



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

Proposed draft resolution on the sole item of the Agenda of the Extraordinary General Meeting of Shareholders of October 22, 2025
(paragraph 4 of Article 123 of Law 4548/2018, as in force)

Election of new members to the Board of Directors.

The Board of Directors, having taken into account the proposal of the Company's Remuneration and Nomination Committee dated September 16, 2025, decided to expand the Board of Directors by electing two new members until the expiration of the term of the current Board of Directors, i.e., until July 7, 2026, which may be extended until the date of the Ordinary General Meeting of 2026. According to Article 11 of the Company's Articles of Association, the Board of Directors shall consist of 5 to 9 members.

In line with the recommendation of the Remuneration and Nomination Committee of the Company, the election of Ms. Eleftheria Karnesi and Mr. Christos Sorotos is proposed. Mr. Sorotos is proposed as an independent member of the Board of Directors, as he meets the independence criteria set out in paragraphs 1 and 2 of Article 9 of Law 4706/2020, as in force, while Ms. Karnesi is proposed as a non-executive member. With the participation of Mr. Sorotos as an independent member, the independent non-executive members shall not fall below one-third (1/3) of the total number of members of the Board of Directors and shall not be fewer than three (3), as required by the relevant provisions on Corporate Governance and the Operating Regulations of the Company's Board of Directors.

With the participation of Ms. Karnesi, the Company is gradually ensuring compliance with the provisions of Law 5178/2025 on balanced gender representation and demonstrates its commitment to forming a Board of Directors that reflects the principles of equal participation. Specifically, the Committee members confirmed that Ms. Eleftheria Karnesi and Mr. Christos Sorotos possess the appropriate professional training, experience, adequate knowledge, and skills to understand the Company's activities and key risks, the required time to monitor and resolve corporate matters, and that neither they nor related persons fall into situations of conflict of interest, transactions with third parties, or incompatibilities. Furthermore, they possess impeccable integrity and reputation, as also evidenced by their resumes provided below:

1. Ms. **Eleftheria Karnesi** holds a degree in Law, a degree in Financial Mathematics, and a PhD in Applied Mathematics. She has worked since 2011 in shipping companies in Greece and abroad. From 2021 to the present, she has been employed with the shipping company EUROPEAN PRODUCT CARRIERS LTD in Greece. She speaks English fluently.
2. Mr. **Christos Sorotos** is a graduate of the School of Political and Economic Sciences of the Faculty of Law of the National and Kapodistrian University of Athens. He has



nearly 40-year career in the banking sector. He has served, among others, as CEO of Bank of America, CITI BANK, Aspis Bank, and as Acting CEO of Bank of Cyprus. Throughout his career, he has acquired extensive experience in corporate governance.

A vote is conducted, and the General Meeting approves with votes, i.e., with a majority of% of the votes represented at the General Meeting, the election of Ms. Eleftheria Karnesi, daughter of Spyridon, and Mr. Christos Sorotos, son of Georgios, as members of the Board of Directors until the expiration of the current term, and appointed the latter as an independent non-executive member.