



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.] and the distinctive title OLTH S.A. [ThPA 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 its decision dated 28.03.2022, to the Annual General Meeting to be held on **Holy Thursday, 21<sup>st</sup> of April 2022, at 11:00**, at the Company's headquarters in Thessaloniki, within the Port, Pier I, P.C. 540 12, Administration Building of ThPA), which for prudential grounds of preventing 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 Annual Financial Statements of the 22<sup>nd</sup> fiscal year (01.01.2021 - 31.12.2021), with the relevant Reports and Statements of the Board of Directors and the Certified Auditors.
2. Allocation of Annual Profit of 2021 and approval to distribute dividend to the Company's Shareholders.
3. Update by the Audit Committee to shareholders about the activities of the Audit Committee during the year 2021 and submission of the annual activity report of the Audit Committee, according to article 44 par. 10 of Law No. 4449/2017.
4. Approval, as per article 108 of Law No. 4548/2018, of the Overall Management by the Board of Directors for the financial year 2021 and the discharge of the Company's Auditors, in accordance with par. 1, case γ, of article 117, Law No. 4548/2018.
5. Approval of the amendment of the Company's Remuneration Policy.
6. Approval of remuneration - compensation paid to the members of the Board of Directors and the Audit Committee of the Company during the fiscal year of 2021.
7. Pre-approval of payment of remuneration and compensations of the members of the Board of Directors and the Committees of the Board of Directors for fiscal year 2022.
8. Submission for discussion and approval of the Remuneration Report in accordance with article 112 of Law No. 4548/2018.

9. Appointment of Certified Auditors for the fiscal year 2022 and approval of their remuneration.
10. Submission of the report by the independent non-executive members of the BoD, according to article 9 par. 5 of Law No. 4706/2020.
11. Amendment of the authorization granted according to article 98 par. 1 of Law No. 4548/2018, to the members of the Board of Directors, as well as to Directors of the Company, to participate in Boards of Directors or in the Management of companies that pursue same or similar purposes.

#### Announcements

1. With Decision no. 7599/11.8.2021 of the Board of Directors of ThPA SA, it was decided to replace the resigned member of the Board of Directors, Mr. Angelos Vlachos, by the candidate proposed by the HRADF, Mr. Charalambis Karamaneas, who is deemed to fulfill the individual and collective suitability criteria, as ascertained in accordance with the Company Suitability Policy.

Should the quorum required by law for lawful convening on the items of the agenda is not reached, a Repetitive General Meeting will convene on Thursday, April 28, 2022, at 11:00 a.m., 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, 123, 124 par.6, 125, 128 and 141 of Law 4548/2018, the Company informs the shareholders on the following:

#### **A. Right to participate and vote in the General Meeting**

At the General Meeting of 21<sup>st</sup> April 2022, entitled to participate and vote are only the physical and legal persons that have the status of shareholder at the start of the fifth (5<sup>th</sup>) day before the meeting date of the Annual General Meeting, that is on **16<sup>th</sup> April 2022 ("Record Date")**.

The record date of **16<sup>th</sup> April 2022** is the record date in the case of the Repetitive General Meeting on 28<sup>th</sup> April 2022 (if the quorum, as required by the Law for lawful convening on any of the items of the original agenda is not reached on 21.04.2022).

For the Company, shareholder who is entitled to participate in the General Meeting and to exercise the right to vote is the one that is 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 4569/2018, 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 just before the commencement 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 the option 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, that is they did 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, can 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 General Meeting on 21st of April 2022 or at any Repetitive meeting which will take place remotely, in real-time by teleconference by electronic means, without their physical presence, they or their representatives must create and use an electronic shareholder or representative account at the electronic platform that has been developed by the Athens Exchange Group to provide remote General Meeting services, in real-time, by teleconference to listed companies on the website: <https://axia.athexgroup.gr/en/home>

The internet platform is provided by company "HELLENIC CENTRAL SECURITIES DEPOSITORY", while for the teleconference the webex group of tools/services provided by Cisco Hellas S.A is used.

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

In order for a shareholder or his/her representative 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 representative.**

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 notified to the Company 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", shareholder 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 ([https://www.thpa.gr/index.php/en/olth/investor-relations/gen\\_meetings\\_en](https://www.thpa.gr/index.php/en/olth/investor-relations/gen_meetings_en))

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 meeting.

