



**ANNUAL GENERAL MEETING
OF SHAREHOLDERS**

June 25, 2026

DRAFT RESOLUTIONS / BOARD OF DIRECTORS' COMMENTS
ON THE AGENDA ITEMS
OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
of "HELLENiQ ENERGY Holdings Société Anonyme» (the "Company")
of June 25, 2026

1st Item

Management review of the 50th financial year (01.01.2025 – 31.12.2025). Approval of the separate and consolidated Financial Statements and submission of the relevant Reports of the Board of Directors and the Certified Auditors.

The Board of Directors (the "BoD") proposes to the Annual General Meeting the approval of the Annual Financial Statements of the Company and the HELLENiQ ENERGY Group (the "Group") for the financial year 2025, which have been prepared in accordance with the International Financial Reporting Standards (IFRS), submitting the relevant Board of Directors' Management Report, the Independent Auditors' Report, and the Assurance Report on the Sustainability Statement.

The Annual Financial Statements of the Company and the Group, as well as the Board of Directors' Report, which includes the Corporate Governance Statement, the Sustainability Statement and the Explanatory Report of the Board of Directors, were approved by the BoD at its meeting held on 26.02.2026 and are incorporated into the Annual Financial Report of the Company and the Group for the financial year 2025.

The Annual Financial Report of the Company and the Group for the financial year 2025 is available to the shareholders and has been posted on the Company's website www.helleniqenergy.gr

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| Required quorum: 1/5 of the share capital | Majority: absolute (50% + 1 of the votes represented) |
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DRAFT RESOLUTION ON THE 1ST ITEM

The General Meeting, deciding by a majority of [] % of the attending share capital, approves the Annual Financial Statements of the Company and the Group for the financial year 2025.

2nd Item

Approval of profit distribution and dividend payment for the 2025 financial year.

The Company's profits for the financial year 2025 are presented in the table below:

HELLENiQ ENERGY Holdings S.A.

| TABLE OF DISTRIBUTION OF PROFITS | 2024 | 2025 |
|---|--------------------|--------------------|
| PROFIT / (LOSS) OF THE FISCAL YEAR, BEFORE TAX | 434.474.617 | 261.864.069 |
| <i>INCOME TAX</i> | <i>(2.021.280)</i> | <i>0</i> |
| <i>PRIOR YEARS' TAXES</i> | <i>(184.559)</i> | <i>(1.059.755)</i> |
| <i>DEFERRED TAX</i> | <i>(29.401)</i> | <i>(596.053)</i> |
| TOTAL TAX LIABILITY | (2.235.240) | (1.655.808) |
| NET INCOME | 432.239.377 | 260.208.261 |
| STATUTORY RESERVE | (21.611.969) | (13.010.413) |
| PROFIT / (LOSS) OF THE FISCAL YEAR CARRIED FORWARD | 410.627.408 | 247.197.848 |
| RETAINED EARNINGS BALANCE BROUGHT FORWARD | 784.154.704 | 950.273.964 |
| INTERIM DIVIDEND | (61.127.037) | (61.127.037) |
| FINAL DIVIDEND | (183.381.111) | (168.099.352) |
| NET INCOME | 410.627.408 | 247.197.848 |
| BALANCE OF PROFITS / (LOSSES) CARRIED FORWARD | 950.273.964 | 968.245.423 |

By its decision dated 26.02.2026, the BoD proposes to the Annual General Meeting the distribution to the Company's shareholders of a total dividend for the 2025 financial year amounting to €0.60 per share (gross), i.e. a total amount of €183,381,111. Given the payment of an interim dividend of €0.20 per share (€61,127,037), the remaining dividend to be distributed for the 2025 financial year amounts to a gross (before taxes) amount of €0.40 per share, i.e. €122,254,074.

It is noted that treasury shares are not entitled to a dividend, and the dividend amount corresponding to treasury shares increases the dividend per share distributed to the remaining shares. The final amount of the remaining dividend per share will be positively adjusted, taking into account the number of treasury shares held by the Company on the record date, without affecting

the total amount available for dividend distribution.

As announced in the 2026 Financial Calendar, the key dates for the dividend distribution are as follows:

Wednesday, 01.07.2026: Ex-dividend date (i.e. the date from which the Company's shares are traded on Euronext Athens without the right to receive the dividend).

Thursday, 02.07.2026: Record date (i.e. the date on which all shareholders registered in the Dematerialized Securities System (DSS) records are recognised as dividend beneficiaries).

