



Thessaloniki Port Authority S.A.

Decisions of the Ordinary General Meeting of Shareholders of 10/05/2024

ThPA S.A. ("Company") announces that the Ordinary General Meeting of the Shareholders was held on May 10th, 2024, at the Company's headquarters in Thessaloniki, remotely convened via teleconference in real time.

The General Meeting was attended in conformity by 15 shareholders, attending either in person or by proxy and representing **8.172.597** shares, that is **81,08%** of the Company's paid-up share capital. The General Meeting discussed the items of the agenda and after the voting process, the following decisions were taken:

1. Approved the Annual Financial Statements of the 24th fiscal year (01.01.2023 – 31.12.2023), with the relevant Reports and Declarations by the Board of Directors and the Certified Auditors.

Number of shares for which votes have been validly cast: 8.172.597

Percentage of the share capital represented by the votes: 81,08%

Total number of the votes validly cast: 8.172.597

The voting results on the 1st item were as follows:

- In favor: 8.172.317 votes (99,997% of those present)
- Against: 0 votes (0,00% of those present)
- Abstention: 280 votes (0,003% of those present)

2. Approved the allocation of the profit for the fiscal year 2023 and distribution of dividends to the shareholders of the Company, which amounts to € 1,30 per share (gross amount). The General Meeting approved as ex-dividend date the 14^h of May 2024, as dividend beneficiaries date (Record Date) the 15th of May 2024 and as dividend payment date the 20th of May 2024.

Number of shares for which votes have been validly cast: 8.172.597

Percentage of the share capital represented by the votes: 81,08%

Total number of the votes validly cast: 8.172.597

The voting results on the 2nd item were as follows:

- In favor: 8.172.017 votes (99,993% of those present)
- Against: 300 votes (0,004% of those present)
- Abstention: 280 votes (0,003% of those present)

3. Audit Committee briefing about its activities during the fiscal year 01.01.2023 – 31.12.2023.

(Item relates to briefing, not for voting)

4. Approved the Overall Management by the Board of Directors of the Company for the fiscal year 01.01.2023 - 31.12.2023, in accordance with article 108 of Law 4548/2018



and the discharge of the Certified Auditors of the Company that carried out the audit of the financial statements for the fiscal year 2023, in accordance with par. 1, case c of article 117 of Law 4548/2018.

Number of shares for which votes have been validly cast: 8.172.597
Percentage of the share capital represented by the votes: 81,08%
Total number of the votes validly cast: 8.172.597

The voting results on the 4th item were as follows:

- In favor: 8.172.017 votes (99,993% of those present)
- Against: 0 votes (0,00% of those present)
- Abstention: 580 votes (0,007% of those present)

5. Approved the remuneration - compensation paid to the members of the Board of Directors and the Committees of the Board of Directors of the Company during the fiscal year 2023.

Number of shares for which votes have been validly cast: 8.172.597
Percentage of the share capital represented by the votes: 81,08%
Total number of the votes validly cast: 8.172.597

The voting results on the 5th item were as follows:

- In favor: 8.162.017 votes (99,871% of those present)
- Against: 300 votes (0,004% of those present)
- Abstention: 10.280 votes (0,126% of those present)

6. Preapproved the remuneration and compensation of the members of the Board of Directors and the Committees of the Board of Directors of the Company for the fiscal year 2024.

Number of shares for which votes have been validly cast: 8.172.597
Percentage of the share capital represented by the votes: 81,08%
Total number of the votes validly cast: 8.172.597

The voting results on the 6th item were as follows:

- In favor: 8.135.000 votes (99,54% of those present)
- Against: 27.317 votes (0,33% of those present)
- Abstention: 10.280 votes (0,13% of those present)

7. Approved the Remuneration Report for the fiscal year 2023 in accordance with article 112 of Law 4548/2018.

The shareholders' vote is of an advisory nature, in accordance with article 112 par. 3 of Law 4548/2018.

Number of shares for which votes have been validly cast: 8.172.597
Percentage of the share capital represented by the votes: 81,08%
Total number of the votes validly cast: 8.172.597



The voting results on the 7th item were as follows:

- In favor: 8.135.300 votes (99,54% of those present)
- Against: 0 votes (0,00% of those present)
- Abstention: 37.297 votes (0,46% of those present)

8. Appointed the company "KPMG Certified Auditors S.A." as the Auditing Company for the fiscal year 2024 (regular and tax audit) and approved its fee.

Number of shares for which votes have been validly cast: 8.172.597

Percentage of the share capital represented by the votes: 81,08%

Total number of the votes validly cast: 8.172.597

The voting results on the 8th item were as follows:

- In favor: 8.172.017 votes (99,99% of those present)
- Against: 0 votes (0% of those present)
- Abstention: 580 votes (0,01% of those present)

9. Briefing by the independent non-executive members of the Board of Directors, according to the provision of article 9 par. 5 of Law 4706/2020.

(Item relates to briefing, not for voting)

10. Approved the 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 the Board of Directors or the Management of companies pursuing same or similar purposes and in particular, granted the authorization to the members of the Board of Directors in accordance with article 98 par. 1 of Law No. 4548/2018 to participate in Boards of Directors or the Management of companies pursuing same or similar purposes, or to be sole shareholders or partners in companies pursuing same or similar purposes, as well as granted authorization to the Directors of the Company in accordance with the same article as above to participate in Board of Directors of companies pursuing same or similar purposes, provided that it is a subsidiary company of the Company.

