



THESSALONIKI PORT AUTHORITY
SOCIETE ANONYME
(ThPA SA)
TRADE REG. NO. 42807/06/B/99/30
GEMI No. 58231004000
Registered Office: Thessaloniki

INVITATION

TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

The Board of Directors of the 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

I n v i t e s

its Shareholders, according to Law 4548/2018 "Reform of the legislation of Sociétés Anonymes", as currently in force and according to the Articles of Association of the Company, following the decision of the Board of Directors, to the Annual General Meeting to be held on **Tuesday, 30th of June 2020, at 12:30 noon**, at the Company's headquarters, which in view of the extraordinary circumstances and in the context of the mitigation measures employed by the State for the prevention of the spread of the coronavirus Covid-19, will take place remotely via teleconference in real time, pursuant to Article 33 par. 2 of the Legislative Act dated 20 March 2020 (Government Gazette Issue A' No 68/20-3-2020) and as provided for in article 125 of law 4548/2018, in order to discuss and decide on the following items of the Daily Agenda:

A G E N D A I T E M S

1. Submission and approval of the Company's Annual Financial Report of the 20th fiscal year (01.01.2019 - 31.12.2019), together with the relevant Reports and Declarations by the Board of Directors and the Auditors.
2. Appropriation of Annual Earnings and decision on the distribution of dividends to the Company's Shareholders.
3. Approval of the Overall Management by the Board of Directors for the fiscal year 2019 in accordance with article 108 of Law 4548/2018 and the discharge of the Company's Auditors in accordance with par.1, case c) of article 117 of Law 4548/2018.
4. Approval of the Company's Remuneration Policy.
5. Submission for discussion and approval of the Remuneration Report in accordance with article 112 of Law 4548/2018.
6. Approval of remuneration-compensation paid to the members of the Board of Directors and to the Audit Committee members, for the fiscal year 2019.
7. Pre-approval of the remuneration-compensation of the members of the Board of Directors and the Audit Committee, for the fiscal year 2020.

8. Appointment of the Chartered Auditor Company for the fiscal year 2020 and approval of their fee.
9. Announcement of the election of Mr. Baiqiao (Leon) Fu on 30.07.2019 as a member of the Board of Directors, replacing the resigned Mr. Cedric Garnier, according to article 82 par. 2 of Law 4548/2018.
10. Amendments of Articles No 4,6,7,9 and 11 of the Association, according to Law 4548/2018.
11. Approval, according to article 108 of Law 4548/2018, of the Overall Management of the Board of Directors for the fiscal year 2017 & 2018 and the discharge of the Company's Auditors in accordance with par.1, case C of article 117 of Law 4548/2018.
12. Granting permission pursuant to article 98 par. 1 of Law 4548/2018 to the members of the Board of Directors, as well as to Executive Officers of the Company, to participate in the Boards of Directors or in the Management of other companies pursuing similar purposes.
13. Election of new Board of Directors.
14. Termination of the Contract of the Chairman and Managing Director.

Announcements

Should the quorum required by law not be achieved, the Annual General Meeting of the Shareholders of the Company will take place in a repetitive Meeting on Wednesday, 15th of July 2020, at 12:30 pm, at the Company's headquarters, unless with explicit subsequent provision of the law it is possible to convene via teleconference, without the publication for further invitation.

Pursuant to Articles 121 (4), 124 (6), 125, 128 and 141 of Law 4548/2018, the Company informs the shareholders of the following:

Right to participate in the General Meeting

The right to participate in the Annual General Meeting on Tuesday, **30th of June 2020**, has any person appearing as shareholder of the shares of the Company in the registry of the Dematerialised Securities System managed by Hellenic Central Securities Depository S.A. (HCSD), at the beginning of the fifth (5th) day, 25/06/2020 before the date of the Annual General Meeting (**Record Date**). The aforementioned record date is applicable for the Repetitive Meeting as well.

The proof of shareholder status is certified electronically based on the information received by the Company through the participants and registered intermediaries in the Central Securities Depository. The right to participate and vote at the General Meeting is assigned to those only who have the shareholder's capacity on the Record Date.

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 date of the General Meeting. Each share is entitled to one vote.

The Company's Articles of Association do not provide for the possibility of participation of shareholders in the General Meeting by electronic means, without the shareholders being physically present at the Meeting, or for voting by distance through electronic means or correspondence.

