



## **INVITATION TO THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING**

The Board of Directors of the Limited Company with the corporate name "ORGANISMOS LIMENOS THESSALONIKIS SOCIETE ANONYME" [THESSALONIKI PORT AUTHORITY S.A.] trading as OLTH S.A. (LC Reg. No. 42807/06/B/99/30, Company's Reg.No. 58231004000), with registered offices in Thessaloniki, hereby

### **Invites**

its Shareholders according to Codified law 2190/1920, as it is in effect, and the Company's Articles of Statute, and following the decision of the Board of Directors, (29.12.2017) to the Extraordinary General Meeting to be held on Thursday, 25<sup>th</sup> of January 2018, at 12.00 a.m. in the Athens Stock Exchange, (110 Athinon Avenue) Ermis Hall, on the following agenda items:

### **AGENDA ITEMS**

1. Acceptance of the composition of the Audit Committee.
2. Acceptance of the election of a new member of the Board, in replacement of a resigned member.
3. Approval of amendment of the cooperation agreement dated 12.09.2016 between THPA SA and "EGNATIA ODOS SA" and the reformulation of the planned expenditure of the project "Vertical axis 56th Egnatia Odos Completion work connection of the sixth pier of the Thessaloniki with highway of Pathe and Egnatia Odos
4. Abolishment of the Articles 7, 8, 13, 14, 15, 16, 22, 23, 24, 25, 26 and 28 of the Company's Statute
5. Amendment, restatement and renumbering the Articles 21 and 27 of the Company's Statute.
6. Addition into the Company's Statute of a new Article 12 about the Audit Committee.
7. Amendment, merge into a single article and rules simplification of the Articles 17, 18, 19 and 20 of the Statute about the General Meeting.
8. Amendment, of the Articles 9, 10, 11 and 12 of the Company's Statute about the Board of Directors.
9. Amendment, of the Article 5 of the Statute about the Share Capital and Article 6 about the Shares.

10. Change of purpose and subsequent amendment of article 3 of the Company's Statute.
11. Amendment, of the Articles 1, 2, and 4 of the of the Company's Statute
12. Amendment, abbreviation, simplification and codification in a unified text of the provisions of the Company's Statute.
13. Authorization from the General Meeting (including among others under Article 23A, paragraph 2 of Law 2190/1920) regarding the amendment from 27<sup>th</sup> July 2001 Concession Agreement between the Greek State and the Company.
14. Election of Board of Directors members
15. Various announcements.

In accordance to the article 26, par. 2b and 28a of the law 2190/1920, as it is in effect, the company informs the shareholders the following:

#### **I. Right to participate in the General Meeting**

The right to participate in the Extraordinary General Meeting on Wednesday, 25<sup>th</sup> of January 2018, has any person appearing as shareholder of ordinary shares of the Company in the registry of the Dematerialised Securities System managed by Hellenic Central Securities Depository S.A. (HCSD), at the start of the fifth (5<sup>th</sup>) day 20/01/2018 before the date of the Extraordinary General Meeting (Record Date).

Proof of shareholder's capacity is verified by submitting relevant written confirmation from HCSD or electronically by the Company's online connection to HCSD. The relevant written confirmation or electronic verification regarding the shareholder status must reach the Company no later than 22/01/2018 i.e. the third (3<sup>rd</sup>) day before the date of the Extraordinary General Meeting.

For the Company, eligible to participate and vote in the Extraordinary General Meeting shall only be the persons having shareholder status on the corresponding record date. When a shareholder fails to comply with the provisions of article 28(a) of C.L. 2190/1920, such shareholder may participate in the Extraordinary General Meeting only after being granted permission by it. The exercise of this right does not require the blocking of shares or any other process which restricts the shareholders' ability to sell and/or transfer shares during the period between the Record Date and the Extraordinary General Meeting.

The participation in the Extraordinary General Meeting by electronic means and voting by distance through electronic means are not possible.

Each share gives right to one vote.

#### **II. Procedure for the exercise of voting rights by proxy**

Eligible shareholders may participate in the Extraordinary General Meeting either in person or in proxy. Each shareholder may appoint up to three (3) proxies. Legal entities participate in the Extraordinary General meeting by appointing up to three (3) natural persons as their proxies. However, in cases where a shareholder owns Company shares that are held in more than one Investor Securities Account, the above limitation does not prevent the shareholder from appointing separate proxies for the shares appearing in each Account.

A proxy holding proxies from several shareholders may vote differently for each shareholder.

Appointment and revocation of representatives shall be made in writing and notified to the Company's offices at the address given above at least three (3) days before the date set for the Extraordinary General Meeting, i.e. by 22 January 2018.

