



**ELINOIL HELLENIC PETROLEUM COMPANY SA**  
**General Electronic Commercial Registry (G.E.MI.) No. 244901000**

**Proposed drafts of decision on items on the agenda of the Ordinary General Meeting  
of Shareholders of July 4<sup>th</sup>, 2024**

(para 4 of article 123 of Law 4548/2018, as in force)

**1. Submission of the Annual Financial Statements for the fiscal year 2023 together with the relevant reports of the Board of Directors, the Certified Public Accountants, appropriation account for approval.**

The Company's Board of Directors recommends to Shareholders that the Company and Group's Annual Financial Statements for the fiscal year 01.01.2023 to 31.12.2023, along with the relevant Management Report of the Board of Directors and the Audit Report of the Certified Public Accountants, published on 25.04.2024 be approved and posted on the Company's website [www.elin.gr](http://www.elin.gr)

With respect to the appropriation account, the profit of ELINOIL SA for the fiscal year 2023 amounts to € 10.007.694,15 before tax and, upon deduction of the total tax charge of €2.308.364,33, the remaining profit to be distributed is equal to the total amount of € 7.699.329,82. The Board of Directors proposes to the Ordinary General Meeting the allocation of said amount as follows:

For ordinary reserve fund:	€	385.000,00
For dividend generated from the profit of this financial year: (23.712.545 shares, € 0.108 per share)	€	2.560.954,86
Retained Earnings balance	€	4.753.374,96
<b>Total</b>	<b>€</b>	<b>7.699.329,82</b>

According to the above, the Board of Directors recommends the distribution of profit for the fiscal year 2023, which is equal to the amount of € 2.560.954,86 before withholding tax and excluding the 115,585 treasury shares held by the company, and which corresponds to EUR 0,108 per share. The dividend amount of EUR 0,108 per share is subject to 5% withholding tax according to law.

The Board recommends that the Ex-Dividend Date be Monday, July 15, 2024, and that the Record Date be Tuesday, July 16<sup>th</sup>, 2024. The Board recommends that the dividend payment commencement date be Friday, July 19<sup>th</sup>, 2024.

The Board recommends that Eurobank be the paying bank.

The General Meeting, upon voting, approves:



a) the Financial Statements for the fiscal year 2023 along with the Management Report of the Board of Directors and the Audit Report prepared by the Certified Public Accountants, published on 25-04-2024 by ..... votes, namely a majority of .....% of the votes represented in the General Meeting.

Shareholders representing ..... votes voted against.

Shareholders representing ..... abstained from voting.

B) the distribution of profit and dividend for the fiscal year 2023 as recommended by the Board of Directors, by ..... votes, namely a majority of .....% of the votes represented in the General Meeting.

Shareholders representing ..... votes voted against.

Shareholders representing ..... abstained from voting.

## **2. Submission of the Annual Activity Report of the Audit Committee for the financial year 2023.**

According to the provisions of article 44 para 1 (i) of Law 4449/2017, as in force after being amended by article 74 para 4 of Law 4706/2020, the Annual Activity Report of the Audit Committee for the fiscal year 1-1-2023 to 31-12-2023, as included in the Management Report of the Board of Directors for the fiscal year 2023, must be submitted before the Shareholders. The full text of the Report has been posted on the company's website [www.elin.gr](http://www.elin.gr).

## **3. Submission of the Report prepared by the Independent Non-Executive Members of the Board of Directors for the financial year from 1-1-2023 to 31-12-2023.**

According to the provisions of article 9 para 5 of Law 4706/2020 as in force, the Report drawn up by the Independent Non-Executive Members of the Board of Directors for the financial year from 1-1-2023 to 31-12-2023 must be submitted before the Shareholders. The full text of the Report has been posted on the company's website [www.elin.gr](http://www.elin.gr).

## **4. Approval of the overall management of the Company pursuant to Article 108 of Law 4548/2018, as in force, and exemption of the Company's Certified Public Accountants from any liability for damages for the financial year 2023.**

The Company's Board of Directors recommends to the Shareholders that the overall management of the Company pursuant to Article 108 of Law 4548/2018, as in force, and the



exemption of the Company's Certified Public Accountants from any liability for damages for the fiscal year 2023, be approved.

Upon voting, the General Meeting approves the overall management of the Company for the fiscal year 2023 and exempts the Company's Certified Public Accountants from any liability for damages for the fiscal year 2023 by ..... votes, namely a majority of .... % of the votes represented in the General Meeting.

Shareholders representing ..... votes voted against.

Shareholders representing ..... abstained from voting.

**5. Announcement of the election of new non-executive members of the Board of Directors in replacement of resigned members.**

The Board of Directors of the company, in accordance with article 13 of the company's Articles of Association and article 82 of Law 4548/2018, announces to the General Assembly the election of Mr. Konstantinos Politis and Mr. Ioannis Papaioannou as members of the Board of Directors on 4/09/2023 to replace the resigned members Mr. Charalambos Kynigos and Georgios Tsounias. The new members were given the status of non-executive member, during the reconstitution of the Board of Directors on the same day.

The Curriculum Vitae of Mr. Konstantinos Politis and Mr. Ioannis Papaioannou is available on the company's website [www.elin.gr](http://www.elin.gr).

