



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.] operating 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 and to the Articles of Association of the Company and the decision of the Board of Directors on 28.05.2021, to the Annual General Meeting to be held on **Wednesday, 23rd of June 2021, at 14:00**, 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 and without the physical presence of shareholders, provided by the Articles of Association of the Company article 11 par.4 and pursuant to article 125 of law 4548/2018, for discussion and decision-making on the following items of the agenda:

A G E N D A I T E M S

1. Submission and approval of the Company's Annual Financial Statements of the 21st fiscal year (01.01.2020 - 31.12.2020), with the relevant Reports and Declarations by the Board of Directors and the Chartered Auditors.
2. Appropriation of Annual Earnings and approval on the distribution of dividends to the Company's Shareholders.
3. Briefing from the Audit Committee to the shareholders about the activities of the Audit Committee during the financial year 2020 and submission of the annual report of the activities of the Audit Committee, according to article 44 par. 1 of Law 4449/2017.
4. Approval of the Overall Management by the Board of Directors for the fiscal year **2020** 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.
5. Approval of the Overall Management by the Board of Directors for the financial 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.
6. Approval of remuneration-compensation paid to the members of the Board of Directors and to the Audit Committee members, for the financial year 2020.
7. Pre-approval of the remuneration-compensation of the members of the Board of Directors and the Committees of the BoD, for the financial year 2021.

8. Submission for discussion and approval of the Remuneration Report in accordance with article 112 of Law 4548/2018.
9. Appointment of the Chartered Auditor Company for the fiscal year 2021 and approval of their fee.
10. Amendments of Articles No 3, 4, 7§4, 8§1, 9§§1,3,5, 10 (addition §3) and 12 of the Articles of Association of ThPA S.A. (Adaptation to Law 4706/2020 and expansion of the activity of ThPA S.A.).
11. Approval of the Suitability Policy of the members of the Board of Directors. (article 3§3 Law 4706/2020).
12. Granting permission pursuant to article 98 par. 1 of Law 4548/2018 at the members of the Board of Directors, as well as to the Executive Officers of the Company, to participate in the Board of Directors or in the Management of other companies pursuing similar purposes.
13. Election of a new Board of Directors.
14. Election of a new Audit Committee (redefinition of type, composition, number, and term of office) and amendment of Article 12 of Association of ThPA S.A.

Announcements

1. Acceptance of the resignation of Mr. Boris Wenzel from Member of the Board and from the position of the Deputy Chairman of the Board.

Should the quorum required by law for the decision on the issues of the agenda is not reached, a Repetitive General Meeting will convene on Monday, July 12, 2021 at 12:30 pm, at the Company's headquarters from a distance in real time via teleconference, without publishing a new invitation according to par. 2 of article 130 of Law 4548/2018. Pursuant to Articles 121 par.4, 124 par.6, 125, 128 and 141 of Law 4548/2018, the Company informs the shareholders of the following:

A. Right to participate in the General Meeting

At the General Meeting of 23rd June 2021, only physical and legal persons that have the status of shareholder at the start of the fifth (5th) day before the meeting date of the Annual General Meeting, i.e. on **18th June 2021 ("Record Date")** are entitled to participate and vote.

The record date of 18th June 2021 is the record date for the Repetitive General Meeting on 12th July 2021 (if the quorum, as required by the Law and the Articles of Association in order to decide any of the items of the original agenda on 23.06.2021 is not obtained during that meeting).

For the Company, shareholders who are entitled to participate in the General Meeting and to exercise the right to vote are those that are registered on the Record Date in the Dematerialized Securities System (DSS) of the company "HELLENIC CENTRAL SECURITIES DEPOSITORY (ATHEXCSD)" or the one identified as such based on the relevant date through registered intermediaries or other intermediaries in compliance with the provisions of the legislation (Law 4548/2018, Law 4569/2019, Law 4706/2020 and Regulation (EU) 2018/1212) as well as the Rulebook of Operation of the Hellenic Central Securities Depository (Government Gazette B/1007/16.03.2021).

