

**INVITATION TO THE SHAREHOLDERS OF THE COMPANY**  
**"HELLENiQ ENERGY Holdings S.A."**  
**(General Commercial Registry 296601000)**  
**TO THE ANNUAL GENERAL MEETING**

The Board of Directors of "HELLENiQ ENERGY Holdings S.A. (the "Company")", by its resolution no. **1444** dated 30.05.2024, invites the shareholders of the Company to the Annual General Meeting, to be held on **Thursday 27<sup>th</sup> of June 2024, at 12:00 hours** in a hybrid manner, i.e. with the physical presence of shareholders at the Grand Hyatt Athens Hotel (room Parthenon) Leof. Andrea Siggrou 115, Athina 117 45, or by attending and participating remotely in real time via teleconference, in order to discuss and decide upon the following items of the Agenda:

1. Management review of the Company's 48<sup>th</sup> financial year (1.1.2023 – 31.12.2023) and submission of the Board of Directors' Management Report as well as the Certified Auditors' reports for the Annual Financial Statements, including the Group's Consolidated Financial Statements for the financial year 2023, in accordance with the International Financial Reporting Standards (IFRS)
2. Approval of the Company's and the Group's Financial Statements, in accordance with the International Financial Reporting Standards (IFRS), together with relevant independent auditor reports, for the financial year 2023
3. Approval of profit distribution for the financial year 2023
4. Approval of distribution of dividend for the financial year 2023
5. Submission for discussion of the Remuneration Policy report of the members of the Board of Directors for the financial year 2023, in accordance with Article 112 par. 3 of Law 4548/2018
6. Audit Committee's Activity Report for the financial year 2023.
7. Report of the independent non-executive members of the Board of Directors to the Annual General Meeting
8. Approval of the overall management by the Board of Directors for the financial year 1.1.2023 - 31.12.2023 in accordance with article 108 of Law 4548/2018 and discharge of the Auditors from any liability for indemnity for the financial year 2023
9. Election of Certified Auditors for the financial year 2024 and determination of their remuneration
10. Amendment of the Remuneration Policy of the members of the Company's Board of Directors, which was approved by the Annual General Meeting of the shareholders of the Company on 30 June 2021.
11. Establishment of a long-term program for free distribution of shares of the Company to executives of the Company and its affiliates, as defined in article 32 of Law 4308/2014, in accordance with the provisions of article 114 of Law 4548/2018
12. One-time free distribution of shares of the Company to the non-executive members of the Board of Directors in accordance with the provisions of article 114 of Law 4548/2018
13. Establishment of a Share Buyback Program in accordance with article 49 of Law 4548/2018
14. Election of new Board of Directors – appointment of independent members
15. Determination of the type of the Audit Committee, the term, the number and capacity of its members

Additionally, pursuant to articles 121 par. 4, 124 par. 6, 125, 126 and 128 of Law 4548/2018, the Company informs shareholders on the following:

## **A. Right to participate and vote in the General Meeting**

The Annual General Meeting of the shareholders of the Company on 27<sup>th</sup> of June 2024 will be held in a hybrid manner and shareholders (or proxies) will have the opportunity to choose how they wish to participate (in person or by electronic means), to vote on the items of the agenda and ask questions as described below (see B(c)). In the same way, the persons of par. 1 and 2 of article 127 of Law 4548/2018 may also be present at the General Meeting.

Any person who has the shareholder capacity at the beginning of the fifth (5<sup>th</sup>) day i.e., at the beginning of the **22<sup>th</sup> June 2024 ("Record Date")** before the date of the Annual General Meeting, the **27<sup>th</sup> June 2024**, may participate in the General Meeting. Each ordinary share of the Company is entitled to one (1) vote.

A person registered as a shareholder of the Company on the Record Date at the Dematerialized Securities System ("DSS") of the "Hellenic Central Securities Depository S.A." ("ATHEXCSD"), or identified as such, on the Record Date, via registered intermediaries or other intermediaries in compliance with the provisions of the relevant legislation (Law 4548/2018, Law 4569/2019, Law 4706/2020 and Regulation (EU) 2018/1212) including the Operation Regulation of the ATHEXCSD (Governmental Gazette B /1007/16.03.2021), is considered as shareholder vis-à-vis the Company and is entitled to participate and vote in the General Meeting.