**6. Election of Auditing Firm to audit the Financial Statements (for the separate and consolidated statements) for the fiscal year 2024 and determination of remuneration thereof.**

For the audit of the Company's and the Group's Financial Statements, whether annual or half-yearly for the fiscal year 2024, the Board of Directors, taking into account the proposal dated 12-06-2024 of the Audit Committee, proposed that the General Meeting elect the Auditing Firm "BDO Certified Public Accountants SA, Hellenic Accounting and Auditing Standards Oversight Board (E.L.T.E) Reg. No. 041, Institute of Certified Public Accountants of Greece (SOEL) Reg. No. 173».

The amount of € 70,000.00 plus VAT is proposed as fee of the aforementioned Auditing Firm for the audits stated above.

The matter is put to the vote and the General Meeting approves the selection of the Auditing Firm «B.D.O S.A.» to audit the Annual Financial Statements (separate and consolidated statements) for the year 2024 and the determination of its fee as above by ..... votes, namely a majority of .....% of the votes represented in the General Meeting.

Shareholders representing ..... votes voted against.



Shareholders representing ..... abstained from voting.

**7. Approval of revision of the approved by the Ordinary General Assembly of its shareholders 06.07.2022 Political Remuneration of the members of the Board of Directors in accordance with provisions of Law 4548/2018.**

The Board of Directors recommends to the General Assembly to approve the revised Remuneration Policy for the members of the Board of Directors. The revision of the Remuneration Policy for the members of the Board of Directors was deemed necessary to 1) add a paragraph regarding the receipt of fees for services to the company based on a special relationship such as, for example, an employment contract, project, provision of services and 2) to modify the table of the active employment contracts of the executive members.

The full text of the revised Remuneration Policy has been posted on the company's website [www.elin.gr](http://www.elin.gr).

**8. Submission of the Remuneration Report for members of the Board of Directors for the financial year 2023 for discussion and vote, in accordance with Article 112 para 3 of Law 4548/2018, as in force.**

The Chairman of the General Meeting submitted the Remuneration Report for BoD members for the financial year 1-1-2023 – 31-12--2023 for discussion and voting according to article 112 para 3 of Law 4548/2018, as in force.

The Remuneration Report includes a full overview of the total remuneration received by BoD members in the financial year 2023, as well as other information required pursuant to article 112 para 2 of Law 4548/2018. The Report has been drawn up based on the principles and admissions which govern the Remuneration Policy of the company.

The full text of the Report has been posted on the company's website [www.elin.gr](http://www.elin.gr).

It is noted that the nature of the shareholders' vote on the Remuneration Report is advisory according to article 112 para 3 of Law 4548/2018.

The Ordinary General Meeting, having accepted the Chairman's proposal, adopts the Remuneration Report for BoD members for the financial year 2023 which has been submitted before it by ..... votes, namely a majority of .....% of the votes represented in the General Meeting.

Shareholders representing ..... votes voted against.



**9. Approval of remuneration of members of the Board of Directors for the year 2023 and pre-approval thereof for the year 2024.**

The total gross amount of the remuneration paid to BoD members during the fiscal year 2023, which had been pre-approved by the Ordinary General Meeting held on July 6, 2023, amounts to EUR 265.500 while the total gross amount paid to them for their participation in the meetings of the committees of the Board of Directors totals EUR 32,000. In detail:

- a) The gross amount paid to BoD members as remuneration for their participation in the meetings of the committees of the Board of Directors reached EUR 1,000 per meeting and, in total it reached EUR 133.000.
- b) With respect to the Chairman of the Board of Directors, the gross amount of remuneration for his participation in the meetings of the Board of Directors reached EUR 132.500.
- c) The total gross amount of the remuneration paid to the members of the company's Remuneration & Nomination Committee for 2023 was EUR 20.000, whereas the gross amount of the remuneration paid to the Chairman of the Committee during the same period amounted to EUR 12.000.

The Board of Directors recommends to the Shareholders that the remuneration of BoD members for the fiscal year 2023 be approved.

It is proposed that the remuneration of BoD members for 2023 remain the same and, in particular:

- a) The gross amount to be paid to BoD members as remuneration for their participation in the meetings of the committees of the Board of Directors be EUR 1,000 per meeting and
- b) The gross amount paid to the BoD members for their participation in meetings of the Remuneration and Nomination Committee be equal to EUR 12,000 for the Chairman of the Committee and EUR 10,000 for each member.

The General Meeting, upon voting, approves the remuneration paid to BoD members for the fiscal year 2023 and pre-approves the payment of remuneration to BoD members for the fiscal year 2024 as proposed by ..... votes, namely a majority of .....% of the votes represented in the General Meeting.

Shareholders representing ..... votes voted against.

Shareholders representing ..... abstained from voting.

**8. Granting of permission, according to Article 98 para 1 of Law 4548/2018, as in force, to the Members of the Board of Directors and Managerial Executives of the Company to participate in Boards of Directors or in the management of the Group's subsidiaries and affiliated companies, which pursue same or similar objectives.**



The Board of Directors recommends that the General Meeting grants to the BoD members and the company's managerial executives, permission pursuant to article 98 para 1 of Law 4548/2018, as in force, to participate in Boards of Directors or in the management of subsidiaries and (*existing or future*) affiliated companies within the meaning of article 32 of Law 4308/2014 as in force having similar or relevant objects.

The matter is put to the vote and the General Meetings grants the aforementioned permission by ..... votes, namely a majority of .....% of the votes represented in the General Meeting

Shareholders representing ..... votes voted against.

Shareholders representing ..... abstained from voting.