



**OKEANIS ECO TANKERS CORP.**  
**NOTICE OF ANNUAL GENERAL MEETING**  
**TO BE HELD ON MAY 16, 2019**

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 16, 2019, 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 2018 annual report that contains the Company’s audited consolidated financial statements for the year ended December 31, 2018 may be found at the Company’s website at [www.okeanisecotankers.com](http://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, 2018. (“**Proposal One**”)
2. To approve the remuneration of the Company’s independent auditors for the year ending December 31, 2019. (“**Proposal Two**”)
3. To consider any other business that is properly presented at the Meeting or any adjournment thereof.

Dated: April 25, 2019

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 15, 2019, 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.**

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**PROXY STATEMENT  
FOR  
ANNUAL GENERAL MEETING  
MAY 16, 2019**

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**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 16, 2019 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 2018 annual report that contains the Company's audited consolidated financial statements for the year ended December 31, 2018 may be found on the Company's website at [www.okeanisecotankers.com](http://www.okeanisecotankers.com). Any shareholder may receive a hard copy of the Company's 2018 annual report free of charge upon written request to the Company (please email the Secretary of the Company at [dgk@okeanisecotankers.com](mailto: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 15, 2019, as the record date, are entitled to vote at the Meeting.

As of the date of the Notice, the Company has 31,310,000 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](mailto: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 (CTE) on May 14, 2019.

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 (CTE) on May 14, 2019, by sending an e-mail to [vote@dnb.no](mailto: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 Proposals One and Two.

#### **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, 2018.**

The annual report of the Company for 2018 which contains the audited consolidated financial statements of the Company for the year ended December 31, 2018, was announced on April 25, 2019 and is available on the Company's website [www.okeanisecotankers.com](http://www.okeanisecotankers.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, 2018 are approved”.*

### **Proposal Two: To approve the remuneration of the Company's independent auditors for the year ending December 31, 2019.**

The Board will submit for approval at the Meeting the remuneration to the Company's independent auditors, Deloitte Certified Public Accountants S.A., of €150,000 for the audit of the year ending 2019 which includes:

- interim reviews of the Company's financial information, for each of the four fiscal quarters (Q1, Q2, Q3 and Q4) in fiscal 2019
- annual audit of the Company's consolidated financial statements for the year ending December 31, 2019
- 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 €150,000 for the audit of the year ending 2019 is approved”.*

## **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 16, 2019**

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 16, 2019, 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.

<b>Resolutions</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
1. To approve the audited financial statements and the annual report of the Company for the year ended December 31, 2018			
2. To approve the remuneration of the Company’s independent auditors for the year ending December 31, 2019			

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 14, 2019, 12:00 hours Central European Time, either by way of e-mail to e-mail address: [vote@dnb.no](mailto: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.