The shareholding status can be verified by any legal means and, in any case, based on the information received by the Company from ATHEXCSD or through participants and registered intermediaries in the central securities depository, in the event that the shares are held in an omnibus account. A shareholder may attend the General Meeting based on the confirmations or notifications as specified in articles 5 and 6 of Regulation (EU) 2018/1212, which are provided by the intermediary, unless the meeting rejects such participation for valid reasons justifying its denial in accordance with the applicable provisions (art. 19 par.1 Law 4569/2018, art. 124 par.5 Law 4548/2018).

It should be noted that the exercise of the aforementioned rights (participation and voting) does not involve the blocking of shares or any other similar process that restricts the right to sell or transfer the shares during the period between the Record Date and the day of the Annual General Meeting.

## **B. Participation and Voting procedure at the General Meeting**

### **a) By granting proxy**

Shareholders may participate and vote in the General Meeting by proxy holders. Each shareholder may appoint up to three (3) proxy holders. However, if a shareholder has shares of the Company, that are held in more than one securities account, the above limitation shall not prevent the shareholder from appointing separate proxy holders for each of the securities account, where the shares are held with respect to the General Meeting. A proxy holder, acting on behalf of several shareholders, may cast votes differently in respect of shares held by each shareholder represented, according to given voting instructions. Legal entities may participate in the General Meeting by appointing up to three (3) individuals as proxy holders. The shareholder can appoint a proxy holder either for a sole General Meeting or for a number of General Meetings taking place within a determined time period. A proxy appointment can be recalled.

**It is noted that, specifically for the shareholder** (or the Participant of the Securities Account of the DSS or another's intermediary acting as a custodian for the shareholder) **participating by proxy** remotely in real time by teleconference **in the Annual General Meeting of the 27<sup>th</sup> June 2024**, in case of appointment of more than one proxy holders, **the details of the first appointed proxy holder will be taken into consideration for identification purposes.**

The proxy holder votes in accordance with the shareholders' instructions, as long as these are in place and is obliged to keep file of the voting instructions for at least one (1) year from the date of the General Meeting.

The proxy holder is obliged to disclose to the Company, before the start of the General Meeting, any event, which might be useful to the shareholders in assessing the risk of the proxy holder pursuing any interest other than the interest of the represented shareholder. A conflict of interest within this context may in particular arise where the proxy holder:

- (i) is a controlling shareholder of the Company, or is another entity controlled by such shareholder;
- (ii) is a member of the Board of Directors or of the management of the Company, or of a controlling shareholder or another entity controlled by the controlling shareholder;
- (iii) is an employee or a certified auditor of the Company, or of a controlling shareholder or an entity controlled by such shareholder;
- (iv) is a spouse or relative (1<sup>st</sup> degree) with an individual referred to in points (i) to (iii)

The appointment as well as the revocation or the replacement of the proxy holder of the shareholder, shall be made in writing and shall be submitted to the Company, at least forty-eight (48) hours prior the General Meeting and in case of shareholders identified via registered intermediaries or intermediaries through confirmations or notices in accordance with articles 5 and 6 of Regulation (EE) 2018/1212.

To facilitate the shareholders, the Company has designated specific executives who, if the shareholders wish, may grant a proxy to represent and vote on their behalf in the General Meeting in accordance with their written voting instructions.

The Proxy Form will be available to the shareholders in an electronic form on the website of the Company ([www.helleniqenergy.gr](http://www.helleniqenergy.gr)). These forms, filled and signed, with a duly verified signature, should be sent by the shareholder to the Company premises, at Chimarras 8a, 151 25 Maroussi, to the Shareholder Services & Corporate Announcements Department (Contact Person: Mrs. Georgia Kallitsi), or by fax: 210-6302987, 210-6302986 or by email: [gkallitsi@helleniq.gr](mailto:gkallitsi@helleniq.gr) or [ir@helleniq.gr](mailto:ir@helleniq.gr), at least forty eight (48) hours prior to the scheduled General Meeting (i.e. **no later than 25<sup>th</sup> June 2024, at 12:00**). Each shareholder is requested to verify the successful dispatch of the proxy's appointment, revocation or replacement form and receipt thereof by the Company at tel. no +302106302979, +302106302980.

