



## HELLENIC PETROLEUM HOLDINGS S.A.

### Extraordinary General Meeting

20 September 2022

#### **Terms and conditions for participation in the remote Extraordinary General Meeting of Shareholders**

“HELLENIC PETROLEUM HOLDINGS S.A.” (the “Company”) will hold an **Extraordinary** General Meeting of its Shareholders (“General Meeting” or “EGM”) on 20 September 2022, remotely in real-time by teleconference without the physical presence of Shareholders.

Participation by Shareholders at the General Meeting is subject to the present terms and conditions for the remote General Meeting (the “Terms for the remote General Meeting”).

Capitalized terms used and not defined in the text have the meaning attributed in the Appendix.

In addition to the Terms for the remote General Meeting, the Terms of Use of Third-Party Providers also apply.

The Company reserves the right, at any time, to modify, suspend, cancel or limit the mechanisms for the digital General Meeting and voting when necessary or expedient for technical or security reasons.

#### **1. Introductory remarks**

##### **1.1. How can I participate and vote at the General Meeting?**

In order for Shareholders to participate and vote at the General Meeting, it is necessary that, they, or their proxies, create and use an electronic account on the internet platform (the “Internet Platform”) that has been developed by the Hellenic Exchanges - Athens Exchange Group to provide remote General Meeting services, in real-time, by teleconference to listed companies on the website <https://axia.athexgroup.gr/en/home>

The Internet Platform is provided by “Hellenic Central Securities Depository S.A.”, while the WEBEX set of tools / services, provided by “Cisco Hellas S.A.”, is used for the teleconference.

##### **1.2. How do I access the Internet Platform?**

In order to access the Internet Platform a personal computer, a smartphone type mobile telephone or a tablet is required, with a browser application installed, and internet access.

##### **1.3. How can I create an account on the Internet Platform?**

In order for a Shareholder or his/her proxy to create an account on the Internet Platform, a valid electronic mail (email) account and a mobile telephone number are required by the shareholder or his/her proxy.

#### **1.4. What do I do if the data entered on the Platform does not match the data registered in the Dematerialized Securities System?**

If, on accessing the Internet Platform, the above information entered by the Shareholder does not match the data registered in the Dematerialized Securities System and provided to the Company by the “Hellenic Central Securities Depository S.A.”, as part of its services to facilitate shareholder identification for remote general meetings which are provided to listed companies in accordance with Decision No 8 of the BoD of Hellenic Central Securities Depository S.A., “Technical terms and procedures for the provision of the Registry, Corporate and Other Related Actions Service”, shareholders must provide or/and update the information above through their operators, in order to create the account.

For this purpose, Shareholders are requested to contact the operator of their securities account to whom they hold the Company's shares or any other intermediary who provides custody services for the Company's shares on a case-by-case basis, in order to notify and / or update a valid email address and their mobile phone number for identification.

#### **1.5. How can I confirm that I have successfully connected to the Internet Platform?**

Shareholders that have successfully connected to the Internet Platform will be able to participate at the General Meeting by teleconference in real time via the link that will be sent to them by email.

#### **1.6. What rights can I exercise through the Internet Platform?**

By activating the teleconference application (Cisco WEBEX) via the link at the start of the General Meeting, Shareholders will be able to:

- a) follow the proceedings of the General Meeting by electronic or audiovisual means,
- b) address to the General Meeting and submit their questions,

while at the same time, through the Internet Platform they will be able to:

- c) vote in real time during the GM on the item of the daily agenda,
- d) receive confirmation of the recording of their vote.

The deadlines, during which the rights of Shareholders can be exercised, are included in detail in the Invitation to the General Meeting and in the present Terms for the remote General Meeting, while the time allotted for the vote will be announced during the General Meeting.

