

ANNOUNCEMENT

APPROVAL AND PUBLICATION OF THE INFORMATION MEMORANDUM AND COMMENCEMENT OF THE ACCEPTANCE PERIOD OF THE VOLUNTARY TENDER OFFER OF THE COMPANY “LEONIDSPORT B.V.” TO THE SHAREHOLDERS OF THE COMPANY "THESSALONIKI PORT AUTHORITY SOCIETE ANONYME" FOR THE ACQUISITION OF UP TO 2,116,800 COMMON REGISTERED VOTING SHARES AT A PURCHASE PRICE OF 27.00 EUROS PER SHARE IN CASH

January 22, 2025

On January 22, 2025 (hereinafter the “**Information Memorandum Date**”), the Board of Directors of the Hellenic Capital Market Commission (hereinafter the “**HCMC**”) approved, in accordance with article 11(4) of Law 3461/2006, as in force, (hereinafter the “**Law**”) the Information Memorandum (hereinafter the “**Information Memorandum**”) of the voluntary Tender Offer (hereinafter the “**Tender Offer**”), addressed by the company under the name “LEONIDSPORT B.V.”, incorporated and operating under the laws of the Netherlands and whose registered office is at Strawinskylaan 569, 1077 XX Amsterdam, Netherlands, with registration number 95803203 (hereinafter the “**Offeror**”), to the shareholders of the company under the name “THESSALONIKI PORT AUTHORITY SOCIETE ANONYME” (hereinafter the “**Company**”). The Offeror commenced the Tender Offer on January 10, 2025 (hereinafter the “**Tender Offer Date**”) by notifying in writing the Hellenic Capital Markets Commission and the Board of Directors of the Company accordingly and submitting to them at the same time a draft of the Information Memorandum, as provided for in article 10 par. 1 of the Law.

Subsequently, the Tender Offer was announced in the manner and means provided for in Article 16(1) of the Law. In addition, the Offeror has appointed the company under the name “ALPHA BANK SOCIETE ANONYME” and distinctive title “ALPHA BANK” as its advisor, in accordance with article 12 of the Law (hereinafter the “**Advisor**”).

Capitalised words not defined in this announcement shall have the meaning given to them in the Information Memorandum.

1. SCOPE OF THE TENDER OFFER

The Tender Offer concerns the acquisition of part of the Company's Shares not exceeding a maximum of two million one hundred and sixteen thousand eight hundred (2,116,800) ordinary, registered shares, in dematerialized form, of nominal value € 3.00 each

(hereinafter the **“Shares”**) representing up to 21.00% of the total paid-up Share Capital and voting rights of the Company, including the Company's Shares acquired, during the period from the Tender Offer Date until the end of the Acceptance Period, through the ATHEX or over-the-counter (hereinafter the **“Maximum Number of Shares of the Tender Offer”**), in accordance with the provisions and under the conditions of the Law, as well as in accordance with the provisions of the Information Memorandum. The paid-up share capital of the Company, on the date hereof, amounts to thirty million two hundred and forty thousand euros (€ 30,240,000) and is divided into ten million eighty thousand (10,080,000) Shares.

On the Tender Offer Date, the Offeror and the Shareholders of the Offeror, who pursuant to the unanimous decision of the Offeror's shareholders dated 23.12.2024, decided to submit the Tender Offer, with coordinated exercise of the voting rights of the shareholders of the Offeror (hereinafter the **“Persons Acting in Concert with the Offeror”**) did not directly or indirectly hold Shares, and voting rights of the Company. Furthermore, there are no other persons within the meaning of Article 2 (e) of the Law acting in coordination with the Offeror or persons controlled by the Offeror within the meaning of Article 3 para. 1 (c) of Law 3556/2007.

Furthermore, during the submission of the Tender Offer, the Offeror announced that it intended, during the period from the Tender Offer Date until the end of the Acceptance Period, to acquire, through the ATHEX or over-the-counter, additional Shares, in addition to those to be offered in the context of the Tender Offer, at a price per Share equal to the Offered Price. All acquisitions of Shares will be declared and published in accordance with article 24 par. 2 of the Law, as well as the provisions of Law 3556/2007, as amended and in force, and Regulation (EU) No. 596/2014 (MAR), where applicable.