In case of noncompliance with the deadline of article 128 par. 4 of L. 4548/2018, the shareholder may participate in the Annual General Meeting unless the General Meeting refuses the participation on good reason that justifies such a refusal.

b) Voting by postal vote **prior** to the General Meeting

According to the provisions of article 12 par. 5 of the Company's Articles of Association, each shareholder has the right to vote remotely, before the General Meeting. In particular,

shareholders, or their proxies, who wish to participate remotely in the voting on the topics of the Annual General Meeting, can make use of this option:

(i) by filling out and submitting to the Company the "Postal Vote Form" , that the Company has made available on its website ([www.helleniqenergy.gr](http://www.helleniqenergy.gr)) along with instructions for its filling.

The shareholders, or their proxies, who wish to make use of this option must submit the Form filled in, signed with a duly certified signature, to the Company's premises, at Chimarras 8a, 151 25 Maroussi, Athens Greece, to the Shareholder Services & Corporate Announcements Department (Contact Person: Mrs. Georgia Kallitsi) or by fax at: 210-6302987, 210-6302986 or by email at: [gkallitsi@helleniq.gr](mailto:gkallitsi@helleniq.gr) or [ir@helleniq.gr](mailto:ir@helleniq.gr)., within the period **from 24<sup>th</sup> June, 2024** at 12:00 and no later than twenty-four (24) hours prior to the scheduled General Meeting (**i.e. no later than 26<sup>th</sup> June 2024 at 12:00**). Each shareholder or proxy is requested to verify the successful dispatch of the form and receipt thereof by the Company at tel. no +302106302979, +302106302980; or

(ii) by confirmations or notices in accordance with articles 5 and 6 of Regulation (EE) 2018/1212 provided by the intermediaries.

Shareholders who cast their vote prior to the General Meeting are considered for the formation of the quorum and majority, only if the relevant votes have been received within the time limits provided by law, as indicated above.

c) By Teleconference

In order for the shareholders (or their proxies) to participate and vote remotely in real time via teleconference, in the Annual General Meeting of 27<sup>th</sup> June 2024, they or their proxies, as applicable, should notify the company of their intention, either by filling in online the relevant application form on its website ([www.helleniqenergy.gr](http://www.helleniqenergy.gr)), or by sending the form for the participation in the teleconference completed and signed with a duly certified signature, to the Company's Headquarters, at Chimarras 8A, 151 25 Maroussi, (Contact Person: Mrs. Georgia Kallitsi) or by fax at: 210-6302987, 210-6302986 or by email at: [gkallitsi@helleniq.gr](mailto:gkallitsi@helleniq.gr) or [ir@helleniq.gr](mailto:ir@helleniq.gr), **no later than Tuesday 25 June 2024 at 12:00**. To access the Online Platform, a computer, a smartphone or a tablet is needed, with an installed internet browsing application and internet access.

In the context of the process of validating and identifying the applicants' data, a valid email address and mobile phone number will be required, in addition to the requisite identification information (full name, I.D. DSS number etc.) as mentioned in the relevant form, which will also be used to access the Online Platform. For this purpose, the shareholders are requested to promptly notify and update all aforementioned information through the Operator of their Account or any other intermediary, that offers Custody Services for the Company's shares.

Once the shareholder status of each beneficiary has been confirmed, the shareholder or their proxies, will receive confirmation of their participation and the relevant instructions for monitoring and/or the voting process during the General Meeting.

On the scheduled date of the General Meeting, in order to participate in the proceedings, the beneficiaries must promptly access the Online Platform, at least twenty minutes (20') prior to the designated commencement time of the General Meeting as stated in the Invitation. By doing so, they will have the opportunity to:

- (i) attend the General Meeting by using electronic or audio-visual means;
- (ii) address to the General Meeting by submitting their questions during the meeting;

While simultaneously will be able to:

(iii) vote in real time during the General Meeting on the items of the agenda, amending the voting rights (to a smaller number) if they wish;

(iv) receive notification on the registration of their vote.

Beneficiaries can also contact the Shareholder Services & Corporate Announcements Department daily from 9.00 to 17.00 (tel. +302106302979, +302106302980, fax: +30210 6302987, +302106302986/ email address: [gkallitsi@helleniq.gr](mailto:gkallitsi@helleniq.gr), or [ir@helleniq.gr](mailto:ir@helleniq.gr)) for any query they have or information they need.