#### **1.7. Can I attend and vote, in real time, through a proxy at the General Assembly via the Internet Platform?**

Yes, each Shareholder participates in the General Meeting and votes either in person or through a proxy. In case of appointment of more than one proxies and for identification purposes, only the details of the first appointed proxy will be taken into consideration. The appointment shall be made at least forty-eight (48) hours prior to the General Meeting, **the latest by the 18<sup>th</sup> September 2022 at 12:00**, through the submission of the “Proxy Statement Form” which is available on the Company’s site <https://www.helpe.gr/en/investor-relations/shareholders-meetings/annual-general-meeting/>, or in the case of Shareholders identified through intermediaries with the

confirmations or notices of articles 5 and 6 of the Regulation (EU) 2018/1212 which are provided by the intermediary.

Upon receipt of the above information by the Company and based on the email address and mobile phone number of the proxy, as stated in the Proxy Statement Form, the Company creates a proxy's account on the Internet Platform. The proxy will be notified by email in order to activate his account and be able to exercise the rights of the Shareholder in accordance with the provisions of the Invitation to the General Meeting.

### **1.8. Can I participate remotely in the voting prior to the General Meeting (postal vote)?**

Yes, Shareholders, or their proxies, can participate remotely in the voting on the sole item of the agenda, which will be held **prior** to the General Meeting by using one of the following options:

1. By exercising the right to vote prior to the General Meeting through the internet platform <https://axia.athexgroup.gr/en/home> on which they have previously created an account and have successfully registered as mentioned above; or
2. by completing and submitting to the Company the "Postal Vote Form", for remote voting, that the Company has made available on its website (<https://www.helpe.gr/en/investor-relations/shareholders-meetings/annual-general-meeting/>); or
3. by participating through confirmations or notices of Articles 5 and 6 of Regulation (EU) 2018/1212 provided by intermediaries, as described in the Invitation.

In the event that the Postal Vote Form is submitted by a proxy, his/ her appointment as proxy has to be effected in accordance with the provision of clause 1.7 of the present and the relevant authorization (completed Proxy Statement Form) must be submitted together with the Postal Vote Form.

Upon receipt of the above information by the Company and based on the proxy's email address and mobile phone number, as stated in the Proxy Statement Form, the account of the proxy is created on the Internet Platform and he/she will be notified via email to activate his/her account in order to exercise the rights of the Shareholder according to the above **no later than 19.09.2022 at 12.00**.

### **1.9. Until when can I vote prior to the General Meeting?**

Shareholders who cast their vote prior to the General Meeting are considered for the formation of the quorum and majority, only if the relevant votes have been received by the Company **no later than 19.09.2022 at 12:00**.

## **2. Right to participate and vote at the General Meeting**

### **2.1. When will the General Meeting commence its proceedings?**

The General Meeting is considered to have begun its proceedings, with the announcement of its commencement by the Chairman of the General Meeting to the Shareholders.



Each Shareholder may participate, attend the General Meeting and vote in real-time electronically, provided that he/she has taken all the necessary steps mentioned in the Invitation to the General Meeting and clauses 1.1 to 1.6 of the present for the creation and use of an electronic account on the Internet Platform.

## **2.2. How and when do I have to connect to the Internet Platform in order to participate at the General Meeting?**

In order to participate at the General Meeting, Shareholders must connect through the Internet Platform, before the start time of the meeting and declare that they intend to participate at the General Meeting.

Following the declaration of the intention to participate, Shareholders will receive a personalized information message by electronic mail with the link they should follow in order to connect to the video conference of the General Meeting.

On the date of the General Meeting and in order to participate in the proceedings, Shareholders must connect on time through the Internet Platform, at least thirty minutes (30') before the start time of the General Meeting mentioned in the Invitation and to declare the number of voting rights with which they will participate and vote at the General Meeting and, whether they wish to modify them (to a lower number).

## **2.3. Can I attend in the English language?**

It is noted that the Shareholders who wish to attend the General Meeting in English, should follow the relevant detailed instructions for participation that will be sent to them.

## **2.4. If I do not login in time, will I be able to vote?**

Shareholders that do not login to the Internet Platform before the start time of the General Meeting, i.e. before the announcement of the commencement of its proceedings by the Chairman of the General Meeting, will not be counted among the Shareholders present at the General Meeting, they will not be able to exercise the right to vote or submit questions at the General Meeting, and will only be able to follow the live feed of the General Meeting by video conference.

