



OKEANIS ECO TANKERS CORP.
NOTICE OF ANNUAL GENERAL MEETING
TO BE HELD ON MAY 26, 2023

Notice is hereby given that the 2023 Annual General Meeting (the “**Meeting**”) of Okeanis Eco Tankers Corp. (the “**Company**”) will be held on May 26, 2023, at 14:00 local time, 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 2022 annual report (the “**Annual Report 2022**”) that contains the Company’s audited consolidated financial statements for the year ended December 31, 2022 may be found on the Company’s website at www.okeanisecotankers.com.

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

1. To elect seven members of the Board of Directors of the Company to serve until the next annual general meeting or until their successors are elected and qualified. (“**Proposal One**”)
2. To re-appoint Deloitte Certified Public Accountants S.A. as independent auditors and to approve their remuneration for the year ending December 31, 2023. (“**Proposal Two**”)
3. To approve the remuneration of the Board of Directors of the Company as set forth on Appendix A to the Proxy Statement. (“**Proposal Three**”)
4. To transact any other business as may properly come before the Meeting or any adjournment or postponement thereof.

The Board of Directors of the Company recommends that you vote FOR each of Proposal One, Proposal Two and Proposal Three.

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 22, 2023 as the record date for the determination of the shareholders to attend and vote at the Meeting or any adjournment or postponement 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.

Adoption of Proposal One requires the affirmative vote of a plurality of the votes cast by shareholders present in person or by proxy and entitled to vote at the Meeting, provided that a quorum is present.

Adoption of Proposal Two and Proposal Three requires the affirmative vote of a majority of the votes cast by shareholders present in person or by proxy and entitled to vote at the Meeting, in each case provided that a quorum is present.

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.

Dated: April 7, 2023

By Order of the Board of Directors

Dimitra Kontogogou
Company Secretary

OKEANIS ECO TANKERS CORP.

**PROXY STATEMENT
FOR
ANNUAL GENERAL MEETING
MAY 26, 2023**

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 Okeanis Eco Tankers Corp.'s (the "**Company**") Board of Directors (the "**Board**") is soliciting your proxy to vote at the Annual General Meeting to be held on May 26, 2023, at 14:00 local time, at Ethnarchou Makariou av. and 2 D. Falireos, 18547 Neo Faliro, Piraeus, Greece, and any adjournments or postponement thereof (the "**Meeting**"), for the purposes set forth herein and in the accompanying notice. These materials together with the Company's 2022 annual report (the "**Annual Report 2022**") that contains the Company's audited consolidated financial statements for the year ended December 31, 2022 may be found on the Company's website at www.okeanisecotankers.com. Any shareholder may receive a hard copy of the Annual Report 2022 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 (the "ESO") at the close of business on May 22, 2023, as the record date, are entitled to have their shares voted at the Meeting (through DNB – see "How do I vote?" below). Shareholder who hold shares on a nominee account through agent bank should send their votes to their agent bank.

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?

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 24, 2023.

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 24, 2023, 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?

Adoption of Proposal One requires the affirmative vote of a plurality of the votes cast by shareholders present in person or by proxy and entitled to vote at the Meeting, 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 for Proposal Two and Proposal Three, in each case provided that a quorum is present.

What if I abstain from voting?

Abstentions and broker non-votes will have no effect on the outcome of Proposal One, Proposal Two or Proposal Three.

What constitutes a quorum for the Meeting?

According to Company's Amended and Restated 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 elect seven members of the Board of Directors of the Company to serve until the next annual general meeting or until their successors are elected and qualified.

The Board currently consists of seven directors, Messrs. Ioannis Alafouzou (Chairman), Robert Knapp, Daniel Gold, Joshua Nemser, Charlotte Stratos, John Kittmer and Petros Siakotos, all elected by the 2022 Annual General Meeting. As provided in the Company's Amended and Restated Articles of Incorporation (the "**Articles of Incorporation**"), the directors of the Company 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 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 Board believes that it functions effectively as a collegiate body, with every member offering his/her unique experience and expertise. The Board also believes that its composition has demonstrated that the Board can operate independently of any special interests and can properly serve the Company's interests. All seven seats comprising the Board are up for election. On this basis it is proposed that the shareholders re-elect each of the members of the current Board for another term of one year and until their respective successors shall have been duly elected and qualified. Biographical details of all the directors of the Company standing for re-election are provided in the Annual Report 2022 and may be found on the Company's website at www.oceanisecotankers.com.

THE BOARD UNANIMOUSLY RECOMMENDS A VOTE IN FAVOR OF EACH OF THE PROPOSED DIRECTORS.

Adoption of Proposal One, and the election of each director, requires the affirmative vote of a plurality of the votes cast by shareholders present in person or by proxy and entitled to vote at the Meeting, provided that a quorum is present. Abstentions and broker non-votes will have no effect on the outcome of Proposal One.

Proposal Two: To re-appoint Deloitte Certified Public Accountants S.A., as independent auditors and to approve their remuneration for the year ending December 31, 2023.

