

**INVITATION  
FOR THE SHAREHOLDERS OF THE COMPANY  
HELLENIC PETROLEUM SA  
(No. G.E.M.H 296601000)  
(S.A.REG. No. 2443/06/B/86/23)  
TO THE ANNUAL GENERAL MEETING  
(FISCAL YEAR 1.1.2013-31.12.2013)**

Pursuant to the Law and the Company's Articles of Association and following the Board of Directors' decision no.1219 taken during its meeting on 5.6.2014, the Shareholders of the Societe Anonyme under the name HELLENIC PETROLEUM SA are invited to attend the company's Annual General Meeting of Shareholders to be held at the Company's premises at Aspropyrgos (17<sup>th</sup> km of Athens - Corinth National Road), on **Monday 30th June 2014 at 11:00 p.m.**, in order to discuss and decide upon the following items of the Agenda:

1. **Management review of the 38<sup>h</sup> corporate fiscal year (1.1.2013 – 31.12.2013) 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 fiscal year 2013.**
2. **Approval of the company's financial statements and the Group's consolidated financial statements, in accordance with the International Financial Reporting Standards, together with relevant reports for fiscal year 2013.**
3. **Profit distribution approval.**
4. **Acquittal of the Board of Directors members and Auditors from any liability for compensation for fiscal year 2013, pursuant to article 35 of Codified Law 2190/1920.**
5. **Approval of remuneration and fees to the members of the Board of Directors for 2013 and determination of 2014 remuneration and fees.- Approval of mandate agreement between the Company and the Chairman of the Board of Directors, as well as the renewal of the employment contract between the Company and the Chief Executive Officer.**
6. **Appointment of Certified Auditors for fiscal year 2014, in accordance with the provisions of the Company's Articles of Association and determination of their remuneration.**
7. **Amendment of Articles 11, (par 2. points b, c, par. 3, par.4 ) 18 par.2, 26 par.6 points a.b.c, par.9 of the Company's Articles of Association**
8. **Amendment of the current Stock Option Plan of "HELLENIC PETROLEUM S.A.", in accordance with article 13 par. 9 of Codified Law 2190/1920.**

In accordance with articles 26.2b and 28a of the C.L. 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 ANNUAL 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 Hellenic Exchanges S.A. ("HELEX"), recording the shares of the Company, has the right to participate in the Annual General Meeting of **30 June 2014**. Verification of the shareholder status on the Record Date will be obtained through the direct electronic link of the Company with the records of HELEX. Proof of qualification should exist at the latest by **25.06.2014**, that is the fifth (5) day prior to the Annual General Meeting of 30 June 2014 (record date). The aforementioned deadline applies for shareholders who are legal entities and must submit their representation documents in accordance with the law.

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

The exercise of the above rights does not entail any process that restricts the possibility of sale and transfer of shares during the period between the Record Date and the General Meeting.

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

Shareholders may participate in the Annual General Meeting and may either vote in person or by proxy holders. Each shareholder may appoint up to 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 Annual General Meeting by appointing up to 3 individuals as proxy holders.

The proxy holder is obliged to disclose to the Company, before the commencement of the Annual 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 3 days prior the date of the Annual 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 Department: 8A Chimarras, 15125, Maroussi, Athens, Greece (Contact Person: Mrs. Georgia Kallitsi) or by fax: +30 210 6302986, +30 210 6302987 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 Annual 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 Annual General Meeting by electronic means, without the shareholder being physically present at the Meeting, nor for distance voting through electronic means or correspondence.

## **C. MINORITY SHAREHOLDERS RIGHTS**

- a. Shareholders representing 1/20 of the paid-up share capital may request from the Board of Directors of the Company to include in the Annual General Meeting Agenda additional items, provided that the relevant request is communicated to the Board at least 15 days before the Annual 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 Annual General Meeting. The revised agenda is made available in the same manner as the initial agenda 13 days before the Annual 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 27 paragraph 3 of C.L. 2190/1920.

- b. Following a request of shareholders, representing 1/20 of the paid-up share capital, the Board of Directors makes available to the shareholders the draft resolutions for the items included in the initial or revised agenda, in accordance with article 27 paragraph 3 of C.L. 2190/1920, at least 6 days before the Annual General Meeting, if the relevant request is communicated to the Board of Directors at least 7 days before the General Meeting.
- c. Following the request of any shareholder, communicated to the Company at least 5 full days before the Annual General Meeting, the Board of Directors must provide to the General Meeting, the requested specific information with respect to 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 information on the grounds of a substantial cause, which must be mentioned in the minutes. The Board of Directors may provide a universal response to requests of shareholders of the same nature. The obligation of providing information is not valid if the relevant information is already available in the Company's website, especially in a question and answer format.
- d. Following a request of shareholders representing 1/5 of the paid-up share capital, which is communicated to the Company 5 complete days before the Annual General Meeting, the Board of Directors must provide to the General Meeting information with respect to the course of the Company affairs and the financial situation of the Company. The Board of Directors may refuse to provide this information on reasonable grounds, which must be mentioned in the minutes. Respective terms for exercise of minority rights also apply to any Repeat General Meeting.

In the aforementioned cases, the shareholders who are communicating a request must provide proof of their qualification as shareholders as well as the number of shares held by them at the moment of the exercise of the relevant right. The verification of a shareholder's qualification through the direct electronic link of the HELEX with the Company is recognized as such proof.

### **AVAILABLE DOCUMENTS**

The full, unabridged text of the draft resolutions and any documents referred to in points (c) and (d) of paragraph 3 of article 27 of C.L. 2190/1920 may be obtained in hard copies from the Company's Shareholders Services Department located at HELPE's headquarters on Chimarras Str. 8A, Maroussi.

### **AVAILABLE INFORMATION**

The information mentioned in article 27 paragraph 3 of C.L. 2190/1920 will be made available in electronic form on the Company's website ([www.helpe.gr](http://www.helpe.gr)).

The Company's Shareholders Services Department offices (tel. +302106302979, +302106302980, fax: +302106302986, +302106302987) will be open daily from 9.00 am to 2.00 pm.

Maroussi, 5<sup>th</sup> June 2014  
By order of the Board of Directors

Ioannis Papathanasiou

CHAIRMAN OF THE BOARD OF DIRECTORS