The proof of shareholder status is done by any legal means and in any case based on information received by the Company until before the start of the General Meeting by ATHEXCSD or through the

above intermediaries in accordance with the above provisions. A shareholder may participate in the General Meeting on the basis of confirmations or notifications of Articles 5 and 6 of Regulation (EU) 2018/1212 provided by the intermediary unless the Meeting refuses this participation for a good reason that justifies its refusal in accordance with the provisions in force (art. 19 par. 1 of Law 4569/2018, art. 124 par. 5 of Law 4548/2018).

Exercising these rights does not require either the blocking of the shares of the beneficiary or any other similar procedure which limits that ability to sell and transfer these shares during the period between the Record Date and the General Meeting.

Shareholders that do not comply with the deadline in par. 4 of article 128 of Law 4548/2018, i.e. that do not submit in writing or by electronic means the appointment of proxies or representatives to the Company at least forty-eight (48) hours before the appointed date of the General Meeting, participate at the General Meeting unless the General Meeting refuses this participation for good reason which justifies this refusal.

B. Participating and exercising the right to vote at the General Meeting remotely in real-time by teleconference

In order for shareholders to participate and vote at the Annual General Meeting on 23rd June 2021 or at any Repetitive meetings which will take place remotely, in real-time by teleconference, without their physical presence, they or their proxies must create and use an electronic shareholder account at the electronic platform that has been developed by the Athens Exchange Group to provide remote General Meeting services, in realtime, by teleconference to listed companies on the website <https://axia.athexgroup.gr/en/home>.

The internet platform is provided by ATHEXCSD, while for the teleconference the webex group of tools/services is provided by Cisco Hellas S.A.

In order to access the electronic platform a personal computer, a smartphone or a tablet is required, a browser installed, and internet access.

In order for a shareholder or his/her proxy to create an account in the electronic platform above, **a valid electronic mail (email) account and a mobile telephone number are required by the shareholder or his/her proxy.**

If, on accessing the electronic platform the above information entered by the shareholder do not match the information registered in the Dematerialized Securities System and have been notified to the Bank by the Hellenic Central Securities Depository, or through intermediaries, in the context of its services to facilitate shareholder identification in general meetings from a distance that it provides to listed companies according to Part 3 of the number 8 decision of the BoD of Hellenic Central Securities Depository SA «Technical terms and procedures for the provision of the Registry Service, Corporate & Other Related Transactions " as well as the form "Terms and Conditions for the remote General Meeting of Shareholders", shareholders must provide or update the information above, in order to create the account.

For this purpose, the shareholders are requested to immediately contact the Participant of the Securities Account at DSS or another intermediary acting as custodian of the shareholder through which their

shares are kept, in order to disclose and/or update their valid email address and mobile phone number for identification.

Further instructions to participate at the General Meeting by teleconference will be posted on the website of the Company and will be sent by the Company via email to shareholders that have completed the above procedure and are eligible to participate at the Annual General Meeting or any Repetitive meetings.

For any questions and for instructions, shareholders may contact the Investor Relations Department of the Company by email at shares@thpa.gr or by telephone at +30 2310 593335 or +30 2310 593376 (daily between 08.00 and 16.00).

Furthermore, starting with the publication of the present and until the end of the General Meeting, a help desk will operate that will provide information and support shareholders and their representatives at + 30 210 3366 120 or by email at AXIAeShareholdersMeeting@athexgroup.gr.

Shareholders that participate at the General Meeting by teleconference in real-time are taken into consideration for the formation of the quorum and majority and will be able to exercise their rights effectively during the General Meeting.

Shareholders that have successfully connected to the internet platform will be able to participate in the General Meeting by teleconference in real-time via a link that will be sent to them by email.

By activating the teleconference application (Cisco Webex) through the link at the start of the General Meeting, shareholders will be able to:

- a) follow the proceedings of the General Meeting with electronic or audiovisual means,
- b) take the floor and address the General Meeting orally during the General Meeting, while at the same time through the internet platform, they will be able to:
- c) vote in real-time during the GM on the matters of the agenda, and
- d) receive information on the recording of their vote.

C. Procedure for the exercise of voting rights by proxy/representative

I. Shareholders participate in the Annual General Meeting and vote either in person or by proxy. Each shareholder may appoint up to three (3) proxies. However, if a shareholder possesses shares of the Company that are held in more than one Investor Securities Account, the above restriction cannot prevent the shareholder from appointing different proxies for the shares in each investor account for a particular General Meeting. A proxy appointment can be freely recalled. A proxy that acts for more than one shareholders can vote differently for each shareholder.