## **2.5. What happens if I have not appointed a proxy or representative?**

Shareholders who have not appointed a proxy or representative timely (i.e. at least 48 hours before the date of the General Meeting), but who, however, have connected on time through the Internet Platform, will, in accordance with the above, participate at the General Meeting, unless the General Meeting denies this participation for good reason and justifies such a denial.

In that case, such Shareholders will not be counted in the quorum of the General Meeting, and will only be able to follow the live feed of the General Meeting by video conference.

## **2.6. What are my rights after I log in on time and in accordance with the formalities?**

Shareholders who have complied with the formalities above and have logged in on time through the Internet Platform before the start of the General Meeting:

- (i) are considered to be present in person at the General Meeting;
- (ii) are included in the calculation of the quorum of Shareholders present or represented at the General Meeting and the calculation of the percentage of the issued share capital of the Company present or represented at the General Meeting based on the number of voting rights they stated they would exercise;
- (iii) will be able to follow with electronic or audiovisual means the proceedings of the General Meeting;
- (iv) will have the right to vote in real-time during the General Meeting on the item of the agenda at the point in time announced by the Chairman;
- (v) will be able to submit their questions at the General Meeting during it;
- (vi) will receive information on the registration of their vote.

### **2.7. How will I be registered?**

The names of Shareholders that have been registered as participants at the General Meeting through the Internet Platform will be included in the list of Shareholders that are present at the General Meeting in person or by proxy.

### **2.8. What will happen if I disconnect before the end of the General Meeting?**

Any early disconnection of a Shareholder, who was timely connected according to the above, through the Internet Platform before the end of the General Meeting does not affect the calculation of the quorum of Shareholders present or represented at the General Meeting for the time he/she was connected.

Such Shareholder can reconnect to the Internet Platform and continue to follow the remaining part of the General Meeting and exercise all its rights to participate and vote electronically.

In all other cases, Shareholders will only be able to follow the live stream of the General Meeting through teleconference (video conference).

### **2.9. How can I take the floor during the General Meeting?**

Shareholders will not be able to take the floor. If they wish, they will be able to address the Meeting and submit their questions through the platform (Cisco / Webex).

### **2.10. When will I be able to vote?**

Shareholders will be able to vote electronically from the time when the Chairman of the General Meeting announces the start of voting on the item of the agenda and up until the point when the Chairman of the General Meeting announces the end of voting.

### **2.11. What applies to the postal vote?**

For Shareholders that participate in the voting on the item of the General Meeting's agenda that takes place **prior** to the General Meeting (postal vote), voting will be possible exclusively and only for the time period indicated in clause 1.8 and the Invitation to the General Meeting, i.e. until 19.09.2022 at 12.00 , at the latest.



Upon accessing the Internet Platform, Shareholders will declare the number of voting rights with which they wish to participate and vote at the General Meeting and, if they wish, they can modify that number (to a lower one).

Shareholders that vote in time as per above, can follow the live feed of the General Meeting by video conference.

#### **2.12. Can I withdraw my postal vote?**

Shareholders that voted in time by postal vote as described above before the General Meeting will be able to withdraw their vote, as follows:

- (i) If they voted through the Internet Platform, they will be able to withdraw their vote through the Internet Platform, ***up until the start time of the General Meeting.***
- (ii) If they voted by sending to the Company the “Postal Vote Form”, they will be able to withdraw their vote in the same manner in which they submitted it, ***one hour (1) before the start time of the General Meeting, by the latest.***

Shareholders may, if they wish, participate in person at the General Meeting under the conditions of the present.

### **3. Vote confirmation and voting results**

#### **3.1. I submitted my vote through the Internet Platform. Can I withdraw it?**

Submission of the vote by the Shareholder through the Internet Platform is final and cannot be withdrawn, subject to the conditions of the present.

#### **3.2. Will I receive confirmation of my voting?**

Each Shareholder who voted at the General Meeting (including by postal vote) will receive from “Hellenic Central Securities Depository S.A.” confirmation of receipt, registration and vote count on the item of the agenda through the Internet Platform after the end of the General Meeting.

