



**OKEANIS ECO TANKERS CORP.
NOTICE OF ANNUAL GENERAL MEETING
TO BE HELD ON MAY 29, 2020**

Notice is hereby given that the Annual General Meeting (the “**Meeting**”) of Okeanis Eco Tankers Corp. (the “**Company**”) will be held at 15:00 local time (UTC+3), on May 29, 2020, at Ethnarchou Makariou av. and 2 D. Falireos, 18547 Neo Faliro, Piraeus, Greece, for the following purposes, all of which are more completely set forth in the accompanying Proxy Statement. This notice (the “**Notice**”), together with the Company’s 2019 annual report that contains the Company’s audited consolidated financial statements for the year ended December 31, 2019 may be found at the Company’s website at www.okeanisecotankers.com.

The Meeting will be opened by the Chairman of the Board of Directors of the Company (the “**Board**”) or a person duly designated by the Chairman to represent him.

At the Meeting, the following proposals will be considered and voted upon:

1. To approve the audited financial statements and the annual report of the Company for the year ended December 31, 2019. (“**Proposal One**”)
2. To approve the remuneration of the Company’s independent auditors for the year ending December 31, 2020. (“**Proposal Two**”)
3. To re-elect the current members of the Board for another maximum one-year term and until their successors shall have been duly elected and qualified. (“**Proposal Three**”)
4. To elect Mr. George Aronis as a member of the Board for a maximum one-year term and until his successor shall have been duly elected and qualified. (“**Proposal Four**”)
5. To approve the remuneration of the Board following the recommendation of the Remuneration Committee of the Company. (“**Proposal Five**”)
6. To approve the election of the nomination committee by means of a special meeting of the shareholders to be held within 2020. (“**Proposal Six**”)
7. To consider any other business that is properly presented at the Meeting or any adjournment thereof.

Dated: May 13, 2020

By Order of the Board

Dimitra Kontogogou
Company Secretary

WHO MAY VOTE:

Each shareholder has the right to vote for the number of shares owned by the shareholder and registered on an account in the Norwegian Central Securities Depository (VPS) at close of business May 28, 2020 as the record date for the determination of the shareholders to attend and vote at the Meeting or any adjournment thereof.

To constitute a quorum, there must be present either in person or by proxy shareholders of record holding at least one-third of the shares issued and outstanding and entitled to vote at the Meeting. If less than a quorum is present, a majority of those shares present either in person or by proxy will have the power to adjourn the Meeting until a quorum is present.

Provided that a quorum is present, the affirmative vote of the majority of the votes present or represented by proxy and entitled to vote at the Meeting is required.

IT IS IMPORTANT TO VOTE. WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING, PLEASE COMPLETE, DATE, SIGN AND RETURN THE ENCLOSED PROXY. THE VOTE OF EVERY SHAREHOLDER IS IMPORTANT AND YOUR COOPERATION IN RETURNING YOUR EXECUTED PROXY PROMPTLY WILL BE APPRECIATED. ANY SIGNED PROXY RETURNED AND NOT COMPLETED WILL BE VOTED IN FAVOR OF ALL THE PROPOSALS PRESENTED IN THE PROXY STATEMENT.

OKEANIS ECO TANKERS CORP.

**PROXY STATEMENT
FOR
ANNUAL GENERAL MEETING
MAY 29, 2020**

INFORMATION CONCERNING SOLICITATION AND VOTING

Why did you send me this Proxy Statement and this Proxy Vote Instruction?

We sent you this Proxy Statement and the enclosed Proxy Vote Instruction form because the Company's Board is soliciting your proxy to vote at the Meeting and any adjournments of the Meeting, to be held on May 29, 2020 at 15:00 local time (UTC+3) at Ethnarchou Makariou av. and 2 D. Falireos, 18547 Neo Faliro, Piraeus, Greece for the purposes set forth herein and in the accompanying Notice. These materials together with the Company's 2019 annual report that contains the Company's audited consolidated financial statements for the year ended December 31, 2019 may be found on the Company's website at www.okeanisecotankers.com. Any shareholder may receive a hard copy of the Company's 2019 annual report free of charge upon written request to the Company (please email the Secretary of the Company at dgk@okeanisecotankers.com).

This Information Statement contains the information that you need to know in order to vote as well as information that the Board believes to be material in deciding whether or not to vote for the proposals of the Company.

Who can vote?

Only shareholders who own the Company's common shares and are registered in the Norwegian Central Securities Depository (VPS) at the close of business on May 28, 2020, as the record date, are entitled to vote at the Meeting.

As of the date of the Notice, the Company has 32,890,000 shares issued. The Company's common shares are the only class of voting shares. The shares are listed on the Oslo Axess under the symbol "OET". Shareholders do not need to attend the Meeting to vote for their shares. Shares represented by valid proxies, received within the proxy voting deadline for the Meeting will be voted at the Meeting.

