



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 2nd, 2026**

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

1. Submission of the Annual Financial Statements for the fiscal year 2025 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 01.01.2025 to 31.12.2025, along with the relevant Management Report of the Board of Directors and the Audit Report of the Certified Public Accountants, published on 29.04.2026 be approved and posted on the Company's website www.elin.gr

With respect to the appropriation account, the profit of ELINOIL SA for the fiscal year 2025 amounts to € 197.926,55 before tax and, upon deduction of the total tax charge of €191.596,06, the remaining profit to be distributed is equal to the total amount of € 6.330,49 and the Board of Directors proposes to the Annual General Meeting that they be carried forward to the next financial year.

The General Meeting, upon voting, approves:

a) the Financial Statements for the fiscal year 2025 along with the Management Report of the Board of Directors and the Audit Report prepared by the Certified Public Accountants, published on 29-04-2026 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 non-distribution of a dividend for the 2025 financial year, as proposed 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 2025.

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 1-1-2025 to 31-12-2025, as included in the Management Report of the Board of Directors for the fiscal year 2025, must be submitted before the Shareholders. The full text of the Report has been posted on the company's website 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 1-1-2025 to 31-12-2025.

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 1-1-2025 to 31-12-2025 must be submitted before the Shareholders. The full text of the Report has been posted on the company's website 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 2025.

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 2025, be approved.

Upon voting, the General Meeting approves the overall management of the Company for the fiscal year 2025 and exempts the Company's Certified Public Accountants from any liability for damages for the fiscal year 2025 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. Election of an Audit Firm for the audit of the Financial Statements (Company and Consolidated), the review of the interim Financial Statements (Company and Consolidated) and the issuance of a tax certificate, for the corporate fiscal year 2026 (01.01.2026 to 31.12.2026) and determination of their remuneration.

For the audit of the Company's and the Group's Annual and Semi-Annual Financial Statements, the review of the interim separate and consolidated financial information, and the issuance of the tax compliance certificate for the 2026 financial year, the Board of



Directors, taking into consideration the recommendation of the Audit Committee, proposes to the General Meeting the appointment of "ORION Certified Auditors Accountants S.A., ELTE Registration No. 002, SOEL Registration No. 146" as the statutory audit firm.

As remuneration for the above Audit Firm in respect of the aforementioned audit and review services, it is proposed that the amount of 80.000 be approved.

The matter is put to the vote and the General Meeting approves the selection of the Auditing Firm « ORION Certified Auditors Accountants S.A.» to audit the Annual Financial Statements (separate and consolidated statements) and the issuance of the tax compliance certificate for the year 2026 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.

6. Submission of the Remuneration Report for members of the Board of Directors for the financial year 2025 for 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 1-1-2025 – 31-12-2025 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 2025, 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.

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 2025 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.



7. Approval of remuneration of members of the Board of Directors for the year 2025 and pre-approval thereof for the year 2026.

The total gross amount of the remuneration paid to BoD members during the fiscal year 2025, which had been pre-approved by the Ordinary General Meeting held on July 3rd, 2025, amounts to EUR 165,000 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 165.000.
- b) The total gross amount of the remuneration paid to the members of the company's Remuneration & Nomination Committee for 2025 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 2025 be approved.

It is proposed that the remuneration of BoD members for 2026 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 2025 and pre-approves the payment of remuneration to BoD members for the fiscal year 2026 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.Election of members of the Audit Committee in accordance with article 44 of Law 4449/2017, as in force.

The Board of Directors informs the General Meeting that the term of office of the Company's Audit Committee expires on 6 July 2026, in accordance with the resolution of the previous Annual General Meeting held on 3 July 2025.

Furthermore, pursuant to the resolution of the Annual General Meeting dated 7 July 2021, the Company's Audit Committee was designated as an independent committee consisting



of three members, all of whom are independent third parties and are not members of the Board of Directors.

