



*Proxy Statement*

To  
**HELLENIC PETROLEUM S.A.**  
 Shareholders' Department  
 Phone number: +302106302979, +302106302980  
 Fax: +302106302986, +302106302987

**FORM OF PROXY FOR THE PARTICIPATION AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF THE SOCIETE ANONYME UNDER THE NAME "HELLENIC PETROLEUM S.A." TO BE HELD ON 28/06/2012**

The undersigned shareholder of **Hellenic Petroleum S.A.**

|   |  |
|---|--|
| <b>Name / Company Name</b>                              |  |
| <b>Address / Registered Office</b>                      |  |
| <b>Identity card number / Company's Register Number</b> |  |
| <b>Number of common shares</b>                          |  |
| <b>DSS/SAT Securities Account Number</b>                |  |

I hereby appoint and empower:

1. Mr./Ms....., name of father....., resident of .....street.....No.....holder of Police Identity Cardno./Passport no. ...., or/and

2. Mr./Ms....., name of father....., resident of .....street.....No.....holder of Police Identity Cardno./Passport no. .... or/and

3. Mr./Ms....., name of father....., resident of .....street.....No.....holder of Police Identity Cardno./Passport no. ....or/and

**To represent me**, acting each one separately or jointly on my behalf, (*please, delete accordingly*) at the Annual General Meeting of the Shareholders of Hellenic Petroleum S.A. that shall take place on Thursday 28/06/2012 at 12:00 p.m., at the Company's premises at Aspropyrgos (17<sup>th</sup> km of Athens - Corinth National Road), Athens, Greece, as well as at any adjournments thereof whenever these are duly convoked should the quorum required by law is not achieved, and to exercise on my behalf my voting rights in relation with the items of the agenda of the meeting as listed in the following table:

|                                | FOR | AGAINST | ABSTAIN |
|--------------------------------|-----|---------|---------|
| <b>ALL ITEMS ON THE AGENDA</b> |     |         |         |

**OR**

| ITEMS ON THE AGENDA   | FOR | AGAINST | ABSTAIN |
|---|-----|---------|---------|
| 1. Management review of the 36 <sup>th</sup> corporate fiscal year (1.1.2011 – 31.12.2011) 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, for fiscal year 2011, including the Group's consolidated financial statements. |     |         |         |
| 2. Approval of the company's financial statements and the Group's consolidated financial statements, in accordance with the International Financial Reporting Standards, the relevant reports for fiscal year 2011.   |     |         |         |
| 3. Profit distribution approval.  |     |         |         |
| 4. Acquittal of the Board of Directors members and Auditors from any liability for compensation for fiscal year 2011, pursuant to article 35 of Codified Law 2190/1920.   |     |         |         |
| 5. Approval of paid remuneration and fees to the members of the Board of Directors for 2011 and determination of corresponding remuneration and fees for 2012.  |     |         |         |
| 6. Approval of fees to the Chairman of the Board of   |     |         |         |

|  |  |  |  |
|--|--|--|--|
| Directors and the Managing Director for 2011 and determination of their fees for 2012.   |  |  |  |
| 7. Appointment of Certified Auditors for fiscal year 2012, in accordance with the provisions of the Company's Articles of Association and determination of their fees. |  |  |  |
| 8. Approval of a BoD decision regarding the granting of stock options for 2011 pursuant to article 2 of the applicable Plan.   |  |  |  |
| 9. Approval of the change in the composition of the Audit Committee in accordance with the provisions of article 37 of Law 3693/2008.                                  |  |  |  |

(Place) ....., (Date) .....2012

\_\_\_\_\_  
(Signature)

(Verification of signature)

**NOTES:**

1. Shareholders, who owned shares during the commencement of the fifth day before the day of the Annual General Meeting of Shareholders (record date), may participate in the said General Meeting of Shareholders. Shareholders who have their shares registered on the Dematerialised Securities System of the Hellenic Exchanges, do not need to deposit their shares in order to vote and/or be represented at the General Meeting.
2. In case of a company appointing a proxy, the Form of Proxy must bear the name of the company, and be signed by its duly authorized officer/s together with required legalization documents in accordance with the Greek law.
3. In the case of joint shareholders, the Form of Proxy can be signed solely by the person whose name appears on the top of the registry members.
4. This proxy should be duly filled in, signed and sent by the shareholder, as well as all the relevant legalization documents, during business hours to the Shareholder Services Department of Hellenic Petroleum S.A.: Cheimarras 8A ,15125, Maroussi, Athens, Greece (Contact Persons: Mrs Gonianaki Chrisoula or Mrs Georgia Lampou) or by fax: +302106302986, +302106302987 or by email: [cgonianaki@helpe.gr](mailto:cgonianaki@helpe.gr), [glampou@helpe.gr](mailto:glampou@helpe.gr), or [ir@helpe.gr](mailto:ir@helpe.gr): at least three days (3) prior to the date of Annual General Meeting together. The shareholders are

requested to verify the successful dispatch of the form and receipt thereof by the Company at: +302106302979, +302106302980.

5. The present appointment shall not be valid in case the shareholder attends in person the aforementioned Annual General Meeting and promptly declares his/her participation.