



**OKEANIS ECO TANKERS CORP.
NOTICE OF ANNUAL GENERAL MEETING
TO BE HELD ON MAY 27, 2022**

Notice is hereby given that the 2022 Annual General Meeting (the “**Meeting**”) of Okeanis Eco Tankers Corp. (the “**Company**”) will be held on May 27, 2022, at 14:00 EET, 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 2021 annual report (the “**Annual Report 2021**”) that contains the Company’s audited consolidated financial statements for the year ended December 31, 2021 may be found on the Company’s website at www.okeanisecotankers.com.

The Meeting will be opened by the Chairman of the Board of Directors (the “**Board**”) of the Company 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 remuneration of the Company’s independent auditors for the year ending December 31, 2022. (“**Proposal One**”)
2. To re-elect the current members of the Board for a term of one year and until their successors shall have been duly elected and qualified. (“**Proposal Two**”)
3. To approve the remuneration of the Board following the recommendation of the Remuneration Committee of the Company. (“**Proposal Three**”)

Dated: May 3, 2022

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 Euronext Securities Oslo (ESO) at close of business May 24, 2022 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 27, 2022**

INFORMATION CONCERNING SOLICITATION AND VOTING

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

We sent you this Proxy Statement and the enclosed Proxy Vote Instructions 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 27, 2022, at 14:00 EET, 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 Annual Report 2021 that contains the Company's audited consolidated financial statements for the year ended December 31, 2021 may be found on the Company's website at www.okeanisecotankers.com. Any shareholder may receive a hard copy of the Annual Report 2021 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 Euronext Securities Oslo (formerly Euronext Oslo, formerly Verdipapirsentralen ASA (the VPS), the "ESO") at the close of business on May 24, 2022, 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 Børs 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?

Pursuant to an agreement with DNB Bank ASA (the "DNB"), DNB is recorded as the sole shareholder in the records of the Company, as nominee on behalf of ESO and maintains, in its role as ESO registrar, a sub-register of shareholders in the ESO where the ownership of the shares is registered in book-entry form under their ISIN MHY641771016. As such, any voting by the shareholders recorded in the ESO 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 ESO.

Shareholders registered in the ESO must follow the instructions set out in the Proxy Vote Instructions 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, Global Companies Registrars
Section,
P.O. Box 1600 Sentrum,
0021 Oslo, Norway.

so that it is received no later than at 12:00 CET on May 25, 2022.

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 (CET) on May 25, 2022, 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 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 remuneration of the Company's independent auditors for the year ending December 31, 2022.

The Board will submit for approval at the Meeting the remuneration to the Company's independent auditors, Deloitte Certified Public Accountants S.A., of €185,000 for the audit of the year ending 2022, which includes:

- interim reviews of the Company's financial information, for each of the three fiscal quarters (Q1, Q2, Q3) in fiscal 2022
- annual audit of the Company's consolidated financial statements for the year ending December 31, 2022
- 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 €185,000 for the audit of the year ending 2022 is approved".

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

The Company's Board currently consists of seven directors, Messrs. Ioannis Alafouzou (Chairman), Robert Knapp, Daniel Gold, Joshua Nemser, Charlotte Stratos, John Kittmer and Petros Siakotos. In accordance with article H (b) of the Company's Amended and Restated Articles of Incorporation (the "**Articles of Incorporation**"), Petros Siakotos was elected, unanimously by the Board, as a new member to fill the vacancy occurred after the passing of George Aronis for the unexpired term of the directorship of his predecessor and until his successor shall have been duly elected and qualified. The term of the Board expires at the Meeting.

As provided in the Articles of Incorporation and the Company's Second Amended and Restated Bylaws (the "**Bylaws**"), the directors of the Corporation shall be elected by a plurality of the votes cast at the annual meeting of shareholders by the holders of shares entitled to vote in the election; each director, including the Chairman of the Board, shall be elected to serve for a term of maximum of two years and until his successor shall have been duly elected and qualified, except in the event of his death, resignation, removal, or the earlier termination of his term of office.

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 one year and until their successors shall have been duly elected and qualified. Biographical details of all the Directors standing for re-election are provided in the Annual Report 2021 and may be found on the Company's website at www.oceanisecotankers.com.

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

“The current members of the Board are re-elected for a term of one year and until their successors shall have been duly elected and qualified.”

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

As provided in the Bylaws, the Remuneration Committee of the Company (the “**Remuneration Committee**”) shall propose the amounts which shall be payable to members of the Board and any other compensation paid to them, for attendance at the meetings of the Board and for services rendered to the Corporation. Based on the Remuneration Committee’s proposal such amounts are to be fixed, in their discretion, by the shareholders at the annual meeting of shareholders.

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 I). 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 convoluted.

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”.

OTHER MATTERS

The Board is not aware of any other business that will be presented at the Meeting. If any other business is properly brought forth 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 INSTRUCTIONS

OKEANIS ECO TANKERS CORP. (the “Company”)

PROXY SOLICITED FOR ANNUAL MEETING ON MAY 27, 2022

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 27, 2022 at 14:00 EET, 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 remuneration of the Company’s independent auditors for the year ending December 31, 2022.			
2. To re-elect the current members of the Board for a term of one year and until their successors shall have been duly elected and qualified			
3. To approve the remuneration of the Board following the recommendation of the Remuneration Committee of the Company.			

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 25 2022, 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, Global Companies Registrars Section, P.O. Box 1600 Sentrum, 0021 Oslo, Norway, or if delivery by hand to: DNB Bank ASA, Global Companies Registrars Section., 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 (Euronext Securities Oslo, ESO) 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 I



RECOMMENDATION OF THE REMUNERATION COMMITTEE OF OKEANIS ECO TANKERS CORP. TO THE ANNUAL GENERAL MEETING TO BE HELD ON MAY 27, 2022

The Remuneration Committee of Okeanis Eco Tankers Corp. (the “Company”) consists of two members, Mrs. Charlotte Stratos (Chairman) and Dr. John Kittmer.

The Remuneration Committee’s mandate is outlined in the Company’s Bylaws and Corporate Governance Policy.

Remuneration of the Board of Directors

Pursuant to the Company’s Bylaws, the remuneration of the Board reflects the Board’s responsibility, expertise, time commitment and the complexity of the Company’s activities.

The Remuneration Committee has considered the expertise, the professional qualifications and the extensive work experience of each member of the Board of Directors (“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.

The Remuneration Committee proposes:

THAT the remuneration to each member of the Board be set at USD \$75,000, on an annual basis, except for the Chairman of the Board, who has waived his right for such remuneration;

THAT each member of the Board be entitled to a reimbursement for travelling and minor out-of-pocket expenses.

**May 3, 2022
THE MEMBERS**

Charlotte Stratos
Chairman

John Kittmer