**For any questions and for instructions, shareholders may contact the Investor Relations Department of the Company by email at [shares@thpa.gr](mailto: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](mailto:AXIAeShareholdersMeeting@athexgroup.gr)**

**On the date of the General Meeting the Shareholders who wish to participate should log in via the Internet Platform at least fifteen minutes (15') prior the start time of the General Meeting and state the number of voting rights with which they will participate at the General Meeting and vote, and - if they wish - to modify this number which cannot exceed the stated number of voting rights.**

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 either be sent to them by email or will be available on the internet platform.

By activating the teleconference application (Cisco Webex) through the link at the start of the Annual 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 General Meeting 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 representative**

I. Shareholders participate in the General Meeting and vote either in person or through a representative. Each shareholder may appoint up to three (3) representatives. 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 representatives for the shares in each investor account for a particular General Meeting. A proxy appointment can be freely revoked. A representative that acts for more than one shareholder can vote differently for each shareholder.

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

The shareholder representative 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 representative 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 a shareholder, which exercises control of the Company.
- c) an employee or a certified auditor of the Company or a shareholder that exercises its control, or other legal person or entity that is controlled by a shareholder, which exercises control of the Company.
- d) a spouse or a relative in the first degree with one of the private individuals of the 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 representative 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 representative at the General Meeting of 21<sup>st</sup> April 2022 or any Repetitive Meeting, remotely in real-time by teleconference, , the shareholder or Participant in the Securities Accounts in the DSS or other intermediaries acting as custodians of the shareholder through which the share are kept, **can appoint up to one (1) representative**, whose appointment must be made at least forty-eight (48) hours before the date of the General Meeting (that is, by 11:00a.m. on 19.04.2022 at the latest) for the initial General Meeting and the latest by 11:00a.m. on 26.04.2022 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 representative on the electronic platform; the proxy will be informed by email in order to activate the account in order to be able to exercise the rights of the shareholder in accordance with what is referred to in part B above.

The Company has made available documents to appoint a representative to participate in the General Meeting of 21<sup>st</sup> April 2022 remotely in real-time by teleconference.

The documents are available to shareholders in hard copy at the Investor Relations Department of the Company (inside Port of Thessaloniki, Gate 11, Technical Services Building, 1<sup>st</sup> 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](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: Port of Thessaloniki, Gate 11, Technical Services Building, 1<sup>st</sup> 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](mailto: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 others, the following rights:

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

(a) request 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 prior to the General Meeting, accompanied by a justification or a draft resolution to be approved by the General Meeting.

The revised agenda is published in the same way as the previous agenda 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. In case of not publication, the requesting shareholders are entitled to request the postponement of the General Meeting, in accordance with article 141 par. 5 of Law 4548/2018 and to make the publications themselves, in accordance with the second subparagraph of article 141 par. 2 of Law 4548/2018, at the expense of the Company.

(b) to submit draft resolutions for items that are included in the initial or any revised agenda of the General Meeting, through a request that must communicated to the Board of Directors at least seven (7) days before the General Meeting, and the draft decisions are made available to shareholders in accordance with the provisions of article 123 par. 3 of Law 4548/2018 at least six (6) days before 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 with law or morality.

c) request the Chairman of the meeting, to postpone the taking of decisions by the General Meeting only once, on all or certain items, setting a day for the continuation of the meeting, as specified in the shareholder request, but said date cannot exceed more than twenty (20) days from the date of postponement.

The postponed 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 that Meeting, new shareholders are entitled to participate, following all relevant participation requirements. Additionally, provisions of article 124 par.6 of Law 4548/2018 apply.

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, the Board of Directors to provide to the General Meeting with the specific information regarding the affairs of the Company, insofar as such information is relevant to the items on the agenda. In addition, at the request of shareholders representing one twentieth (1/20)

of the paid-in share capital, the Board of Directors is obliged to announce to the General Meeting, the amounts that, over the previous two years, have been paid to each member of the Board of Directors or to Directors of the Company, as well as any benefit to these persons for whatever reason or by whatever contract of the Company with them.

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, from the Board of Directors to provide to the General Meeting information on the course of the business affairs and financial status of the Company.

Detailed information regarding the above 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](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, the documents to be submitted to the General Meeting and the draft decisions on the items on the agenda are available in electronic form on the Company's website ([https://www.thpa.gr/index.php/en/olth/investor-relations/gen\\_meetings\\_en](https://www.thpa.gr/index.php/en/olth/investor-relations/gen_meetings_en)) and in hard copy at the Treasury & Investor Relations Unit, at the Port of Thessaloniki, Gate 11, Technical Services Building, 1st floor tel. +30 2310 593335 or +30 2310 593376, from where shareholders can receive copies.

**Thessaloniki, 28 March 2022**

**THE BOARD OF DIRECTORS**