Subsequently, from the Tender Offer Date until the Date of the Information Memorandum, the Offeror acquired a total of 260,420 Shares, representing approximately 2.58% of the total paid-up share capital and voting rights of the Company. Consequently, on the Date of the Information Memorandum, the Offeror held 260,420 Shares and voting rights of the Company, representing approximately 2.58% of the paid-up share capital and voting rights of the Company.

The Tender Offer is optional and will be valid, regardless of the number of Shares, which will be legally and validly offered until the end of the Acceptance Period, subject to the Maximum Number of Shares in the Tender Offer.

2. PRICE OFFERED

The price offered by the Offeror, in cash, for the acquisition of each Share of the Tender Offer, which will be lawfully and validly offered to it (hereinafter the **“Offered Shares”**) during the acceptance period of the Tender Offer (hereinafter the **“Acceptance Period”**), amounts to twenty-seven euros (€27.00) (hereinafter the **“Offered Price”**). The Offeror does not intend to revise the Tender Offer in accordance with Article 21 of the Law and the Offered Price constitutes the final and maximum consideration that the Offeror intends to offer for the acquisition of the Shares of the Tender Offer, subject to paragraph 2 of Article 9 of the Law.

Regarding the Offered Price, please note the following:

1. the volume-weighted average market price of the Share (hereinafter the **“WAMP”**) during the last six (6) months preceding the Tender Offer Date amounts to € 21.33.
2. the Offeror did not acquire any Shares during the twelve (12) months preceding the Tender Offer Date, i.e. 10.01.2025.

It is noted that the Offeror will not undertake, on behalf of the Shareholders who lawfully and validly accept the Tender Offer, the payment of the foreseen clearing rights for the transfer of the Transferred Shares in favour of ATHEXCSD, provided for in the Annex to the codified decision no.18 (meeting 311/22.02.2021) of the Board of Directors of ATHEXCSD and currently amount to 0.08% of the transfer value, with a minimum charge equal to the lesser of €20 and 20% of the transaction value for each Accepting Shareholder, as applicable.

Furthermore, the Offeror does not undertake on behalf of the Shareholders who lawfully and validly accept the Tender Offer the payment of the amount corresponding to the stock exchange transaction tax, which currently amounts to 0.10% and is calculated on the value of the transaction for the transfer of the Transferred Shares to the Offeror, which will be borne by the Accepting Shareholders.

Consequently, the Accepting Shareholders will receive the total amount of the Offered Price reduced by the amount of the foreseen clearing rights of the Transferred Shares in favour of ATHEXCSD and the abovementioned tax.

According to Article 9, para. 3 of the Law, the credit institution “Bank Vontobel Europe AG”, incorporated and legally operating in the Federal Republic of Germany with registered office at Alter Hof 5, 80331 Munich, Germany and authorised as a credit institution as defined in Article 4(1)(1) of Directive (EU) No 575/2013, as amended and in force, with authorisation number. BaFin-ID: 1012168 has confirmed that the Offeror has

the necessary means for the payment of the Offered Price and the above, payable by him, in the part that concerns him, clearing rights of the over-the-counter transfer of the Transferred Shares to ATHEXCSD. However, the credit institution “Bank Vontobel Europe AG” does not provide any guarantee within the meaning of Article 847 et seq. of the Greek Civil Code, for the execution of monetary or other obligations undertaken by the Offeror in the context of the Tender Offer.

3. PERIOD AND PROCEDURE FOR ACCEPTANCE OF THE TENDER OFFER

The period during which the Shareholders may accept the Tender Offer by submitting a relevant written declaration of acceptance (hereinafter the “**Declaration of Acceptance**”) to their Participant/Intermediary (as defined in the Information Bulletin), through which they keep their Offered Shares in the DSS, will last a total of four (4) weeks, starting on 23.01.2025 at 08:00 a.m. and ending on 20.02.2025, with the end of the opening hours of banks operating in Greece, in accordance with article 18 par. 2 of the Law (hereinafter the “**Acceptance Period**”).

The procedure for the acceptance of the Tender Offer is described in detail in section 2.2 of the Information Memorandum.