#### **3.3. What happens if I do not exercise my declared voting rights?**

If during voting, the voting rights, which were declared for participation at the General Meeting, are not fully exercised by the Shareholder, then, following the end of the General Meeting, he/she will receive confirmation by the “Hellenic Central Securities Depository S.A.” that the remaining rights were noted as “ABSTAIN”.

#### **3.4. Will I be informed of the voting results?**

After the end of voting on the item of the agenda and the vote count, the results of the voting will be published on the website of the Athens Stock Exchange and of the Company, as provided by the law.

#### **4. Technical infrastructure**

The Company ensures, to a reasonable extent, that the technical infrastructure used to conduct the remote General Meeting is accurate, secure and accessible to Shareholders with compatible devices.

The Company will cooperate and make use of the services of reliable Third-Party Suppliers to provide the technical infrastructure required to conduct the General Meeting.

##### **4.1. What are the risks in relation to the technical infrastructure of the General Meeting?**

Shareholders should know that certain residual risks associated with the technical infrastructure used for the remote General Meetings will always exist.

The Company, through Third Party Suppliers, takes all measures, technical and organizational and makes every possible effort to ensure as much as possible the continuous and uninterrupted operation of the Internet Platform and the teleconference application, so that the services provided through it are available continuously and uninterruptedly with an acceptable response time and without delay to Shareholders with compatible devices.

However, due to the nature of the Internet and web applications, the Company and the Third-Party Suppliers cannot guarantee the absolute completeness, correctness or continuity of their operation and they may not be available to part or all of the Internet, or may respond with interruptions, or, finally, respond within times longer than usual. In cases such as the above, the Company and the Third-Party Suppliers will make every possible effort to restore their operation, however the Company and the Third-Party Suppliers cannot be held responsible or become legally accountable for their availability or response time.

##### **4.2. What measures should I take in relation to the protection of information systems?**

It is recommended that Shareholders take all measures to protect the integrity and security of their information systems, hardware and software, in order to adequately protect the access data and the usage data of the Internet Platform that are stored on the local storage systems of the devices of Shareholders, portable and non-portable.

Any failure in Shareholders' systems or connection or usage data leak due to an intrusion by malicious software in the operating systems of Shareholders, does not relieve the latter from their obligations under the present terms, does not constitute force majeure or exceptional condition, nor does it imply any liability of the Company or the Dematerialized Securities System ("DSS") as platform provider for any damages suffered by Shareholders.

Furthermore, Shareholders are solely responsible for their personal equipment and the required technical means, which will allow access to the Internet Platform.

##### **4.3. What should I ensure prior to the General Meeting?**

Prior to the start time of the General Meeting, Shareholders must check their connection and ensure that they have access to the Internet Platform and have correctly installed and configured the teleconference application (Cisco WEBEX).

The Company, through Third Party Suppliers, has ensured the timely implementation of the technical infrastructure for the Internet Platform in order to allow Shareholders to control their access and to verify that they can participate properly at the General Meeting.

#### **4.4. Will there be a Help Desk?**

The Company will also maintain a help desk that will be available to Shareholders (or their representatives) both during the General Meeting and for access testing on the Internet Platform, at +30 210 3366120 or by email: [AXIAeShareholdersMeeting@athexgroup.gr](mailto:AXIAeShareholdersMeeting@athexgroup.gr).

#### **4.5. Where can I address for failure of the technical infrastructure?**

Shareholders can address any failure in the technical infrastructure to the above-mentioned help desk.

Any failure or deficiency in the equipment of Shareholders, software, network infrastructure, servers, connection to the Internet or telephone, video or voice equipment, power outage, any kind of mechanical failure during the General Meeting or similar events, including data security instances (which includes any unauthorized use, piracy, denial-of-service attack, access denial, potential failure, or intrusion that is caused by the theft or illegal interception of a password or a network password or any other attack), which may prevent the remote participation of Shareholders at the General Meeting, will, in any case, be in the sole responsibility of those Shareholders.

