



## **PIRAEUS PORT AUTHORITY S.A.**

### **ANNUAL ORDINARY GENERAL ASSEMBLY RESOLUTIONS OF 13th JULY 2022**



**13rd of JULY 2022**

PPA SA, 10 AKTI MIAOULI, 185 38 PIRAEUS, GREECE ..... [WWW.OLP.GR](http://WWW.OLP.GR)

### **ITEM 1st: Approval of the Financial Statements of the fiscal year 01.01.2021 – 31.12.2021, along with the Board of Director's Annual Report and the Independent Auditors' Report.**

After voting, the General Assembly approved the Annual Financial Statements for the fiscal year 01.01.2021 – 31.12.2021, the Annual Report of the Board of Directors and the Independent Auditor's Report for the fiscal year 01.01.2021 – 31.12.2021 by 19.665.825 votes, i.e. by a majority of 100% of the votes represented in the General Assembly.

Shareholders representing 0 votes voted against  
Shareholders representing 0 votes abstained from the vote.  
Total valid votes: 19.665.825

### **ITEM 2nd: Distribution of dividend of the fiscal year 01.01.2021 – 31.12.2021.**

After voting, the General Assembly approved the distribution of dividend of the fiscal year 01.01.2021 – 31.12.2021, as above, by 19.665.825 votes, i.e. by a majority of 100% of the votes represented in the General Assembly.

Shareholders representing 0 votes voted against.  
Shareholders representing 0 votes abstained from the vote.  
Total valid votes: 19.665.825

### **ITEM 3rd: Discussion and vote on the remuneration report under article 112 of law 4548/2018 for the fiscal year 01.01.2021 – 31.12.2021.**

[Note to shareholders: Pursuant to paragraph 3 of article 112 of law 4548/2018, the shareholders' vote on the submitted remuneration report is advisory. The next remuneration report will explain how the outcome of the previous advisory ballot was taken into account.]

After voting, the General Assembly:  
Approved, by 19.237.102 votes, i.e. by a majority of 97,82% of the votes represented in the General Assembly, in accordance with article 110, par 2 of Law 4548/2018, the Company's Remuneration Policy for the members of the BoD for the fiscal year 01.01.2021 – 31.12.2021, as proposed by the BoD:

Shareholders representing 428.723 votes voted against.  
Shareholders representing 0 votes abstained from the vote.  
Total valid votes: 19.665.825

**ITEM 4th: a) Approval of the remuneration and fees paid to the BoD members for the fiscal year 01.01.2021 – 31.12.2021, according to article 109, paragraph 1 of Law 4548/2018, and b) pre - approval of payment of their respective remuneration and fees for the fiscal year 01.01.2022 – 31.12.2022 according to article 109, paragraph 1 of Law 4548/2018.**

By resolution number 22/21-06-2022, the BoD proposes to the General Assembly:

a) to approve, in accordance with article 109, par 1 of Law 4548/2018, the respective remuneration and fees of the BoD members for the fiscal year 01.01.2021 – 31.12.2021, and

b) to pre-approve, in accordance with article 109, par 1 of Law 4548/2018, the respective remuneration and fees of the BoD members for the fiscal year 01.01.2022 – 31.12.2022.

After voting, the General Assembly:

**a)** Approves, by 19.433.256 votes, i.e. by a majority of 98,82% of the votes represented in the General Assembly, in accordance with article 109, par 1 of Law 4548/2018:

- the remuneration and fees paid during the fiscal year 01.01.2021 – 31.12.2021 to the BoD members of total gross amount € 959,277.68, which concern in detail:

- BoD members total compensation € 404,133.32

- Total payments € 524,217.20 (*detailed analysis by person is provided in the Remuneration Report - Table 1*), based on employment contracts between the company and the executive BoD Members YU Zeng Gang (Chairman of the BoD), Zhang Anming (Acting CEO), and Ms. Li Jin (CFO) respectively.

- Total Ancillary benefits (*detailed analysis by person is provided in the Remuneration Report - Table 1*) to BoD members € 30,927.16

Shareholders representing 232.569 votes vote against and shareholders representing 0 votes abstain from the vote.

**and**

b) Pre-approves, by 19.430.756 votes, i.e. by a majority of 98,80% of the votes represented in the General Assembly, in accordance with article 109, par 1 of Law 4548/2018 the remuneration and compensations of the members of the Board of Directors for the financial year 01.01.2022 - 31.12.2022, which concern in detail:

- an annual gross compensation of € 40,000.00 for each BoD member for the fiscal year 01.01.2022 – 31.12.2022, equal to the annual gross compensation of fiscal year 01.01.2021 – 31.12.2021;

- Total salary payments, based on employment contracts between the company and the executive BoD members YU Zeng Gang (Chairman of the BoD), Zhang Anming (Acting CEO), and Ms. Li Jin (CFO) respectively;

- Ancillary benefits to BoD members for the fiscal year 01.01.2022 – 31.12.2022, of the proportionally same amount as in the fiscal year 01.01.2021 – 31.12.2021.

Shareholders representing 232.569 votes vote against and shareholders representing 2.500 votes abstain from the vote.

### **ITEM 5th: Presentation of Company's Audit Committee Activity Report for the fiscal year 01.01.2021 – 31.12.2021.**

It was brought to the attention of the General Assembly, the Company's Audit Committee Activity Report for the fiscal year 01.01.2021 – 31.12.2021, which is also uploaded to company's website.

The present item and the aforementioned Report are an announcement to the General Assembly and were not put to a vote.