Wednesday, 08.07.2026: Dividend payment commencement date.

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| Required quorum: 1/5 of the share capital | Majority: absolute (50% + 1 of the votes represented) |
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DRAFT RESOLUTION ON THE 2nd ITEM

The General Meeting, deciding by a majority of [] % of the attending share capital, approves the distribution to the Company's shareholders of a total dividend for the 2025 financial year amounting to €0.60 per share (gross), i.e. a total amount of €183,381,111. Given the payment of an interim dividend of €0.20 per share (€61,127,037), approves the distribution of remaining dividend for the 2025 financial year amounts amounting to a gross (before taxes) amount of €0.40 per share, i.e. total remaining dividend €122,254,074. The final amount of the remaining dividend per share will be positively adjusted, taking into account the number of treasury shares held by the Company on the record date, without affecting the total amount available for dividend distribution.

The key dates for the dividend distribution are as follows:

Wednesday, 01.07.2026: Ex-dividend date.

Thursday, 02.07.2026: Record date.

Wednesday, 08.07.2026: Dividend payment commencement date.

3rd Item

Report of the independent non-executive members of the Board of Directors to the Annual General Meeting.

Note: *Non-voting item.*

The independent non-executive members of the Company's BoD submit to the Annual General Meeting of shareholders a joint report for informational purposes only, as provided for by the relevant provisions of Article 9(5) of Law 4706/2020.

The Report has been posted and remains available on the Company's website: www.helleniqenergy.gr

4th Item

Report on the activities of the Audit Committee for the financial year 2025.

Note: *Non-voting item.*

The Audit Committee, in accordance with the provisions of Article 44(1)(i) of Law 4449/2017 as in force, submits to the Annual General Meeting of shareholders its annual Report on the activities of the Audit Committee for the year 2025. The Audit Committee Report was published as part of the Company's Annual Financial Report, has been posted and remains available on the Company's website: www.helleniqenergy.gr

5th Item

Approval of the overall management of the Company and discharge of the Certified Auditors for the financial year 2025.

The BoD proposes to the Annual General Meeting:

- the approval of the overall management exercised by the Company's BoD for the financial year 2025, in accordance with Article 108 of Law 4548/2018; and
- the discharge of the Company's auditors from any liability for the financial year 2025, in accordance with Article 117(1)(c) of Law 4548/2018.

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| Required quorum: 1/5 of the share capital | Majority: absolute (50% + 1 of the votes represented) |
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DRAFT RESOLUTION ON THE 5th ITEM

The General Meeting, deciding by a majority of [] % of the attending share capital, approves the overall management exercised by the Company's BoD for the financial year 2025, in accordance with Article 108 of Law 4548/2018 and discharges the Company's auditors who conducted the audit of the financial statements for the financial year 2025 from any liability for compensation in respect of that financial year.

6th Item

Submission for discussion of the Remuneration Report of the members of the Board of Directors for the financial year 2025, in accordance with Article 112(3) of Law 4548/2018.

Note: *In accordance with Article 112(3) of Law 4548/2018, the shareholders' vote on the submitted Remuneration Report is of an advisory nature. The next Remuneration Report will explain how the result of the previous advisory vote was taken into account.*

Following a unanimous recommendation of the Remuneration and Succession Planning Committee, and in accordance with the provisions of Article 112 of Law 4548/2018, the BoD submits to the Annual General Meeting the Remuneration Report of the members of the BoD.

The submitted Remuneration Report concerns the remuneration of the executive and non-executive members of the BoD for the financial year 2025 and includes the information required under Article 112 of Law 4548/2018, as reviewed and confirmed by the Company's auditors.

The Remuneration Report has been made available to the shareholders and is accessible on the Company's website: www.hellenigenergy.gr

DRAFT RESOLUTION ON THE 6th ITEM

The General Meeting, deciding by a majority of [] % of the attending share capital, provides advisory vote on the Remuneration Report of the members of the Board of Directors for the financial year 2025.

7th Item

Election of Certified Auditors for the financial year 2026 and determination of their remuneration.

Following a recommendation from the Audit Committee, the BoD proposes to the Annual General Meeting the appointment of the audit firm "Ernst & Young (Hellas) Certified Auditors Accountants S.A." as Statutory Auditor for the audit of the Company's annual separate and consolidated Financial Statements for the financial year 2026, as well as for the audit and provision of assurance regarding the compliance of the submission of the Sustainability Statement, in accordance with Article 154C of Law 4548/2018, for the financial year 2026.