How many votes do I have?

Each share carries one vote at the Company's Meeting.

How do I vote?

As DNB Bank ASA (the "DNB") is recorded as formal shareholder in the Company list of shareholders on behalf of the investors in VPS, any voting by the shareholders recorded in the VPS system will have to be executed through DNB.

In accordance with the provisions of the Registrar Agreement between the Company and DNB, DNB may only vote at general meetings in accordance with proxies received from the shareholders recorded in VPS.

Shareholders registered in the VPS must follow the instructions set out in the Proxy Vote Instruction form attached and vote by proxy, to be completed, signed and returned:

(a) by e-mail, to the e-mail address: vote@dnb.no

(b) by ordinary mail to the postal address: DNB Bank ASA, Registrars Dept.,
P.O. Box 1600 Sentrum,
0021 Oslo, Norway.

so that it is received no later than at 12:00 noon (CTE) on May 14, 2020.

Alternatively, if you attend the Meeting you may vote in person. In this case you will receive a Power of Attorney from DNB authorizing you to vote at the Meeting. Notice of attendance must be received by DNB no later than 12:00 noon (CTE) on May 28, 2020, by sending an e-mail to vote@dnb.no. If you have rendered a proxy and then you decide to attend in person you may revoke the proxy.

How Does the Board of Directors Recommend That I Vote on the Proposals?

The Board of Directors recommends that you vote as follows “**FOR**” on all Proposals.

How many votes are required for the approval of each proposal?

The affirmative vote of the majority of the votes present or represented by proxy and entitled to vote at the Meeting is required.

What Constitutes a Quorum for the Meeting?

According to Company’s Articles of Incorporation, there must be present, either in person or by proxy, shareholders of record holding no less than one-third of the shares issued and outstanding and entitled to vote at the Meeting in order to constitute a quorum.

COMPANY PROPOSALS

Proposal One: To approve the audited financial statements and the annual report of the Company for the year ended December 31, 2019.

The annual report of the Company for 2019 which contains the audited consolidated financial statements of the Company for the year ended December 31, 2019, was announced on April 13, 2020 and is available on the Company's website www.oceanisecotankers.com.

At the Meeting, the Board proposes that the shareholders pass the following resolution:

"The audited financial statements and the annual report of the Company for the year ended December 31, 2019 are approved".

Proposal Two: To approve the remuneration of the Company's independent auditors for the year ending December 31, 2020.

The Board will submit for approval at the Meeting the remuneration to the Company's independent auditors, Deloitte Certified Public Accountants S.A., of €170,000 for the audit of the year ending 2020 which includes:

- interim reviews of the Company's financial information, for each of the four fiscal quarters (Q1, Q2, Q3 and Q4) in fiscal 2020
- annual audit of the Company's consolidated financial statements for the year ending December 31, 2020
- review of the financial information included in the Company's annual report
- review of the Company's system of internal controls

All services rendered by the independent auditors are subject to review by the Audit Committee. The remuneration of the independent auditors has been suggested by the Audit Committee and approved by the Board.

At the Meeting, the Board proposes that the shareholders pass the following resolution:

"The remuneration of the Company's independent auditors, Deloitte Certified Public Accountants S.A., of €170,000 for the audit of the year ending 2020 is approved".

Proposal Three: To re-elect the current members of the Board for a maximum one-year term and until their successors shall have been duly elected and qualified.

The Company's Board currently consists of Mr. Ioannis Alafouzos (Chairman), Mr. Daniel Gold, Mr. Robert Knapp, Mr. Joshua Nemser, Dr. John Kittmer and Mrs. Charlotte Stratos.

The Shareholders have noted that the current Board functions effectively as a collegiate body, every member offering his/her unique experience and expertise. Its composition has demonstrated that the Board can operate independently of any special interests and can properly serve the Company's interests. On this basis it was proposed that the Shareholders re-elect the current Board for another term of maximum one year and until their successors shall have been duly elected and qualified.

At the Meeting, the Board proposes that the shareholders pass the following resolution:

“The Board of the Company is re-elected pursuant to Article III Section 2 of the Bylaws of the Company for another term of maximum one year and until their successors shall have been duly elected and qualified.”

Proposal Four: To elect Mr. George Aronis as a member of the Board for a maximum one-year term and until his successor shall have been duly elected and qualified.

