

# **Notice of Extraordinary General Meeting of the Shareholders of MOTOR OIL (HELLAS) CORINTH REFINERIES S.A. to be held on October 24, 2018**

Pursuant to a resolution of the Board of Directors and according to the provisions of the Law and of the Company's Codified Memorandum and Articles of Association, the Shareholders of MOTOR OIL (HELLAS) S.A. are invited to an Extraordinary General Meeting on Wednesday, October 24<sup>th</sup>, 2018 at 12:30 hours, to be held at the NJV Athens Plaza Hotel, 2 Vassileos Georgiou A' Street, Syntagma Square, Athens for discussion and decision on the following matters of the agenda:

1. Granting of special permission by the General Assembly pursuant to the article 23a of the Codified Law 2190 / 1920 with regard to:
  - a) entering into a Shareholders' Agreement and other contractual agreements if any among MOTOR OIL (HELLAS) CORINTH REFINERIES S.A., Zencharm Holdings Limited a company registered in Cyprus and other contracting parties, whereby the terms and conditions for the operation and management of Tallon Commodities Limited a company registered in England are agreed upon,
  - b) entering jointly with the above mentioned company Zencharm Holdings Limited and other contracting parties into articles of association of the above mentioned company Tallon Commodities Limited
2. Granting of special permission by the General Assembly pursuant to the article 23a of the Codified Law 2190 / 1920 with regard to:
  - a) entering into a Shareholders' Agreement and other contractual agreements if any among MOTOR OIL (HELLAS) CORINTH REFINERIES S.A., Zencharm Holdings Limited a company registered in and other contracting parties, whereby the terms and conditions for the operation and management of Tallon PTE LTD a company registered in Singapore are agreed upon,
  - b) entering jointly with the above mentioned company Zencharm Holdings Limited and other contracting parties into articles of association of the above mentioned company Tallon PTE LTD
3. Amendment of "Article 3 – Corporate Objective" of Articles of Association of the Company – Expansion of the corporate objective

Only the individuals and legal entities registered as shareholders of MOTOR OIL (HELLAS) S.A. in the electronic files of the Hellenic Central Securities Depository (HCSD), which is the authorised body at which Company securities are kept in dematerialised form, at the beginning of the fifth day (record date: Friday October 19<sup>th</sup>, 2018) prior to the date of the Extraordinary General Meeting will be eligible to participate and vote. Proof of shareholder status will be evidenced by presenting the relevant certificate issued by HCSD in paper format or, alternatively, through direct Company access to the HCSD electronic files. The Company must safely receive the relevant HCSD certificate or the electronic confirmation denoting the shareholder status on the third day prior to the date of the Extraordinary General Meeting at the latest. Shareholders who do not comply with the provisions of article 28<sup>a</sup> of the Codified Law 2190/1920 can only participate in the meeting following permission granted by the General Assembly. There is no requirement for share blocking on behalf of the entitled shareholders or other similar procedure limiting the ability to sell or transfer the shares during the intervening period between the record date and the Extraordinary General Meeting date.

In case that the required quorum, according to the Law and the Company Codified Memorandum and Articles of Association, is not achieved and because of this reason decisions on the matters on the

agenda cannot be made, a Repeat Meeting will be held on Monday November 5<sup>th</sup>, 2018 at 12:30 hours at the above NJV Athens Plaza Hotel (2 Vassileos Georgiou A' Street, Syntagma Square). Friday, November 1<sup>st</sup>, 2018 will be the record date for the Repeat General Meeting. The Company must safely receive the relevant HCSD certificate in paper format or the electronic confirmation denoting the shareholder status, on the third day prior to the date of the Repeat General Meeting at the latest.

Eligible shareholders, as defined above, can participate in the Extraordinary General Meeting of the Company in person or through legally authorised representatives by presenting a copy of their S.A.T. details and their Identification Card (ID) or other documentation proving their identity.

Each shareholder has the right to appoint up to three (3) representatives. Legal Entities may participate in the Extraordinary General Meeting by appointing up to three (3) persons as their representatives. Nevertheless, if a shareholder keeps MOTOR OIL (HELLAS) S.A. shares in more than one securities account, the limitation in the number of representatives does not prevent the shareholder from appointing different representatives for the shares kept in each separate securities account in connection to the Extraordinary General Meeting. A representative acting on behalf of several shareholders may vote in a different way for each shareholder.