The Board submits for approval to the shareholder the re-appointment of Deloitte Certified Public Accountants S.A., as the Company's independent auditors, and their remuneration of €185,000, for the audit of the fiscal year ending December 31, 2023, which includes:

- annual audit of the Company's consolidated financial statements for the year ending December 31, 2023
- interim reviews of the Company's financial information for each of the fiscal ending March 31, June 30 and September 30, 2023

All services rendered by the independent auditors are subject to review by the Audit Committee.

THE BOARD UNANIMOUSLY RECOMMENDS A VOTE FOR APPROVAL OF THE APPOINTMENT OF DELOITTE CERTIFIED PUBLIC ACCOUNTANTS S.A. AS INDEPENDENT AUDITORS OF THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2023 AND ITS REMUNERATION.

The affirmative vote of the majority of the votes present or represented by proxy and entitled to vote at the Meeting is required for Proposal Two, provided that a quorum is present. Abstentions and broker non-votes will have no effect on the outcome of Proposal Two.

Proposal Three: To approve the remuneration of the Board of Directors of the Company as set forth on Appendix A to the Proxy Statement.

The Remuneration Committee of the Company (the “**Remuneration Committee**”) proposes 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 Company. 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 after approval by the Board.

The Board has considered the recommendation of the Remuneration Committee attached hereto as Appendix A. 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 Board has approved all of the recommendations of the Remuneration Committee attached hereto as Appendix A.

THE BOARD UNANIMOUSLY RECOMMENDS A VOTE IN FAVOR OF THE PROPOSED REMUNERATION OF THE BOARD.

The affirmative vote of the majority of the votes present or represented by proxy and entitled to vote at the Meeting is required for Proposal Three, provided that a quorum is present. Abstentions and broker non-votes will have no effect on the outcome of Proposal Three.

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.

IT IS IMPORTANT TO VOTE. WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, PLEASE VOTE IN ACCORDANCE WITH THE INSTRUCTIONS CONTAINED IN THIS PROXY STATEMENT. ANY SIGNED PROXY RETURNED AND NOT COMPLETED WILL BE VOTED IN FAVOR OF ALL THE PROPOSALS PRESENTED IN THE PROXY STATEMENT.



PROXY VOTE INSTRUCTIONS

OKEANIS ECO TANKERS CORP. (the “Company”)

PROXY SOLICITED FOR ANNUAL MEETING ON MAY 26, 2023

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

The undersigned hereby revokes all previous proxies relating to the shares covered hereby and acknowledges receipt of the notice and proxy statement relating to the Annual General Meeting, the terms of which are incorporated herein by reference.

The undersigned hereby appoints and authorizes DNB to constitute and appoint Ioannis Alafouzos (with full power of substitution and re-substitution) as the undersigned’s true and lawful agent, attorney-in-fact and proxy, to represent the undersigned at the Annual General Meeting of Shareholders of the Company to be held on May 26, 2023 at 14:00 local time, or any adjournment or postponement thereof and to vote all of the undersigned’s shares that the undersigned is entitled to vote at such meeting for the purposes set forth below and in the Notice of Annual General Meeting issued by the Company and, to vote upon such other business as may properly come before the Annual General Meeting, with all powers which the undersigned would possess as if present at the meeting.

Please mark your votes as in this example.

Proposals	FOR	AGAINST	ABSTAIN
1. To elect seven members of the Board of Directors of the Company to serve until the next annual general meeting or until their successors are elected and qualified			
a) Ioannis Alafouzos (Chairman)			
b) Robert Knapp			
c) Daniel Gold			
d) Joshua Nemser			
e) Charlotte Stratos			
f) John Kittmer			
g) Petros Siakotos			
2. To re-appoint Deloitte Certified Public Accountants S.A. as independent auditors and to approve their remuneration for the year ending December 31, 2023			
3. To approve the remuneration of the Board of Directors of the Company as set forth on Appendix A to the Proxy Statement			

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: _____

Number of shares held on record date: _____

Please return your completed and signed proxy, to be received by DNB Bank ASA on or prior to May 24 2023, 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., 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.

THE SHARES REPRESENTED BY THIS PROXY WILL BE VOTED AS DIRECTED HEREIN. IF NO DIRECTION IS GIVEN, THIS PROXY WILL BE VOTED FOR ALL PROPOSALS. THIS PROXY SHALL BE DEEMED TO AUTHORIZE THE PROXYHOLDERS TO VOTE IN THEIR DISCRETION AS TO ALL OTHER MATTERS THAT MAY PROPERLY COME BEFORE THE MEETING TO THE EXTENT PERMITTED BY APPLICABLE LAW.

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 Shareholders, 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 A



**RECOMMENDATION OF THE REMUNERATION COMMITTEE
OF OKEANIS ECO TANKERS CORP.
TO THE ANNUAL GENERAL MEETING TO BE HELD ON MAY 26, 2023**

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

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

**April 3, 2023
THE MEMBERS**

Charlotte Stratos
Chairman

John Kittmer