Inability by one or more Shareholders to follow the proceedings and participate at the General Meeting or vote electronically during (any part of) the General Meeting, does not affect the validity of the General Meeting, or any work carried out therein.

#### **4.6. What will happen in case of failure of the technological infrastructure during the General Meeting?**

In the event that during the General Meeting the Chairman of the General Meeting becomes aware of any failure in the technological infrastructure that may have occurred during the General Meeting and which materially affects the proceedings of the General Meeting, the Chairman of the General Meeting will inform the participating Shareholders.

The Chairman of the General Meeting may decide, at his absolute discretion, after taking into consideration the possible impact in the decision-making process of the General Meeting, whether the General Meeting should be postponed or adjourned due to this failure, or whether the works of the General Meeting should be continued even though some Shareholders may not have the ability to participate and/or vote and/or follow the works of the General Meeting.

In the event that, at the Chairman's discretion, the Internet Platform or the teleconference application, no longer allows to all (or some) Shareholders, to follow the proceedings of the General Meeting, to vote electronically during (any part of) the General Meeting and to submit questions, then the Chairman may, at his absolute discretion, continue, adjourn, or postpone the General Meeting, change the order of discussion and/or decision on the items of the General Meeting's agenda or proceed with the General Meeting without the ability for some or all of the Shareholders who participate remotely through the Internet Platform and the teleconference application to follow the proceedings of the General Meeting and/or to vote electronically during



(any part of) the General Meeting. The Chairman of the General Meeting notifies this decision, to the extent possible, to Shareholders present at the General Meeting.

If the Chairman of the General Meeting decides to suspend or postpone the General Meeting, as mentioned above, then the whole process that has taken place up to the point of suspension or postponement and any decisions taken on the item of the agenda will be valid.

## **5. Communication**

Shareholders can contact the Company's Shareholders Services and Corporate Announcements Department daily from 9.00 to 17.00 (tel. +30 210 6302979, +30 210 6302980 / email address: [gkallitsi@helpe.gr](mailto:gkallitsi@helpe.gr), or [ir@helpe.gr](mailto:ir@helpe.gr)) for any query they may have or information they may need regarding the remote participation in the General Meeting.

For the provision of information on technical support issues, Shareholders and their representatives can contact the Technical Support of Shareholders (helpdesk) by email at [AXIAeShareholdersMeeting@athexgroup.gr](mailto:AXIAeShareholdersMeeting@athexgroup.gr) or by phone at +30 210 3366120.



## Appendix – Definitions

**Internet Platform** refers to the internet platform [www.athexgroup.gr/AXIAeShareholdersMeeting](http://www.athexgroup.gr/AXIAeShareholdersMeeting) that has been developed by the Hellenic Exchanges – Athens Stock Exchange Group and is available by the “Hellenic Central Securities Depository” for the provision of General Meetings services to issuing companies that take place remotely, in real-time by teleconference without the physical presence by shareholders.

**Teleconference application / teleconference** refers to the WEBEX set of tools / services that are provided by Cisco Hellas S.A., through which video conferencing is provided.

**Postal vote** refers to the remote participation of Shareholders in the voting procedure on the items of the General Meeting that will take place before the General Meeting.

**Shareholder** of the Company refers to the physical or legal person that appears as shareholder of the Company in the records of the Dematerialized Securities System (DSS) or the person identified as such on the relevant date through registered intermediaries or other intermediaries observing the provisions of the legislation (Law 4548/2018, Law 4569/2018, Law 4706/2020 and Regulation (EU) 2018/1212) as well as the Rules of Operation of DSS (Government Gazette B' / 1007 / 16.03.2021) on the start of the fifth (5<sup>th</sup>) day before the date of the Annual General Meeting (“Record date”), i.e. on 4 June 2022 and has the right to vote, his / her proxies, as well as the proxies of Shareholders or otherwise exercising the right to vote representing legal persons.

**Terms for the remote General Meeting** refers to the present terms and conditions.

**Third Party Suppliers** refers to the companies “Hellenic Central Securities Depository S.A.”, headquartered in Athens, and “Cisco Hellas S.A.”, headquartered in Marousi, Attica.