Due to the complexity of the function of the Board and the voluminous managerial decisions that need to be made on a daily basis for the operation of the Company, the Board will submit for approval at the Meeting the appointment of Mr. George Aronis as an additional member of the current Board. The Board has reviewed the educational, professional and ethical qualifications of Mr. George Aronis and his extensive work experience in similar positions of trust. The Board is confident that the appointment of Mr. George Aronis as a member of the Board will be advantageous for the Company and will enhance the operational capabilities of the Company. A copy of the Curriculum Vitae of Mr. George Aronis is appended herein (Appendix 1) for the review of the Shareholders.

At the Meeting, the Board proposes that the shareholders pass the following resolution:

“Mr. George Aronis is elected as a member of the Board pursuant to Article H(c) of the Articles of Incorporation of the Company and Article III Section 2 of the Bylaws of the Company for a term of maximum 1 year and until his successors shall have been duly elected and qualified.”

Proposal Five: To approve the remuneration of the Board following the recommendation of the Remuneration Committee of the Company.

The Board has considered the proposal of the Remuneration Committee in relation to the remuneration of the Board. A copy of the recommendation of the Remuneration Committee is attached (Appendix 2). The proposed amount reflects the Board' responsibility, expertise, time commitment and the complexity of the Company's activities and corresponds to the usual market benchmark for positions of similar responsibility and convolution.

At the Meeting, the Board proposes that the shareholders pass the following resolution:

“The remuneration of the Board of US\$75,000 per member on an annual basis (except for the Chairman who has waived such right) plus reimbursement for travelling and minor out-of-pocket expenses is approved, following the recommendation of the Remuneration Committee of the Company and pursuant to Article III Section 11 of the Bylaws of the Company”.

Proposal Six: To approve the election of the nomination committee by means of a special meeting of the shareholders to be held within 2020.

The Board pursuant to the guidelines of the Corporate Governance Policy of the Company proposes that that the Shareholders appoint a nomination committee. The guidelines for the duties of the nomination committee, the election of the chairperson and the members of the nomination committee and the determination of the committee's remuneration will be further resolved by means of a special meeting of the shareholders of the Company to be held within 2020.

At the Meeting, the Board proposes that the shareholders pass the following resolution:

“The Company elects the nomination committee pursuant to Article IV Section 4 of the Bylaws of the Company. The composition, functions and operation policy of the nomination committee will be resolved by means of a special meeting of the shareholders of the Company to be held within 2020”.

OTHER MATTERS

The Board is not aware of any other business that will be presented to the Meeting. If any other business is properly brought before the Meeting, it is intended that proxies in the accompanying form will be voted in accordance with the judgment of the person or persons named in the proxies.



PROXY VOTE INSTRUCTION

OKEANIS ECO TANKERS CORP. (the “Company”)

PROXY SOLICITED FOR ANNUAL MEETING ON MAY 29, 2020

As you are not recorded in the Company Register of Members, any voting at Annual General Meeting, or alternatively issue of a proxy will have to be executed via DNB Bank ASA (“DNB”).

The undersigned hereby authorize DNB to constitute and appoint Ioannis Alafouzos, the Chairman of the meeting, or failing the Chairman of the Meeting, any individual appointed by the Chairman of the Meeting, as his true and lawful agent and proxy, to represent the undersigned at the Annual General Meeting of shareholders of the Company to be held on May 29, 2020, at 15:00 local time (UTC+3), for the purposes set forth below and in the Notice of Annual General Meeting issued by the Company.

Please mark your votes as in this example.

Resolutions	FOR	AGAINST	ABSTAIN
1. To approve the audited financial statements and the annual report of the Company for the year ended December 31, 2019			
2. To approve the remuneration of the Company’s independent auditors for the year ending December 31, 2020			
3. To re-elect the current members of the Board for another term of maximum one year and until their successors shall have been duly elected and qualified.			
4. To elect Mr. George Aronis as a member of the Board for a term of maximum one year and until his successor shall have been duly elected and qualified.			
5. To approve the remuneration of the Board following the recommendation of the Remuneration Committee of the Company.			

6. To approve the election of the nomination committee by means of a special meeting of the shareholders to be held within 2020.			
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Signature(s) _____ Date: _____

Note: Please sign exactly as name appears below, joint owners should each sign. When signing as attorney, executor, administrator or guardian, please give full title as such.

Name _____ of _____ shareholder in _____ block letters: _____

Please return your completed and signed proxy, to be received by DNB Bank ASA on or prior to May 28, 2019, 12:00 hours Central European Time, either by way of e-mail to e-mail address: vote@dnb.no or by ordinary mail to DNB Bank ASA, Registrars Dept., P.O. Box 1600 Sentrum, 0021 Oslo, Norway, or if delivery by hand to: DNB Bank ASA, Registrars Dept., attn.: K. G. Berg, Dronning Eufemias gate 30, 0191 Oslo, Norway. If, however, you decide to attend the meeting in person you may revoke this proxy at the meeting.