Furthermore, following a proposal from the Audit Committee, the BoD proposes a total fee for the above audit firm for the statutory audit of the separate and consolidated Financial Statements and for the provision of assurance regarding the compliance of the submission of the Sustainability Statement, in accordance with Article 154C of Law 4548/2018, for the financial year 2026, in the amount of €288,000 plus VAT.

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| Required quorum: 1/5 of the share capital | Majority: absolute (50% + 1 of the votes represented) |
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DRAFT RESOLUTION OF THE 7th ITEM

The General Meeting, deciding by a majority of [] % of the attending share capital, approves the appointment of the audit firm "Ernst & Young (Hellas) Certified Auditors Accountants S.A." (SOEL Reg. No. 107) as Statutory Auditor for the statutory audit of the Company's annual separate and consolidated Financial Statements for the financial year 2026, as well as for the audit and provision of assurance regarding the compliance of the submission of the Sustainability Statement, in accordance with Article 154C of Law 4548/2018 for the financial year 2026, with a total fee of €288,000 plus VAT.

8th Item

Approval of a share buyback program and granting of relevant authorizations.

The BoD proposes to the Annual General Meeting of Shareholders the approval of a share buyback program under the following main terms:

1. Maximum number of shares: 1,500,000 (representing up to 0.491% of the Company's paid-up share capital)
2. Duration: 24 months, commencing from the date of its approval by the AGM on 25.06.2026 (i.e. until 25.06.2028)
3. Repurchase price range: €5–20 per share

The shares to be acquired by the Company may be used for any purpose or use permitted by applicable law, in accordance with the provisions set out in the relevant legislation (Articles 49 and 50 of Law 4548/2018, as in force, Regulation (EU) No 596/2014 of the European Parliament and of the Council and Commission Delegated Regulation (EU) 2016/1052), including, but not limited to, their allocation to executives of the Company and/or its affiliated companies within the framework of the long-term program for free distribution of shares of the Company approved by the Annual General Meeting of 27.06.2024, in accordance with the provisions of Article 114 of Law 4548/2018.

Furthermore, the Company's Board of Directors unanimously proposes to the General Meeting of Shareholders the granting of a specific authorization to the Board of Directors, in order, at its discretion, at the appropriate time and in the appropriate manner, (a) to proceed with all necessary actions and address all procedural details for the implementation of the above, and/or (b) to delegate part or all of the aforementioned powers to one or more of its members, Company executives, or third parties.

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| Required quorum: 1/5 of the share capital | Majority: absolute (50% + 1 of the votes represented) |
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DRAFT RESOLUTION ON THE 8th ITEM

The General Meeting, deciding by a majority of [] % of the attending share capital, approves a share buyback program under the following main terms:

1. Maximum number of shares: 1,500,000 (representing up to 0.491% of the Company's paid-up share capital)
2. Duration: 24 months, commencing from the date of its approval by the AGM on 25.06.2026 (i.e. until 25.06.2028)
3. Repurchase price range: €5–20 per share

The shares to be acquired by the Company may be used for any purpose or use permitted by applicable law, in accordance with the provisions set out in the relevant legislation (Articles 49 and 50 of Law 4548/2018, as in force, Regulation (EU) No 596/2014 of the European Parliament and of the Council and Commission Delegated Regulation (EU) 2016/1052), including, but not limited to, their allocation to executives of the Company and/or its affiliated companies within the framework of the long-term program for free distribution of shares of the Company approved by the Annual General Meeting of 27.06.2024, in accordance with the provisions of Article 114 of Law 4548/2018.

Furthermore, the General Meeting of Shareholders grants a specific authorization to the Board of Directors, in order, at its discretion, at the appropriate time and in the appropriate manner, (a) to proceed with all necessary actions and address all procedural details for the implementation of the above, and/or (b) to delegate part or all of the aforementioned powers to one or more of its members, Company executives, or third parties.

9th Item

Announcement of the election of new members of the Board of Directors in replacement of resigned members. Designation of such members as independent non-executive members.

The BoD announces to the Annual General Meeting that, by its decision dated 03.06.2026 and following a relevant recommendation of the Nomination Committee, it elected Ms. Maria Psylla and Ms. Maria Ioannidou as independent non-executive members, in replacement of the resigned members Mr. Panagiotis Tridimas and Mr. Iordanis Aivazis, for the remainder of the term of the resigned members, i.e. until the expiry of the BoD's term of office on 27.06.2027.

