

CORPORATE GOVERNANCE

The present statement has been prepared in accordance with the provisions of article 152 of L. 4548/2018; it is included in the Company's Annual Management Report for the 2019 fiscal period, as a special part thereof, and is available via the Company's website at: <https://www.helpe.gr/investor-relations/corporate-governance/statement-of-corporate-governance/>.

The institutional framework governing the Company's operation and obligations is L. 4548/2018 on the reform of the law of sociétés anonymes, which replaced Codified Law 2190/1920 (as of 1st January 2019), as well as L. 3016/2002.

The Company's Articles of Association, as amended by the Extraordinary General Meeting of 20th December 2019 so that they can be aligned with the provisions of L. 4548/2018, are available via the Company's website at: <https://www.helpe.gr/investor-relations/corporate-governance/articles-of-association-data>.

As a company the shares of which are traded on the Athens Stock Exchange, the Company has additional obligations in respect to the individual sections re. governance, investors' and supervisory authorities' information, financial statements' publication, etc.. The principal laws describing and imposing the additional obligations are L. 3016/2002, L. 3556/2007, L. 4374/2016, the Athens Stock Exchange Regulation, as well as L. 4449/2017 regarding the role and competences of the Audit Committee. Detailed information on Corporate Governance implemented by HELLENIC PETROLEUM can be found at: <https://www.helpe.gr/investor-relations/>.

Corporate Governance Code

The Company has adopted the Corporate Governance Code for Listed Companies of the Hellenic Corporate Governance Council (HCGC) (or "Code"). This Code can be found on the HCGC's website, at the following e-address: <https://www.athexgroup.gr/el/web/guest/esed-hellenic-cgc>.

Apart from the HCGC's website, the Code is also available to all employees through the company intranet, as well as in hard copy through the Group's Finance and Human Resources Divisions.

During 2019, the Company complied with the provisions of the above Code with the deviations mentioned below, while it intends to adopt appropriate policies and proposals to minimize existing deviations from the provisions of the Code.

In addition to the provisions of the Code, in the course of 2019, the Company complied with all relevant provisions of the Greek Legislation.

Deviations from the Corporate Governance Code

On occasion, the Company may deviate from or not fully apply certain provisions of the Code with regard to:

- The size and composition of the Board of Directors (or "BoD")
- The nomination of BoD members
- The operation, in general, and evaluation of the BoD
- The level and structure of remuneration
- The General Meeting of Shareholders

Corporate Governance Practices Exceeding Legal Requirements

In the context of implementing a structured and adequate system of corporate governance, the Company has applied specific practices of good corporate governance, some of which exceed those provided by the applicable legislation.

Specifically, the Company applies the following additional corporate governance practices, all of which are related to the size, composition, responsibilities and overall operation of the BoD:

- Due to the nature and objective of the Company, the complexity of matters and the Group's necessary legal support, which includes a number of operations and subsidiaries in Greece and abroad, and in order to assist it in its work, the BoD has established committees

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comprised of its members, with advisory, supervisory or approving authorities. These committees are outlined below:

1. Audit Committee
2. Crude oil and Products Supply Committee
3. Finance & Financial Planning Committee
4. Labour Issues Committee
5. Remuneration & Succession Planning Committee

- In addition to the above committees of the BoD, committees with an advisory and coordinating role have been established and operate in the Company. They are comprised of senior Company executives and their goal is to support the work of Management. The principal such committees are the following:

1. Group Executive Committee
2. Manufacturing Activities Committee
3. Domestic & International Fuels Marketing Committee
4. Oil Supply and Sales Committee
5. Group Credit Committee
6. Investment Evaluation Committee
7. Electricity, Natural Gas & Renewable Energy Sources Committee
8. Exploration and Production Committee

- The BoD has adopted provisions in the Company's Internal Operating Regulation prohibiting stock exchange transactions by the Chairman of the BoD, the CEO and other members of the BoD, for as long as they serve as either Chairman of the BoD or CEO of an associated company. The BoD has also adopted a Procedure of Monitoring and Disclosure of Significant Participations and Transactions re. the Company's shares, as well as a procedure for Monitoring and

Disclosing Transactions and Financial Activity with the Company's key clients and suppliers.

The Code of Conduct, which has been adopted since 2011, is subject to an assessment and revision process, with the intention of complementing it with a conflict of interests' policy, which is expected to be adopted.

Plurality Policy

Due to the manner of appointing and replacing BoD members, as stated above, the Company cannot apply a policy of plurality in the BoD.

General Meeting of Shareholders and Shareholders' Rights

The operation of the General Meeting of Shareholders, its role and responsibilities, convocation, participation requirements, the ordinary and extraordinary quorum and majority of the participants, the Presiding Board and the Agenda, are described in the Company's Articles of Association, and as such have been amended to be in line with the provisions of L. 4548/2018.

All Shareholders are entitled to participate in the General Meeting, provided that they hold Company shares on the record date prior to the date of the GM in order to exercise their right. The shareholding capacity is evidenced through the Company's direct electronic connection with the depository records (Hellenic Exchanges S.A.).

COMPOSITION & OPERATION OF THE BOARD OF DIRECTORS, SUPERVISORY BODIES AND COMPANY COMMITTEES

Board of Directors (BoD)

The Company is managed by a thirteen (13) BoD members, with a term of five (5) years.