Number of shares for which votes have been validly cast: 8.172.597

Percentage of the share capital represented by the votes: 81,08%

Total number of the votes validly cast: 8.172.597

The voting results on the 10th item were as follows:

- In favor: 8.145.300 votes (99,666% of those present)
- Against: 27.017 votes (0,331% of those present)
- Abstention: 280 votes (0,003% of those present)

11. Following the proposal dated 26.04.2024 of the shareholder "South Europe Gateway Thessaloniki Ltd", who represents 67% of the Company's share capital, for the election of a new Board of Directors and the decision dated 29.04.2024 of the shareholder "Hellenic Republic Asset Development Fund S.A.", who represents 7.27% of the Company's share capital, for the appointment of a non-executive Member of the Board



of Directors, pursuant to Article 7 para. 6 of the Company's Articles of Association and article 79 of Law 4548/2018, the decision of the Board of Directors of the Company dated 01.05.2024 ascertaining the suitability of the members of the proposed new Board of Directors, following the recommendation of the Nomination Committee, was posted on the Company's website on 02.05.2024, together with the CVs of the proposed members, namely Athanasios Liagkos, Masson Martin, Arie Koppelaar, Konstantinos Fotiadis, Zonglyu (Jessie) LU, Panagiotis Stampoulidis, Panagiotis Michalopoulos, Angeliki Samara, Efstathios Koutmeridis, Ioannis Tsaras and Evangelia Damigou.

Following the above, the General Meeting of Shareholders of the Company of 10.05.2024:

A. Elected a new eleven-member (11-member) Board of Directors, with a five-year (5-year) term, namely until 10.05.2029, which consists of the following members:

- 1) Athanasios Liagkos
- 2) Masson Martin
- 3) Arie Koppelaar
- 4) Konstantinos Fotiadis
- 5) Zonglyu (Jessie) LU
- 6) Panagiotis Stampoulidis
- 7) Panagiotis Michalopoulos
- 8) Angeliki Samara
- 9) Efstathios Koutmeridis
- 10) Ioannis Tsaras
- 11) Evangelia Damigou

1. Each elected member meets the individual suitability criteria as a member of the Board of Directors of the Company, as he/she has the appropriate experience, sufficient knowledge, skills, independence of judgement, character requirements and good reputation and does not have impediments or incompatibility with the provisions of the Suitability Policy and the current legal and regulatory framework of the Company.

2. The participation of each elected member in the eleven-member (11-member) composition of the new Board of Directors of the Company contributes to the fulfilment of the collective suitability of the Board of Directors and in particular: his/her participation in the Board of Directors allows for fulfilling and enhancing the expertise of the Board in the field of the Company's activities, the implementation of the Company's strategy and the running of the daily operation of the Company.

3. The new Board of Directors fulfils all the criteria and conditions set out in Law 4706/2020 on corporate governance, the approved Suitability Policy of the Company's BoD members and its current legal and regulatory framework. In particular, in its composition:

- (a) The Board of Directors covers the adequate representation per gender exceeding the minimum provisions of Law 4706/2020 and the Suitability Policy of the



Company's BoD members, as three (3) women participate out of a total of eleven (11) members, i.e. the participation of the female gender amounts to 27,27%.

- (b) The criteria of independence deriving from the law, are met by not less than 1/3 of the total number of BoD members, since four (4) out of a total of eleven (11) members, and in particular
- Mr. Panagiotis Michalopoulos,
 - Mrs. Angeliki Samara,
 - Mr. Efstathios Koutmeridis and
 - Mr. Ioannis Tsaras,

meet the criteria of independence in accordance with article 9 of Law 4706/2020, as: (i) they do not directly or indirectly hold more than 0.5% of the Company's share capital and (ii) they are free from any financial, business, family or other kind of dependency relationship, which may affect their decisions and their independent and objective judgment.

- (c) The Board of Directors includes members of four different nationalities enhancing the pool of skills, experience and vision that the Company has for its most senior positions, as well as its competitiveness, productivity and innovation.
- (d) All the members of the Board of Directors have the appropriate experience, sufficient knowledge, skills, independence of judgment, integrity and good reputation, have no impediments and do not lack suitability in accordance with the approved Suitability Policy and the applicable legal and regulatory framework of the Company.
- (e) The eleven-member (11) composition enhances the proper and effective exercise of the BoD's duties and responsibilities, reflects the Company's size, organization, and mode of operation; also, the BoD members possess a wide range of knowledge, skills, qualifications and experience, which cover the expertise related to each business activity of the Company and the main risks associated with it, strategic planning, financial reports, compliance with the legal and regulatory framework, corporate governance issues, ability to identify and manage risks and impacts of the technology on the Company.

B. Approved the term of office of the new Audit Committee to be equal to that of the new Board of Directors, that is, until 10.05.2029.

C. Authorized the member of the Board of Directors Mr. Athanasios Liagkos to convene the first Board of Directors, if required.

Number of shares for which votes have been validly cast: 8.172.597

Percentage of the share capital represented by the votes: 81,08%

Total number of the votes validly cast: 8.172.597

The voting results on the 11th item were as follows:

- In favor: 7.412.706 votes (90,70% of those present)
- Against: 27.017 votes (0,33% of those present)
- Abstention: 732.874 votes (8,97% of those present)



Subsequently, it was announced at the General Assembly:

- With Decision no. 7779/02.10.2023 of the Board of Directors of ThPA S.A., it was decided to appoint Mr. Arie Koppelaar as a member of the Board of Directors and Chief Executive Officer in replacement of the member of the Board of Directors Mr. Franco Nicola Cupolo, who resigned on 15.07.2022. Mr. Arie Koppelaar was ascertained to fulfill the suitability criteria in accordance with the Company Suitability Policy.
- Ms. Eirini Chadiari resigned from the position of Independent Non-Executive Member of the Board of Directors and Member of the Remuneration Committee and the Nomination Committee on 02.05.2024.