The remuneration, term of office, number of members, and qualifications of the Audit Committee shall be determined by the General Meeting of the Company's shareholders.

Based on the above, and having taken into consideration the recommendation of the Remuneration and Nomination Committee, the Board of Directors proposes to the Shareholders the following:

1) Proposed Candidates for Election to the Audit Committee

Within the aforementioned framework, the Board of Directors recommends the election of the following individuals as members of the Audit Committee:

- **a)** Michail Oratis, son of Alexandros – non-member of the Board of Directors (third-party, independent individual)
- **b)** Vasiliki Iliopoulou, daughter of Ioannis – non-member of the Board of Directors (third-party, independent individual)
- **c)** Evangelos Lampropoulos, son of Georgios – non-member of the Board of Directors (third-party, independent individual)

The role of Chairperson and the other positions within the Committee will be assigned upon its formation into a body.

The Board of Directors has determined that the proposed Audit Committee members collectively possess sufficient knowledge of the Company's business sector (Energy), as they have relevant professional experience and expertise through their employment in both private and public sector enterprises. Additionally, they have the required time to monitor and resolve corporate matters, are free from conflicts of interest or incompatible relationships either personally or through related parties, and possess unimpeachable ethics, good reputation, honesty, and integrity. They fully meet the suitability and reliability criteria set forth in ELINOIL S.A.'s Suitability Policy and are deemed appropriate for the role of Audit Committee member.

As stipulated by paragraph 1 of article 44 of Law 4449/2017, at least one of the proposed members—specifically Ms. Vasiliki Iliopoulou—has demonstrably sufficient knowledge in accounting and auditing, having served as General Director of the Tax Administration at the Independent Authority for Public Revenue (AADE). This member will be required to be present at Audit Committee meetings related to the approval of financial statements.

Finally, all proposed individuals meet the independence criteria as defined in the applicable regulatory framework (Article 9, paragraphs 1 and 2 of Law 4706/2020, as in force).

To ensure complete and adequate information for the Company's shareholders, the résumés of all proposed candidates for election to the Audit Committee are available on the Company's website: www.elin.gr.

2) Term & Remuneration of the Audit Committee Members and Chairperson



The term of office of the Audit Committee is proposed to coincide with the expiration of the term of office of the Company's Board of Directors, namely until 5 January 2031.

The remuneration of the members of the Audit Committee for their participation in its meetings for each financial year is proposed to be set at a gross amount of **€20,000** for the Chairman of the Committee and a gross amount of **€15,000** for each member.

A vote is held, and the General Assembly approves with votes, i.e., with a majority of% of the votes represented at the General Assembly:

1. The election of the following as members of the Audit Committee:
 - a) Michail Oratis, son of Alexandros (independent third party)
 - b) Vasiliki Iliopoulou, daughter of Ioannis (independent third party)
 - c) Evangelos Lampropoulos, son of Georgios (independent third party)

The term of office of the Audit Committee is set to expire on 5 January 2031.

2. The remuneration of the Audit Committee members for their participation in meetings is approved as: €20,000 gross for the Chairman and €15,000 gross for each member

Shareholders representing votes voted against.

Shareholders representing abstained from voting.

9. Approval of the revision of the Company's Remuneration Policy.

The Board of Directors recommends the General Meeting to approve the revised Remuneration Policy for the members of the Board of Directors, which has been prepared in accordance with the provisions of Law 4706/2020 as in force, as well as the guidelines of the Capital Market Commission as detailed in its circular 60/18-9-2020.

The revision relates to the inclusion of an active contract with an executive member of the Board of Directors and the addition of a reference concerning the amendment of the contract of the Chairman of the Board of Directors.

The full text of the proposed for approval Remuneration Policy of the members of the Board of Directors has been posted on the company's website www.elin.gr.

The General Meeting, upon voting, approves the Remuneration Policy of the members of the Board of Directors 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.



10. 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.