It is noted that the official language of the General Meeting will be in Greek, as the official language, while for those of the participants who wish, the option to follow it in English will be available.

### **C. Final dates for exercising minority shareholders rights (article 141 paras 2, 3, 6 and 7 of Law 4548/2018)**

a) At the request of shareholders representing 1/20 of the paid-up share capital, the Board of Directors of the Company is obliged to:

(i) include in the General Meeting Agenda additional items, provided that the relevant request is received by the Board at least fifteen (15) days before the General Meeting. The request for an additional item on the agenda must be accompanied by a justification or a draft resolution to be adopted in the General Meeting. The revised agenda is published in the same manner as the initial agenda thirteen (13) days before the General Meeting and at the same time, it is made available to the shareholders on the Company's website, together with the justification or the draft resolution that had been submitted by the shareholders in line with article 123 par. 4 of Law 4548/2018;

(ii) make available to the shareholders the draft resolutions for the items included in the initial or revised agenda, in accordance with article 123 par. 3 of Law 4548/2018, at least six (6) days before the General Meeting, if the relevant request is received by the Board of Directors at least seven (7) days before the General Meeting.

b) Following a request of any shareholder submitted to the Company at least five (5) full days before the General Meeting, the Board of Directors is obliged to provide to the General Meeting the requested specific information on the Company's affairs, to the extent that this information is useful for the actual assessment of the items on the agenda. The Board of Directors may refuse to provide such information on reasonable grounds, which must be recorded in the minutes. The Board of Directors may provide a single response to multiple shareholders' requests with the same context. The obligation to provide information does not apply if the information requested is already available on the Company's website, especially in a Q&A format.

c) Following a request of shareholders representing 1/10 of the paid-up share capital, submitted to the Company at least five (5) full days before the General Meeting, the Board of Directors is obliged to provide to the General Meeting information on the progress of the corporate affairs and the financial position of the Company's assets. The Board of Directors may refuse to provide such information on reasonable grounds, which must be recorded in the minutes. Respective

deadlines also apply in the event of a Repeated General Meeting in relation to the exercise of the rights of minority shareholders.

In all the above-mentioned cases, the requesting shareholders must provide proof of their shareholding status and, except for the case in point (b) above, the number of shares they hold, at the time of exercise of the relevant right. The shareholder's status is verified by all legal means and in any case through the updates the Company receives from the "Hellenic Central Securities Depository S.A." as mentioned above.

#### **D. Questions**

Shareholders or their proxies, who will participate in the teleconference of the Annual General Meeting as mentioned above, will be able to submit their questions during the meeting on the items of the agenda.

In any case, for the optimal preparation of the General Meeting, shareholders may send in advance and in writing their questions, to the Shareholder Services & Corporate Announcements Department by e-mail at [gkallitsi@helleniq.gr](mailto:gkallitsi@helleniq.gr), or [ir@helleniq.gr](mailto:ir@helleniq.gr), or by fax: 210-6302987, 210-6302986 **no later than 26<sup>th</sup> June 2024 at 12:00.**

#### **E. Available Documents and Information**

The present invitation, the documentation to be submitted to the Annual General Meeting, the draft resolution for the each item on the agenda, the total number of shares and voting rights, represented by these shares on the date of the invitation, the proxy and proxy revocation forms, the postal voting form, the remote participation form and any additional information as stipulated by Article 123 paragraphs 3 and 4 of Law 4548/2018 can be assessed electronically on the official website of the Company ([www.helleniqenergy.gr](http://www.helleniqenergy.gr)).

Shareholders can also contact the Shareholder Services & Corporate Announcements Department daily from 9.00 to 17.00 (tel. +302106302979, +302106302980, fax: +30210 6302987, +302106302986/ email addresses [gkallitsi@helleniq.gr](mailto:gkallitsi@helleniq.gr), or [ir@helleniq.gr](mailto:ir@helleniq.gr)) for any query they have or information they need.

Shareholders are kindly requested to refer to the official website of the Company ([www.helleniqenergy.gr](http://www.helleniqenergy.gr)), for any future updates pertaining to the forthcoming Annual General Meeting.

Maroussi, 30<sup>th</sup> May 2024  
By order of the Board of Directors

IOANNIS PAPATHANASIOU  
CHAIR OF THE BOARD OF DIRECTORS