A shareholder representative is under the obligation to disclose to MOTOR OIL (HELLAS) S.A., prior to the commencement of the Extraordinary General Meeting, any specific fact, which may be useful to Company shareholders for the assessment of the likelihood that the representative may serve interests other than those of the represented shareholder. Within the context of the present paragraph, a conflict of interest may arise particularly in cases in which the shareholder representative:

- a) Is the controlling shareholder or other legal entity or body controlled by the controlling shareholder of MOTOR OIL (HELLAS) S.A.
- b) Is a member of the Board of Directors or the management team of MOTOR OIL (HELLAS) S.A. in general or of the controlling shareholder or other legal entity or body controlled by the controlling shareholder of MOTOR OIL (HELLAS) S.A.
- c) Is an employee or certified auditor of MOTOR OIL (HELLAS) S.A. or of the controlling shareholder or other legal entity or body controlled by the controlling shareholder of MOTOR OIL (HELLAS) S.A.
- d) Is the spouse or first degree relative of one of the persons mentioned in the above cases a) to c).

The relevant representation (proxy) form is available at the Company website ([www.moh.gr](http://www.moh.gr) menu option: Investor Relations / Shareholder Structure) and has to be duly signed and submitted or sent by post to MOTOR OIL's (HELLAS) S.A. registered address (12A Herodou Attikou street, 151 24 Maroussi) in good time for receipt three (3) days prior to the Extraordinary General Meeting date or the Repeat General Meeting date. Shareholders having no access to the Company website can secure copies of the representation (proxy) form by calling at the Company Shareholders' Office (tel: +30 210 8094 187 person responsible: Mrs. Kalliontzaki) which will attend to dispatch arrangements. Due to lack of a relevant provision in the Company Memorandum and Articles of Association, the use of electronic means for the appointment and annulment of shareholder representatives will not be accepted.

Each registered share issued by the Company is entitled to one vote. Due to lack of a relevant provision in the Company Memorandum and Articles of Association, remote participation and voting as well as participation and voting through electronic means in the Extraordinary General Meeting or the possible Repeat General Meeting will not be feasible.

Pursuant to the provisions of article 26 of the Codified Law 2190/1920 as it is in force, the Company hereby informs its shareholders that:

- Shareholders representing 1/20 of the paid up share capital of the Company have the right to request from the Board of Directors to include additional matters on the daily agenda of the Extraordinary General Meeting provided that the submission of the relevant request should come to the notice of the Board of Directors at least 15 days prior to the Extraordinary General Meeting date.

The request for the inclusion of additional matters on the daily agenda must be accompanied by justified opinion or draft decision for approval by the General Assembly (Codified Law 2190/1920, article 39 paragraph 2).

- Shareholders representing 1/20 of the paid up share capital of the Company through a request which should come to the notice of the Board of Directors at least 7 days prior to the Extraordinary General Meeting date have the right to ask for draft decisions on the matters included on the initial or the revised agenda of the Annual Ordinary General Meeting (Codified Law 2190/1920, article 39 paragraph 2<sup>a</sup>).
- Following a request by any Company shareholder, provided this request is submitted to the Company at least 5 full days prior to the Extraordinary General Meeting date, the Board of Directors is under the obligation to provide to the General Assembly the specific information requested regarding corporate affairs, to the extent that such information is useful for the correct appreciation of the matters on the daily agenda. No obligation for provision of information exists when the relevant information is available through the Company website. (Codified Law 2190/1920, article 39 paragraph 4).
- Following a request by shareholders representing 1/5 of the paid up share capital of the Company which has been submitted to the Company at least 5 full days prior to the Extraordinary General Meeting, the Board of Directors is under the obligation to provide to the General Assembly information regarding the course of business affairs and the financial position of the Company. The Board of Directors may refuse to provide such information based on sufficient and material reason which is recorded in the Minutes of the General Meeting (Codified Law 2190/1920, article 39 paragraph 5).

The full text of the above mentioned paragraphs 2, 2<sup>a</sup>, 4 and 5 of article 39 of the Codified Law 2190/1920 is available at the Company website ([www.moh.gr](http://www.moh.gr) menu option: Investor Relations / Shareholder Structure).

All information pursuant to paragraph 3 of article 27 of the Codified Law 2190/1920 (invitation to the Extraordinary General Meeting, number of Company shares outstanding and the corresponding number of voting rights, comment of the Board of Directors on the matters on the daily agenda, representation (proxy) form for the Extraordinary General Meeting) is available at the Company site ([www.moh.gr](http://www.moh.gr), menu option: Investor Relations / Announcements – Press Releases / General Shareholders' Meetings or/and: Investor Relations / Shareholder Structure). Copies of the above mentioned documents are also available at the Company Shareholders' Office (12A Herodou Attikou street, Maroussi, tel.: +30 210 8094 187).

Maroussi, October 3<sup>rd</sup>, 2018  
THE BOARD OF DIRECTORS