Shareholders may appoint a proxy for one or more General Meetings and for a specific period of time. The proxy votes in accordance with the shareholder's instructions, if there are any. Non-compliance by the proxy with the instructions received does not affect the validity of the decisions of the General Meeting, even if the proxy's vote was decisive in achieving the majority.

The shareholder proxy is obliged to notify the Company, before the start of the General Meeting, about any specific event, which may be useful to shareholders in order to assess the risk that the proxy may serve other interests besides the interests of the shareholder.

A conflict of interest may arise particularly when the representative is:

- a) A shareholder that exercises control of the Company, or other legal person or entity that is controlled by that shareholder,
- b) A member of the Board of Directors or in general of the management of the Company or a shareholder that exercises control of the Company, or other legal person or entity that is controlled by that shareholder, which exercises control of the Company.
- c) An employee or a certified auditor of the Company or a shareholder that exercises control, or other legal person or entity that is controlled by a shareholder that exercises control of the Company.
- d) A spouse or a relative in the first degree with one of the private individuals that are mentioned in cases a) to c).

The appointment and revocation or replacement of the proxy or representative takes place in writing or by electronic means that are submitted to the Company at least forty-eight (48) hours before the appointed date of the General Meeting. Notification of the appointment and revocation or replacement of the proxy by electronic means is by electronic mail at the email address on the Invitation to the General Meeting, or the case of shareholders that are identified through intermediaries, through confirmations or notifications of articles 5 and 6 of Regulation (EU) 2018/1212 provided by intermediaries.

II. Specifically for shareholder participation by proxy at the General Meeting on 23rd June 2021 or any Repetitive Meetings, remotely in real-time by teleconference, or for shareholder participation by proxy in the vote on the items of the General Meeting that will take place before the General Meeting, shareholders or Participants in the Securities Accounts in the DSS or other intermediaries acting as custodians of the shareholders through which the share are kept, **can appoint up to one (1) proxy**, whose appointment must be made at least forty-eight (48) hours before the date of the General Meeting (i.e. by 14.00 on 21.06.2021 at the latest for the initial General Meeting and the latest by 12.30pm on 10.07.2021 for the Repetitive Meeting).

Upon receipt of the information above by the Company, and based **on the email address and mobile telephone of the representative**, as declared in the proxy document, the Company creates an account for the proxy on the electronic platform; the proxy is informed by email in order to activate the account in order to exercise the rights of the shareholder in accordance with what is referred to in B above.

The Company has made available document to appoint a proxy to participate in the General Meeting on 23rd June 2021 remotely in real-time by teleconference.

The document is available to shareholders in hard copy at the Investor Relations Department of the Company (inside Port of Thessaloniki, Gate11, Technical Services Building, 2nd floor, p.c 54625, Thessaloniki, Tel. +30 2310 593335 or +30 2310 593376), and in electronic form on the website of the Company. https://www.thpa.gr/index.php/en/olth/investor-relations/gen_meetings_en

The document must be filled-in, signed with the authenticity of the signature verified, and submitted to the Investor Relations Department of the Company, at: inside Port of Thessaloniki, (Gate11) Technical Services Building, 2nd floor, p.c 54625, Thessaloniki, or digitally signed by using a recognized digital signature (qualified certificate) by the proxy or shareholder by e-mail at shares@thpa.gr at least forty eight (48) hours before the date of the General Meeting. Shareholders are asked to ensure that the proxy appointment document is successfully dispatched and received by the Company and may call for this purpose: +30 2310 593335 or +30 2310 593376 (Investor Relations Department).

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.

D. 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 8/06/2021 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 16/06/2021.

The revised agenda is published in the same way as the previous agenda, on 10/06/2021, 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 17/06/2021, 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 16/06/2021 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 18/06/2021, 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 18/06/2021, 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.

https://www.thpa.gr/index.php/en/olth/investor-relations/gen_meetings_en

E. 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 or +30 2310 593 376, where shareholders can receive copies.

Thessaloniki, 28 May 2021

The Board of Directors