



**ELINOIL HELLENIC PETROLEUM COMPANY S.A.**  
**General Electronic Commercial Registry No. 244901000**

**INVITATION**  
**of shareholders to the Ordinary General Meeting**

In accordance with the Law and the Company's Articles of Association, the Board of Directors invites the Company's Shareholders to the Ordinary General Meeting, to be held on **Thursday, July 6<sup>th</sup>, 2023 at 10:00 a.m.**, at the Company's headquarters, 33 Pigon Street, Kifissia.

**AGENDA ITEMS**

1. Submission for approval of the Annual Financial Statements for the fiscal year 2022 with the relevant Reports of the Board of Directors, the Auditors, and the distribution of the results.
2. Submission of the Annual Activity Report by the Audit Committee for the financial year 1/1/2022 to 31/12/2022.
3. Submission of the Report by the Independent non-executive Board of Directors members of the Board of Directors for the financial year 1/1/2022 to 31/12/2022.
4. Approval of the overall management of the Company in accordance with article 108 of Law 4548/2018, as in force, and release of the Company's Auditors from any liability for compensation for the financial year 2022.
5. Election of an Audit Firm for the audit of the Financial Statements (Company and Consolidated) for the financial year 2023 and determination of its remuneration.
6. Submission of the Directors' Remuneration Report for the financial year 2022, according to Article 112, par. 3 of Law 4548/2018, as in force, to be discussed and voted.
7. Approval of the Directors' remunerations for the year 2022 and pre-approval thereof for the year 2023.
8. Granting of permission, according to Article 98, par. 1 of Law 4548/2018, as in force, to the Directors and the management executives of the company to participate in Boards of Directors or in the management of the Group's subsidiary and affiliated companies, which pursue the same or similar objectives.



## **I. Right to Participate in the General Meeting**

Only the Company's Shareholders who hold the shareholder status at the start of the fifth day preceding the General Meeting, namely Saturday, July 1st 2023 ("Record Date"), are entitled to participate in the General Meeting.

In relation to the Company, a shareholder registered on the Record Date in the Dematerialised Securities System (DSS) of the societe anonyme under the name "HELLENIC CENTRAL SECURITIES DEPOSITORY S.A." (EL.K.A.T.) or identified as such on the basis of the relevant date through registered intermediaries or other intermediaries in compliance with the provisions of the law (Law 4548/2018, Law 4569/2018, Law 4706/2020 and Regulation (EU) 2018/1212) and the Rulebook of the Hellenic Central Securities Depository (Government Gazette Issue B/1007/16.03.2021), shall be deemed a shareholder entitled to participate in the General Meeting and to exercise voting rights.

It is underlined that for the Shareholders to participate in the General Meeting, it is no longer required that their shares be pledged or that any other similar procedure be followed that restricts the possibility of selling and transferring the shares during the period between the record date and the date of the General Meeting.

## **II. Procedure for the exercise of the voting right by proxy**

The Shareholders who are entitled to participate in the General Meeting can either vote in person or by proxy. Every Shareholder may appoint up to three (3) proxies. Legal entities participate in the General Meeting by appointing up to three (3) natural persons as their proxies.

Representation forms for the appointment of a proxy are available on the Company's website [www.elin.gr](http://www.elin.gr) and at the Company's Headquarters, 33 Pigon Str., GR-14564 Kifissia (Shareholder Support Department). The representation forms, completed and signed, must be submitted and delivered at the Company's Headquarters, 33 Pigon Str., GR-14564 Kifissia (Shareholder Support Department) at least 48 hours before the Ordinary General Meeting date, namely by July 4th 2023 at 10:00 a.m.

A proxy acting for more than one Shareholder may vote in a different way for each one of them. If the Shareholder owns shares which appear in more than one securities account, the Shareholder may appoint a different proxy for the shares appearing in each securities account.

The Shareholder may appoint a proxy for a single general meeting or for as many meetings as may take place within a specified period of time.

The proxy votes in accordance with the Shareholder's instructions, if any, and is obliged to file the voting instructions for at least one (1) year from the submission of the General Meeting's minute to the competent authority or, if the decision is subject to publicity, from its registration with the S.A. Companies Register.

