979, +30 210 6302980, fax: +30 210 6302987, +30 210 6302986)

Maroussi, 10<sup>th</sup> May 2019  
By order of the Board of Directors

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