However, in view of the extraordinary circumstances and in the context of the mitigation measures employed by the State for the prevention of the spread of the virus Covid-19, the shareholders will participate in the aforementioned Annual General Meeting of shareholders of the Company remotely via teleconference in real time.

Procedure for a shareholder to participate with self-presence

To this end, all shareholders willing to participate in the Annual General Meeting of the Company that will take place via teleconference, are kindly requested to communicate, where possible, by the Record Date (25/06/2020), and, in any case, **at least forty eight (48) hours before** the date of the Annual General Meeting. For shareholders participating with self-presence (the shareholder being himself present in the teleconference) the authentication – identification can be verified with one of the following ways:

1. Either through the use of the Single Digital Gateway of Public Administration platform (www.gov.gr), through the electronic application “e-Dilosí” (<https://www.gov.gr/ipiresies/polites-kai-kathemerinoteta/upeuthune-delose-kai-exousiodotese/ekdose-upeuthunes-deloses>), completing the electronic declaration form, either through web-banking systems or through the General Secretariat of Information Systems of Public Administration of the Ministry of Digital Government (taxisnet).

A predetermined text of declaration for the participation of the shareholders of the Company in the Annual General Meeting in order to be used to the free text area of the above electronic application “e-Dilosí” is available on the Company’s website www.thpa.gr.

2. For the shareholders not having access to the above platform, by filling the Solemn Declaration form of Law 1599/1986 that is uploaded on the website of the Company www.thpa.gr, followed by the certification of the authenticity of the shareholder’s signature by a public authority (indicatively including consular or police authority).

Accordingly, the submission of the Declaration to the Company will be fulfilled either in electronic form on the website of the Company shares@thpa.gr or in hardcopy form at the Company’s address, inside Port of Thessaloniki, (Gate11) Technical Services Building, 2nd floor, p.c 54625, Thessaloniki +30 2310593335.

It is noted that in any of the above (under 1 and 2 cases), the shareholder will have to declare the **number of DSS account (DSS Investor Account)** and the **number of his mobile phone** so that the unique (personal) code of participation is sent to him, in order to participate in the General Meeting remotely via teleconference in real time. Otherwise, his participation in the General Meeting will not be possible.

Procedure for the exercise of voting rights by proxy/representative

The shareholder may participate in the Annual General Meeting in person or through a proxy/representative. A representative acting for more than one shareholders may vote differently for each shareholder. The shareholder may appoint a representative for one or more general meetings and for a certain time. The representative shall vote, in accordance with the instructions of the shareholder, if instructions are available. Any noncompliance of the representative with the instructions he/she has received, does not affect the validity of the decisions of the General Meeting, even if the representative's vote was decisive for achieving the majority.

The appointment and revocation or replacement of the representative shall be submitted via e-mail to the Company, to shares@thpa.gr , **forty-eight (48) hours** prior to the scheduled date of the meeting. Each shareholder may appoint up to three (3) representatives. In case that the shareholder holds company shares that appear on more than one securities' accounts, this limitation does not prevent the shareholder from designating different representatives for the shares appearing in each securities account, in relation to a specific general meeting. Proxies are freely revocable.

In the Annual General Meeting via teleconference shareholder can use one (1) representative.

The appointment or revocation of the representative should be made **at least forty-eight (48) hours before** the date of the Annual General Meeting, with one of the following ways:

1. Either through the use of the Single Digital Gateway of Public Administration platform (www.gov.gr), through the electronic application "e-Exousiodotisi" (<https://www.gov.gr/ipiresies/polites-kai-kathemerinoteta/upeuthune-delose-kai-exousiodotese/ekdose-exousiodotese>), by completing the electronic authorization, either through web-banking systems or through the General Secretariat of Information Systems of Public Administration of the Ministry of Digital Government (taxisnet).

A predetermined text of declaration for the participation of the representative in the Annual General Meeting, in order to be used to the free text area of the above electronic application "e-Exoudiotisi" is available on the Company's website www.thpa.gr.

2. For shareholders not having access to the above platform, by completing the authorization (Proxy) that is uploaded on the website of the Company www.thpa.gr, followed by the certification of the authenticity of the shareholder's signature by a public authority (indicatively including consular or police authority).

Accordingly, shareholders are requested to submit the authenticated authorization to the Company, either to the e-mail of the Company shares@thpa.gr , or in hardcopy form at the Company's address, inside Port of Thessaloniki, (Gate11) Technical Services Building, 2nd floor, p.c 54625, Thessaloniki, Tel. +30 2310593335.