The Shareholder's proxy is obliged to inform the Company prior to the beginning of the General Meeting, about any event that could be of use to the Shareholders, in order for the General Meeting to assess the risk of the representative serving other interests and not the interests of the represented Shareholder. A conflict of interest may arise in particular where the proxy: (a) is a Shareholder controlling the Company or is another legal person or entity controlled by that Shareholder; (b) is a member of the Board of Directors or general management of the Company or a Shareholder controlling the Company or another legal person or entity controlled by a Shareholder, who exercises control over the Company; c) is an employee or statutory auditor of the Company or of a shareholder who exercises



control over the Company or another legal person or entity controlled by a Shareholder who exercises control over the Company; d) is the spouse or a first-degree relative of one of the natural persons referred to in cases a to c.

### **III. Minority rights**

Under paragraph 4a of Article 121 of Law 4548/2018, we inform the Shareholders that, among others, they have the following rights which are set out in paragraphs 2, 3, 6 and 7 of Article 141 of Law 4548/2018:

- i. At the request of Shareholders representing 1/20 of the paid-up share capital, the Board of Directors is obliged to include additional items in the agenda of the General Meeting, provided that the aforementioned request is received by the Board of Directors at least fifteen (15) days prior to the General Meeting, namely by June 21<sup>st</sup> 2023. A request to include additional items in the agenda must be accompanied by a justification or a draft resolution for approval by the General Meeting. The revised agenda shall be published in the same way as the previous agenda, thirteen (13) days before the date of the General Meeting, namely on June 23 2023, and at the same time made available to Shareholders on the Company's website, together with the justification or draft resolution submitted by Shareholders.
- ii. At the request of Shareholders representing 1/20 of the paid-up share capital, the Board of Directors is obliged to make available draft resolutions on matters included in the original or revised agenda to the Shareholders, in accordance with the provisions of paragraph 3 of article 123 (3) of Law 4548/2018, at least six (6) days before the date of the General Meeting, namely by June 30<sup>th</sup> 2023 at the latest, , provided that the relevant request is received by the Board of Directors at least seven (7) days before the date of the General Meeting, namely by June 29<sup>th</sup> 2023 at the latest.
- iii. At the request of any Shareholder submitted to the Company at least five (5) full days prior to the General Meeting, namely by June 30<sup>th</sup> 2023 at the latest, the Board of Directors is obliged to provide the General Meeting with the requested specific information on the affairs of the Company to the extent that this is relevant to the items on the agenda. The Board of Directors may provide a single reply to Shareholder applications sharing the same content. There is no obligation to provide information when such information is already available through the corporate website, especially in the form of questions and answers.
- iv. At the request of Shareholders representing 1/20 of the paid-up share capital, submitted to the Company at least five (5) full days prior to the General Meeting, namely by June 30<sup>th</sup> 2023 at the latest, the Board of Directors is obliged to disclose to the Ordinary General Meeting the amounts paid during the last two years to each member of the Board of Directors or to the directors of the Company, as well as any benefit paid to these persons for any reason or under any contract between the Company and them.
- v. At the request of Shareholders representing 1/10 of the paid-up share capital, which must be submitted to the Company at least five (5) full days prior to the General Meeting, namely by June 30<sup>th</sup> 2023 at the latest, the Board of Directors must provide the General Meeting with information on the course of the Company's affairs and the Company's assets.

In all of the above cases of exercise of their rights, the requesting Shareholders need to provide proof of their shareholder status and the number of shares they own at the moment they exercise said right. Proof of shareholder status shall be provided through direct electronic link-up of the ATHEX and the Company.



#### **IV. Available documents and information**

This invitation, the documents to be submitted to the General Meeting, the draft resolutions proposed by the Board of Directors, the representation forms and other information under Article 123 paragraph 4 of Law 4548/2018 are posted on the Company's website, [www.elin.gr](http://www.elin.gr). Besides, the Shareholders can pick up the aforementioned documents in hard copies from the Shareholder Support Department of the Company (33 Pigon Str., Kifissia, tel.: +30 210 6241547) following prior communication.

Athens, June 15<sup>th</sup> 2023

THE BOARD OF DIRECTORS