Following a relevant assessment, the Nomination Committee confirmed that Ms. Psylla and Ms. Ioannidou meet the individual suitability criteria, as specified in the Company's Suitability Policy, namely that they possess adequate knowledge and skills in line with their educational background and professional experience, independence of judgment, integrity and good reputation, as well as sufficient time to perform their duties, and that none of the incompatibilities provided for in the Suitability Policy apply to their election.

Furthermore, the Nomination Committee confirmed that Ms. Psylla and Ms. Ioannidou meet the collective suitability criteria, as specified in the Company's Suitability Policy, as well as the independence requirements of Article 9 of Law 4706/2020.

| New Member | Areas of expertise – Fulfilment of collective suitability criteria |
|-----------------|--|
| Maria Psylla | Ms. Psylla is an experienced lawyer specializing in tax law, with significant experience in leadership positions in both the private and public sectors. She has expertise in shaping and analyzing the legal framework of tax policy and in providing advisory support to businesses. In addition, she has experience in managing reforms, regulatory compliance, business transformation projects, as well as in corporate governance and public administration. |
| Maria Ioannidou | Ms. Ioannidou is a senior executive with more than 20 years of leadership experience in the banking, real estate, and retail sectors. She has experience in implementing transformation initiatives and managing complex integration processes. She combines deep expertise in financial oversight, risk management, and strategy execution with substantial involvement in business operations. |

The new composition of the Board of Directors, as formed, complies with the requirements of Law 4706/2020, as amended by Law 5178/2025, regarding the representation of the underrepresented gender on the Board (33%, rounded to the nearest integer).

Furthermore, the BoD proposes to the General Meeting the designation of Ms. Maria Psylla and Ms. Maria Ioannidou as independent non-executive members for the remainder of the Board's term of office, as they meet the independence criteria set out in Article 9 of Law 4706/2020.

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| Required quorum: 1/5 of the share capital | Majority: absolute (50% + 1 of the votes represented) |
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DRAFT RESOLUTION ON THE 9th ITEM

The General Meeting by a majority of [] % of the attending share capital, appoints Ms. Maria Psylla and Ms. Maria Ioannidou as independent non-executive members for the remainder of the Board's term of office.

10th ITEM

Amendment of the decision dated 27.06.2024, under Item 15, of the Annual General Meeting regarding the determination of the attributes of the members of the Audit Committee.

By its resolution dated 27.06.2024, under Item 15, the Annual General Meeting determined that the Audit Committee would be established as an independent (mixed) committee, consisting of three independent non-executive members of the Board of Directors, within the meaning of Law 4706/2020, and one third party (non-member of the Board of Directors). Furthermore, it appointed Mr. Panagiotis Papazoglou as the third member (non-member of the BoD) and authorized the Board of Directors to designate three of its independent non-executive members as members of the Audit Committee.

Following the departure of Mr. Panagiotis Tridimas from the Board of Directors, who had been designated by the Board as a member of the Audit Committee from among its independent members, the Board of Directors, taking into account the relevant recommendation of the Nomination Committee, according to which Mr. Tridimas meets both the criteria of Article 44(1) of Law 4449/2017 and the independence requirements of Article 9 of Law 4706/2020, proposes to the Annual General Meeting the following:

- the amendment of the resolution of the Annual General Meeting dated 27.06.2024 under Item 15, so that the four-member independent (mixed) Audit Committee shall henceforth consist of two (2) independent non-executive members of the Board of Directors and two (2) external third parties;
- the election of Mr. Panagiotis Tridimas as the second external third-party member of the Audit Committee.

The type (independent (mixed)) and the term of office (coinciding with the term of the current BoD) of the Audit Committee remain unchanged.

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| Required quorum: 1/5 of the share capital | Majority: absolute (50% + 1 of the votes represented) |
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DRAFT RESOLUTION ON THE 10th ITEM

The General Meeting, deciding by majority of [] % of the attending share capital:

- amends the resolution of the Annual General Meeting dated 27.06.2024 under Item 15, therefore the four-member independent (mixed) Audit Committee henceforth consists of two (2) independent non-executive members of the Board of Directors and two (2) external third parties;
- elects Mr. Panagiotis Tridimas as the second external third-party member of the Audit Committee.

The type (independent (mixed)) and the term of office (coinciding with the term of the current BoD) of the Audit Committee remain unchanged.