Important notice:

This letter does not constitute any recommendations or advice on behalf of, or from DNB Bank ASA. You are recommended to seek legal and/or financial advice from your preferred advisor should you have any questions related to this letter and/or to the information contained in documents to which this letter is attached. You or your advisor may contact the issuer of the documents to which this letter is attached for guidance; this is including, but not limited to, any exercise of (indirect) shareholder rights you may have and/or should want to exercise. DNB Bank ASA may on direct request give technical guidance on how to retire your interest in the issuer of the documents to which this letter is attached from the Norwegian Central Securities Depository (Verdipapirsentralen – the “VPS”) for the purpose of you being entered into the Register of Members, i.e. the primary register of the issuer referred to, in order for you to exercise any shareholder rights, as applicable, directly against the issuer, or any other third parties, including, but not limited to, any compulsory buy-out (“squeeze out”) proceedings or any other legal or litigation proceedings.

Appendix 1

GEORGE C. ARONIS

Senior Advisor to the CEO

Born in Athens in 1957.

Professional Diploma in Marketing from The Chartered Institute of Marketing and Master in Business Administration, major in Finance from the Athens Laboratory of Business Administration.

He started his career in 1982 in ABN AMRO BANK, as Credit Officer. He served the Bank in various managerial/executive positions, including Branch Manager, Branch Network and New Product Development Manager. In 1994 he was named as General Manager Consumer Banking, with responsibilities covering the branch network, marketing, credit collection, cards, mutual funds and the Insurance brokerage firm. During this period, he has gained a broad experience in the total banking sector not only within the Greek market but also abroad.

In 1999 he joined the National Bank of Greece Group, as General Manager and then Managing Director of the affiliated ETHNOKARTA, the retail banking provider of the Group. In 2002 he was appointed General Manager Retail Banking of National Bank of Greece. He was also member of the Board of Directors of the Training Center as well as of the Board of Directors of two Banks of the Group, Stopanska Banka AD in FYROM and United Bulgarian Bank in Bulgaria.

He joined Alpha Bank in February 2004, as Retail Banking Manager. Executive General Manager since May 2006, in charge of the Retail Banking Sector, General Manager since 31.10.2008 and Executive Member of the Board of Directors since 22.3.2011. In March 2017 he was appointed Deputy CEO Retail and Wholesale Banking. End of November 2019 he communicated his intention to step down from his role as Board Member, Deputy CEO at the end of January 2020. From 3.2.2020 he continues supporting the Bank as Senior Advisor to the CEO.

Mr. Aronis is also Chairman of the Board of Directors of Alphalife and ABC Factors, and member Board of Directors of AXA Insurance. Since October 2017 he is Chairman of the Executive Committee of the Hellenic Bank Association.

During the last years he has worked out a number of studies about the Greek Banking sector and part of his job has been published in a number of financial newspapers and magazines.

February 2020

Appendix 2

RECOMMENDATION FROM THE REMUNERATION COMMITTEE OF OKEANIS ECO TANKERS CORP. (THE “COMPANY”) TO THE ANNUAL GENERAL MEETING TO BE HELD ON 29 MAY 2020

Introduction

The Remuneration Committee of the Company comprises Mrs. Charlotte Stratos (Chairman) and Dr. John Kittmer. A description of the profiles of the members can be accessed at the Company’s website at <http://www.okeanisecotankers.com>.

The Remuneration Committee’s mandate is outlined in the Company’s Bylaws (as amended and restated on 20 February 2019) and the Company’s Corporate Governance Policy adopted on 26 February 2019.

Pursuant to the Company’s Bylaws and Corporate Governance Policy, the Remuneration Committee shall prepare the Board’s declaration on determination of salaries and other remuneration for executive management. As currently the Company has not appointed a Nomination Committee, the Remuneration Committee is entrusted with the task to propose the remuneration for the board of directors (the “**Board**”). The next annual general meeting of the shareholders will approve the remuneration of the Board taking into consideration the Remuneration Committee’s proposal.

Board Remuneration Proposal

The Remuneration Committee has considered the expertise, the professional qualifications and the extensive work experience of each member of the Board. The Remuneration Committee has also taken into account the requirements of the position of a director and the market benchmark for the remuneration of directors holding such positions of trust in other stock-listed companies. The proposed amount reflects the Board’s responsibility, expertise, time commitment and the complexity of the Company’s activities and corresponds to the usual market benchmark for positions of similar responsibility and convolution.

On this basis, the Remuneration Committee proposes that the remuneration to the Board of Directors be set at US\$ 75,000 to each member on an annual basis, except for the Chairman of the Board of Directors, who has waived his right for such remuneration. In addition, it is proposed that each director be entitled to a reimbursement for travelling and minor out-of-pocket expenses.