### **ITEM 6th: Presentation of the Report of the Independent Non-Executive members of the Board of Directors to the Annual Ordinary General Assembly of Shareholders, as per article 9, par. 5 of Law 4706/2020.**

It was brought to the attention of the General Assembly, the Independent Non-Executive members of the Board of Directors Report, which is also uploaded to company's website.

The present item and the aforementioned Report are an announcement to the General Assembly and were not put to a vote.

### **ITEM 7th: Approval of the overall management of the Company according to article 108 of Law 4548/2018, as in force, and discharge of the Statutory Auditors of the Company from any liability for compensation for the fiscal year 01.01.2021 – 31.12.2021.**

After voting, the General Assembly approved, in accordance with article 108 of Law 4548/2018, as in force, the overall management of the Company for the fiscal year 01.01.2021 – 31.12.2021 and discharges the Statutory Auditors of the Company from any liability for compensation for the fiscal year 01.01.2021 – 31.12.2021, by, 19.471.941 votes, i.e. by a majority of 99,01% of the votes represented in the General Assembly.

Shareholders representing 0 votes voted against.  
Shareholders representing 193.884 votes abstained from the vote.  
Total valid votes: 19.665.825

### **ITEM 8th: Election of Auditing Firm, for the statutory audit of the financial statements of the Company for the fiscal year 01.01.2022 – 31.12.2022.**

By resolution number 24/21-06-2022, the BoD, following same recommendation of the Audit Committee, proposes the election by the General Assembly, of the audit firm “KPMG”, for the statutory audit of the Company’s Financial Statements for the fiscal year 01.01.2022 – 31.12.2022.

After voting, the General Assembly by 19.665.825 votes, i.e. by a majority of 100% of the votes represented in the General Assembly, elects the audit firm “KPMG”, for the statutory audit of the Company’s Financial Statements for the fiscal year 01.01.2022 – 31.12.2022.

Shareholders representing 0 votes voted against.  
Shareholders representing 0 votes abstained from the vote.  
Total valid votes: 19.665.825

### **ITEM 9th: Election of a new Board of Directors of the Company, definition of its term of office and appointment of its independent members, in accordance with the current regulatory framework.**

After voting, the General Assembly, taking into account the Nominations Committee's proposal on this item as well as the relevant recommendation and the ascertainments of the Company's Board of Directors:

- a)** Approved, by 17.444.304 votes, i.e. by a majority of 88,70 % of the votes represented in the General Assembly, the re-election of the Members of the Board of Directors,
- 1) *Mr. YU ZengGang*
  - 2) *Mr. ZHU Jianhui*
  - 3) *Mr. ZHANG AnMing*
  - 4) *Ms LI Jin*
  - 5) *Mr. KWONG Che Keung Gordon*
  - 6) *Mr. IP Sing Chi*
  - 7) *Mr. ARVANITIS Nikolaos*
  - 8) *Ms YU Tao*
  - 9) *Mr. MORALIS Ioannis*
  - 10) *Mr. POLITIS Dimitrios (HRADF Representative, in the exercise of its relevant right, according to article 79 of Law 4548/2018, announced with its protocol no 52857/01-07-2022 written statement the appointment of Mr. POLITIS Dimitrios as member to the Board of Directors of the Company).*



Shareholders representing 437.081 votes voted against.  
Shareholders representing 1.784.440 votes abstained from the vote.  
Total valid votes: 19.665.825

**b)** Approved, by 17.881.385 votes, i.e. by a majority of 90,93 % of the votes represented in the General Assembly, the one year terms of office, i.e. until July 13th, 2023, extended until the expiration of the deadline within which the next Ordinary General Assembly must convene and until a relevant decision is taken.

Shareholders representing 0 votes voted against.  
Shareholders representing 1.784.440 votes abstained from the vote.  
Total valid votes: 19.665.825

**c)** Approved, by 17.676.873 votes, i.e. by a majority of 89,89 % of the votes represented in the General Assembly,) the appointment as **independent** members of the Board of Directors of the Company of:

1. Mr. **IP Sing Chi**, of IP Tai Chu
2. Mr. **KWONG Che Keung Gordon** of KWONG She Fun
3. Mr. **ARVANITIS Nikolaos**, of Andreas
4. Mr **MORALIS Ioannis**, of Petros

*since they meet all suitability and reliability criteria included in the Suitability Policy, for their election as members of the Company's Board of Directors and the conditions of independence defined in article 9 par. 1 and 2 of law 4706/2020, as in force, as well as that there are no obstacles or incompatibility in the face of any Candidate in relation to any relevant provisions, including the Corporate Governance Code (HCGC) applied by the Company and the Rules of Operation of the Company. [...]*»

Shareholders representing 204.512 votes voted against.  
Shareholders representing 1.784.440 votes abstained from the vote.  
Total valid votes: 19.665.825

*[The new BoD immediately after its election will be formed into a Body and will appoint its executive and non-executive members in accordance with the applicable law provisions.]*

## **ITEM 10th: Election of a new Audit Committee (redefinition of type, composition, number, and term of office).**

After voting, the General Assembly approved by 17.879.980 votes, i.e. by a majority of 90,92 % of the votes represented in the General Assembly, according to article 44 par. 1 a), aa) of Law 4449/17, as amended by No. 74 of Law 4706/2020, the redefinition of the new Audit Committee as for its type as a BoD Committee, composition, number, and term of office of its member (three non-executive members of the Board, in their majority being independent members, and the term of it to be equal to the term of the Board of Directors of the Company, i.e. one-year term). The members of the Audit Committee will be appointed by the Board of Directors according to article 44 para. 1 c of Law 4449/2017.

Shareholders representing 1.405 votes voted against.  
Shareholders representing 1.784.440 votes abstained from the vote.  
Total valid votes: 19.665.825