In the event that the total number of Shares Offered by all Accepting Shareholders exceeds the Maximum Number of Shares in the Tender Offer, the Accepting Shareholders will be satisfied proportionately in accordance with the terms described in section 1.10 of the Information Memorandum

By, and by proper, valid, late and lawful completion of the process described in section 2.2 of the Information Memorandum, the Accepting Shareholder shall be deemed to have accepted the Tender Offer.

A shareholder may be deemed not to have validly accepted the Tender Offer, to the extent that he has not lawfully and properly completed the Declaration of Acceptance, in accordance with its terms and conditions as well as the provisions of the Information Memorandum.

4. MAKING THE INFORMATION MEMORANDUM AVAILABLE

Shareholders wishing to receive additional information regarding the process of submitting Declarations of Acceptance may contact Alpha Bank during working days and hours via e-mail at custody-shareholders1@alpha.gr address or by telephone at 2103436704 number (Contact Person Mrs. Paraskevi Apistola).

This Information Bulletin will also be available in printed form at the Consultant's headquarters (Stadiou 40, PC 105 64, Athens). The Information Bulletin will also be available in electronic form:

- on the website of the Consultant (<https://www.alpha.gr/el/idiotes/ependuseis/xrimatistiriakes-upiresies/enimerotika-deltia>),
- on the HCMC website (http://www.hcmc.gr/el_GR/web/portal/publicproposals),
- on the HELEX website, (<http://www.helex.gr/el/web/guest/companiesinformation-memorandum-informative-material>) and
- on the Referrer's website (<https://leonidsport.com/index.php/information-memorandum/>)

5. COMPLETION OF THE TENDER OFFER

The results of the Tender Offer will be published by the Offeror within two (2) working days from the end of the Acceptance Period, i.e. until 24.02.2025, on the website and in the Daily Price Bulletin of the ATHEX, and will be communicated to the employees' representatives or, if they do not exist, to the employees directly, in accordance with article 23 of the Law.

The transfer of the Shares of the Tender Offer, which have been lawfully and validly offered by the Accepting Shareholders, will be carried out in accordance with the procedure described in detail in section 2.6 of the Information Memorandum.

6. IMPORTANT NOTES

6.1 The Tender Offer is carried out in accordance with the Law and is addressed exclusively to persons to whom it may lawfully address and does not constitute a proposal for the purchase of shares nor is it addressed in any way or in any form (written or otherwise), directly, to persons (legal or natural) in any jurisdiction other than the Greek territory, where the execution of such a proposal or the posting/distribution of this announcement, the Information Memorandum, the Declaration of Acceptance and any other related document or form (together the **“Tender Offer Documents”**) is illegal or constitutes a violation of any applicable law, provision or regulation or is subject to restrictions (hereinafter the **“Excluded Territories”**).

6.2 Persons who are nationals, residents or have their residence in a country other than Greece or their agents, custodians, trustees or trustees may participate in the Tender Offer only to the extent permitted by the law of the relevant jurisdiction. Accordingly,

Tender Offer Documents are not and should not be sent, transmitted, forwarded or distributed, in whole or in part, within or from any Excluded Territory.

6.3 Any natural or legal person from the above mentioned who wishes to accept the Tender Offer must be informed about the legal framework governing the Tender Offer and follow the procedures of the Law and the Information Memorandum, as well as the laws of the jurisdiction to which it belongs. If any of the above persons has doubts in relation to the above, they should seek advice from a professional advisor of their choice. The Offeror and the Advisor shall not be liable for the violation of the above prohibitions by any person.

6.4 If any natural or legal person forwards any Tender Offer Document within, to or from any Excluded Territory or uses correspondence or any other means of any Excluded Territory, such person is obliged to draw the attention of the addressee to section 2.7 of the Information Memorandum. No Declaration of Acceptance of the Tender Offer will be received by Excluded Territories or by a person who is a national, resident or resident therein, nor will the Offered Price be paid into an account or sent to an address within any Excluded Territory. The Accepting Shareholder shall be deemed not to have validly accepted the Tender Offer if the Declaration of Acceptance has not been fully and validly completed in accordance with the terms and conditions set forth therein and the Law.

6.5 The Announcement does not replace the entire text of the Information Memorandum, which should be referred to and which should be studied by any interested party.