It is noted that in any of the above (under 1 and 2 cases), the shareholder will have to declare the **number of DSS account (DSS Investor Account)** and the **mobile phone of his representative** so that *the unique (personal) code of participation is sent to the representative*, in order to participate in the Annual General Meeting remotely via teleconference in real time. Otherwise, his participation in the Annual General Meeting will not be possible.

Before the commencement of the Annual General Meeting, the representative must disclose to the Company any particular facts that may be of relevance for shareholders to assess the risk that the representative may pursue interests other than those of the shareholders.

Conflicts of interest may arise in particular when the representative: a) is a controlling shareholder of the Company or is another controlled entity by such shareholder, b) is a member of the Board of Directors or of the Management of the Company or of a controlling shareholder or an controlled entity by such shareholder, c) is an employee or an auditor of the Company, or of a controlling shareholder or of a controlled entity by such shareholder, d) is the spouse or a close relative (1st degree) of any natural person referred to in (a) to (c) above.

The shareholder 's representative shall keep records of the voting instructions for at least one (1) year, from the date of the General Meeting or, in case of postponement, from the last repetitive Meeting for which he has used the proxy.

Rights of minority shareholders

Pursuant to article 141 of Law 4548/2018, shareholders are informed that they have, among other things, the following rights

1. Shareholders representing 1/20 of the paid-up share capital of the Company may request:

(a) to include additional items in the Agenda of the General Meeting, provided that the request is communicated to the Board at least fifteen (15) days 15/06/2020 prior to the General Meeting day, accompanied by a justification or a draft resolution to be approved by the General Meeting. Additional items must be published or disclosed, under the responsibility of the Board of Directors, in accordance with article 122, at least seven (7) days prior to the General Meeting, ie no later than 23/06/2020.

The revised agenda is published in the same way as the previous agenda, on 17/06/2020, ie thirteen (13) days prior to the date of the General Meeting and at the same time is made available to the shareholders on the Company's website, together with the justification or the draft resolution submitted by the shareholders according to the provisions of article 123 par 4 of Law 4548/2018.

(b) to dispose to the shareholders, at least six (6) days prior to the General Meeting, that is on the 24/06/2020, any draft resolutions on the items included in the initial or revised agenda, provided that the request is communicated to the Board at least seven (7) days 23/06/2020 prior to the General Meeting.

The Board of Directors is not obliged to add items on the agenda or to publish or to disclose them together with justifications and draft resolutions submitted by shareholders in accordance with paragraphs a and b respectively, if their content is obviously in conflict by law or morality.

c) from the Chairman of the meeting, to postpone the decision of the general meeting only once, either regular or extraordinary, on all or certain items, setting a day for the continuation of the meeting, as specified in the shareholder request, but which date cannot be more than twenty (20) days from the date of postponement.

The "by deferment" general meeting is a continuation of the previous one and does not require the resumption of the publication requirements of the Invitation for the shareholders. In the postponing meeting, new shareholders are fully entitled to attend, following all provisions of the law. Additionally, provisions of article 124 par.6 of Law 4548/2018 are also valid.

2. Any shareholder may request, provided that the said request is submitted to the Company at least five (5) full days prior to the General Meeting date, that is on the 24/06/2020, to be released to the General Meeting specific information regarding the affairs of the Company, insofar as such information is relevant to the items on the agenda.

3. Shareholders representing 1/10 of the paid-up capital of the Company may request, provided that the said request is submitted to the Company at least five (5) full days prior to the General Meeting date, that is on the 24/06/2020, to be released to the General Meeting information on the course of the business affairs and financial status of the Company.

Detailed information regarding minority shareholders' rights and the specific conditions to exercise these rights, are available on the Company's website (www.thpa.gr).

Available Documents and information

The information of par. 3 and 4 of article 123 of Law 4548/2018 and in particular the Invitation of the General Meeting, the total number of shares and voting rights that the shares incorporate at the date of the invitation, the representative appointment forms and the draft decisions on the

items on the agenda are available in electronic form on the Company's website (www.thpa.gr) and in printed form at the Treasury & Investor Relations Unit, at the Port of Thessaloniki (Gate 11), Technical Services Building, 2nd floor tel. +30 2310 593320, where shareholders can receive copies.

Thessaloniki, 4 June 2020

The Board of Directors