The Company has posted on its webpage, [www.thpa.gr](http://www.thpa.gr), a form to be used by Shareholders for the appointment of a proxy, while shareholders may also obtain a hard copy from the Company's Investor Relations & Corporate Announcements dpt, (Gate 11), building of Technical Services, 2<sup>nd</sup> floor.

The proxy of a shareholder is required to notify the Company prior to the Extraordinary General Meeting of any fact which may be of use to shareholders in assessing the risk of such proxy serving interests other than those of the shareholder concerned. A conflict of interests in accordance with the above may arise in particular when the representative concerned: (a) is a shareholder exercising control over the Company or is another legal person or entity that is controlled by that shareholder; (b) is a member of the Board of Directors or in general of the Management of the Company or of a shareholder exercising control over the Company or is another legal person or entity that is controlled by that shareholder exercising control over the Company; (c) is an employee or certified auditor of the Company or of a shareholder exercising control over the Company or of another legal person or entity controlled by a shareholder exercising control over the Company; or (d) is a spouse or relative in the first degree of one of the natural persons mentioned in cases (a) to (c) above.

### **III. Rights of minority shareholders**

1. In accordance to article 39 of the law 2190/1920, the company informs that shareholders representing one twentieth (1/20) of the Company's paid-up share capital may request the Board of Directors to include additional items on the Agenda for the Extraordinary General Meeting, following a relevant application which must be received by the Board of Directors at least fifteen (15) days before the date set for the General Meeting, i.e. by 10 January 2018. The application for including additional items on the Agenda shall be accompanied by a justification of reasons for it or by a draft resolution for approval by the Extraordinary General Meeting in accordance with the provisions of article 39 par. 2 of C.L. 2190/1920.

The revised Agenda shall be publicised in the same way as the original Agenda, thirteen (13) days before the date set for the Extraordinary General Meeting, i.e. on 12/01/2018, and shall be made available simultaneously to the shareholders on the Company's website, together with the accompanying justification or draft resolution submitted by the shareholders in accordance with the provisions of article 27 par. 3 of C.L. 2190/1920.

2. Following an application submitted by shareholders representing one twentieth (1/20) of the Company's paid-up share capital, the Board of Directors shall make available to the shareholders, in accordance with the provisions of article 27 par. 3 of C.L. 2190/1920, at least six (6) days before the date set for the Extraordinary General Meeting, i.e. by 19 January 2018 at the latest, draft resolutions for the items included in the original or revised Agenda, provided that the corresponding application is received by the Board of Directors at least seven (7) days before the date set for the Extraordinary General Meeting, i.e. by 18 January 2018.

3. Following an application submitted by shareholders representing one twentieth (1/20) of the Company's paid-up share capital, the chairman of the meeting shall be obliged to postpone the decision of the general meeting, either regular or extraordinary, on all or certain issues, setting a day for the

continuation of the meeting, as specified in the shareholder request, but which can not be more than thirty (30) days from the date of postponement.

The postponing general meeting is a continuation of the previous one and does not require the resumption of the publication of the call for shareholders, which may be attended by new shareholders, subject to the provisions of Articles 27 (2), 28 and 28a.

4. Following an application by any shareholder, such application to be submitted to the Company at least five (5) full days before the date set for the Extraordinary General Meeting, i.e. by 20 January 2018, the Board of Directors is obliged to provide to the Extraordinary General Meeting the specific information regarding Company affairs, to the extent that these are useful for the actual evaluation of the items on the Agenda. The obligation to provide information shall not exist if such information is already available from the Company's website.

5. Following an application by shareholders representing one fifth (1/5) of the Company's paid-up share capital, such application to be submitted to the Company within at least five (5) full days before the date set for the Extraordinary General Meeting, i.e. by 20 January 2018, the Board of Directors is obliged to provide to the General Meeting information on the course of Company affairs and the status of the Company's assets.

In order to exercise any of the above rights, applicant shareholders must supply proof of their shareholder status and of the number of shares in their possession at the time of exercise of the corresponding right. Such proof is provided by submitting the relevant written confirmation from HCSD, where the securities are held or by certifying the shareholder capacity directly through the Company's online connection with HCSD records.

The information of article 27 par. 3 of C.L. 2190/1920, including the present invitation, the form for the appointment of one or more representatives and the draft resolutions on the items of the agenda shall be available in electronic form from the Company's website, [www.thpa.gr](http://www.thpa.gr). The full text of the draft resolutions and of any documents provided for under article 27 par. 3 of C.L. 2190/1920 shall be supplied to shareholders upon request in hard copy from the Company's Shareholders & Corporate Announcements Department (Gate 11), building of Technical Services (tel 2310-593-320 e-mail: [shares@thpa.gr](mailto:shares@thpa.gr)).

Thessaloniki

29/12/2017

The Board of Directors