The current BoD members are the following:

- Ioannis Papathanasiou, Chairman, Non-executive member of the BoD (since 7.8.2019), Representative of the Greek State
- Andreas Shiamishis, CEO, Executive member of the BoD (CEO duties assumed since 7.8.2019), Representative of Paneuropean Oil and Industrial Holdings
- Georgios Alexopoulos, Executive member of the BoD, Representative of the Greek State
- Theodoros-Achilleas Vardas, Non-executive member of the BoD, Representative of Paneuropean Oil and Industrial Holdings
- Michael Kefalogiannis, Non-executive member of the BoD, Representative of the Greek State (since 7.8.2019)
- Alexandros Metaxas, Non-executive member of the BoD, Representative of the Greek State (since 7.8.2019)
- Ioannis Aivazis, Non-executive member of the BoD, Representative of the Greek State (since 7.8.2019)
- Loukas Papazoglou, Non-executive member of the BoD, Representative of the Greek State (since 7.8.2019)
- Alkiviades Psarras, Non-executive member of the BoD, Representative of the Greek State (since 7.8.2019)
- Constantinos Papagiannopoulos, Non-executive member of the BoD, Employees' representative
- Georgios Papakonstantinou, Non-executive member of the BoD, Employees' representative
- Theodoros Pantalakis, Independent, non-executive member of the BoD, minority shareholders' representative
- Spyridon Pantelias, Independent, non-executive member of the BoD, minority shareholders' representative

Furthermore, during 2019:

Mr. Efstathios Tsotsoros was Chairman and CEO until 7.8.2019, and Mssrs. Georgios Grigoriou, Dimitrios Kontofakas, Vasilios Kounelis, Loudovikos Kotsonopoulos and Christos Tsitsikas, were Members of the BoD as representatives of the Greek State (until 7.8.2019).

Roles and Responsibilities of the BoD

The BoD is the supreme executive body of the Company and to a major extent formulates its strategy and supervises and controls the management of its assets. The composition and qualities of the members of the BoD are determined by Law and the Company's Articles of Association. The chief obligation and duty of the BoD members is to constantly pursue the strengthening of the Company's long-term economic value and to protect the general company interest.

In order to achieve company objectives and ensure that it operate smoothly, the BoD may cede part of its authorities, except those requiring collective action, as well as the administration or management of the affairs or the Company's representation to the Executive Committee, the CEO, or to one or more BoD members (executive and non-executive), to Company managers or employees. BoD members and any third party to whom BoD authorities have been delegated by the BoD, are prohibited from pursuing personal interests that conflict with those of the Company. BoD members and any third party to whom BoD authorities have been delegated, have to promptly disclose to the rest of the BoD members any personal interests which might arise as a result of Company transactions that fall within their duties, as well as any other conflict of personal interest with those of the Company or associated undertakings thereof, that arise in exercising their duties.

Indicatively, the BoD decides and approves the following:

1. The Business Plan of the Company and the Group,
2. The Annual Business Plan and Budget of the Company and the Group,
3. Any necessary change to the above,
4. The issuance of ordinary bond loans,
5. The Annual Report of transactions between the Company and its associated companies,
6. The Annual and Interim Financial Reports, including the Financial Statements of the Company and the Group,
7. The establishment of/participation in companies or joint ventures, company acquisitions, the establishment or termination of facilities – of over €1 million in each case,
8. Agreements for participating in consortia for the exploration and production of hydrocarbons,
9. The closure of manufacturing facilities,
10. Regulations governing the Company's operation and any amendments thereto,
11. The basic organizational structure of the Company and its amendments,
12. The appointment/revocation of General Managers
13. The Company Collective Labour Agreement (CCLA),
14. The Internal Operating Regulation,
15. The determination of the Company's managers' remuneration policy,
16. The Company's managers' hiring processes and the assessment of their performance,
17. Any other matter stipulated by the applicable Company regulations.

BoD Formation

The BoD determines the responsibilities and status of its members, as executive or non-executive. The number of non-executive BoD members cannot be less than one-third of the total number of its members.

Chairman of the BoD

The Chairman is responsible for convening, chairing and administering the meetings, for keeping the Minutes and signing the relevant decisions and for the overall operation of the BoD, as provided by the Company's Articles of Association and the law.

The Group's Internal Audit General Division reports to the Chairman.

Chief Executive Officer

The Chief Executive Officer is the higher executive and legal representative of the company and is responsible for all business segments and all of its operations.

Audit Committee

The Audit Committee is appointed by the General Meeting of Shareholders and is comprised of three (3) non-executive and, in their majority, independent members of the BoD and it has the following responsibilities:

- It monitors the process and the performance of the statutory audit of the Company's individual and consolidated financial statements.
- It monitors, reviews and evaluates the preparation of financial information.
- It examines and evaluates the adequacy and effectiveness of all Company policies, processes and controls, in relation to the internal audit system and the risk assessment and management, in relation to the financial reporting.
- It reviews and monitors the independence of the statutory auditors or audit.
- It is responsible for selecting auditors or audit firms and proposes the statutory auditors or audit firms to be appointed by decision of the General Meeting.

Remuneration and Succession Planning Committee

The Company's Remuneration and Succession Planning Committee consists of three (3) non-executive BoD members and has the following responsibilities:

- It proposes the principles, as well as the Company's remuneration and benefits policy for Managers that is followed each time. Any relevant decisions made by the CEO are based on these principles and policy.
- It proposes, to the CEO, the total remuneration (fixed and variable - including share options) regarding the executive members of the Board of Directors, as well as the Managers of the Company and the Group.
- It proposes to the BoD and, through it, to the General Meeting of Shareholders, the total compensation payable to the Chairman and the CEO.
- It provides for a suitable succession of General Managers and Company Managers to be in place at all times and submits relevant proposals to the Board of Directors.

