



**MINUTES OF EXTRAORDINARY MEETING  
OF THE BOARD OF DIRECTORS OF  
ATHENS INTERNATIONAL AIRPORT S.A.  
OF 12.01.2026**

On the 12<sup>th</sup> of January 2026, day of the week Monday, at 17h00, the Board of Directors of ATHENS INTERNATIONAL AIRPORT S.A. convened virtually, by teleconference, upon invitation of its Chairperson and in the presence of:

Mr. Michail Kefalogiannis, Chairperson/Non-Executive Director, Mr. Gerhard Schroeder, Vice-Chairperson/Non-Executive Director, Dr Ioannis Paraschis, Managing Director (CEO), the Non-Executive Directors: Mr. Ian Andrews, Mr. Sven Erler, Ms Janis Carol Kong, Prof. Charalampos Pampoukis and Dr. Evangelos Peter Poungias and the Independent Non-Executive Directors: Ms Teresa Farmaki, Mr. Konstantinos Kollias, Ms Aikaterini Savvaidou and Ms Lorraine Scaramangas as well as Ms Eugenia Papathanasopoulou, Director Legal Affairs and Corporate Governance, Secretary to the BoD.

After quorum of the Board was ascertained, the Board of Directors considered the following items and the Chairperson declared the opening of the extraordinary meeting.

**FIRST ITEM: ASSESSMENT OF THE SUITABILITY AND FULFILMENT OF THE INDEPENDENCE CRITERIA BY THE CANDIDATE INDEPENDENT NON-EXECUTIVE MEMBER OF THE BOARD OF DIRECTORS OF THE COMPANY**

In light of the unexpected passing of the Independent Non-Executive Board member, Mr. Robert Goebbel, who was also appointed as Chair of the Remuneration and Nomination Committee (RNC) and as a member of the Audit Committee and the Personnel Committee respectively, and given that, as a consequence, the RNC is unable to be legally convened, the Board of Directors convenes in order to assess and confirm, in accordance with the Company's Suitability Policy for members of the Board of Directors (the "Suitability Policy"), the suitability of, and verify the fulfilment of the applicable independence criteria by, the candidate member, namely Mr. Panagiotis Tampourlos, that has been proposed by AviAlliance, pursuant to its letter, dated 09.01.2026, as a replacement of Mr. Robert Goebbel.

The Secretary to the BoD, took the floor and briefed the members of the Board of Directors about the following documents, that have been brought to the attention of the BoD members with regard to Mr. Tampourlos' nomination:

- (a) A detailed curriculum vitae setting out the professional experience, educational background, knowledge, and skills of the candidate member.
- (b) A Declaration of the candidate member on the Commitment of Sufficient Time as a Member of the Board of Directors, in accordance with the Suitability Policy, by virtue of which he solemnly declares that he fully understands and unconditionally accepts the expected time commitment required to properly perform his duties as a BoD Member of the Company.
- (c) A Declaration of Absence of Conflict of Interest of the candidate member, in accordance with the Company's Policy for the Prevention and Management of Conflict of Interest.
- (d) A Declaration of the candidate member on the Provision of Correct Information to the Company on his knowledge, skills and experience, in accordance with the Suitability Policy.



- (e) A Declaration on the evaluation of the Reputation, Ethics and Integrity of the candidate member, in accordance with the Suitability Policy, whereby he declares that: (i) there is no conviction or ongoing prosecution against him for any criminal offence, that would affect his fitness and propriety for the role of the Company's BoD member, (ii) there is no barrier to his appointment according to the provisions of Article 3 § 4 of Law 4706/2020, as in force, (iii) no disciplinary or other administrative measures have been imposed against him by any regulatory or professional body, (iv) he has not been included in a list of unreliable debtors nor has a negative record on a list established by a recognised credit bureau nor has been subject to enforcement measures for any debt, nor has been declared personally bankrupt, (v) he has never resigned from any post, in Greece or abroad, in order to avoid any legal action or disciplinary proceeding against him, and (vi) he has never been dismissed from the Board of Directors of any other company in which he has served as Member of the Board of Directors. Said declaration is also accompanied by an abstract of Mr. Tampourlos' penal record. In addition, with the same declaration, he declared that he has not been an agent or an employee of an airport authority or of any party providing airport services within the area of Athens (other than AIA) in the last five (5) years, according to the provision of Article 8.2 (f) of the Company's Articles of Association.
- (g) A Declaration of Independence, in accordance with the Suitability Policy and the Company's procedure for the disclosure of any dependency relationship between the Independent Non-Executive Members of the BoD and persons closely associated with them, whereby the candidate confirms that he does not directly or indirectly hold a percentage of voting rights greater than zero point five percent (0.5%) of the share capital of the Company and that he is absolutely free from any financial, business, family or other dependencies, which may influence his decisions and independent and objective judgment, as set out and indicated in Article 9 §§ 1 and 2 of Law 4706/2020, as in force.
- (h) A duly completed Questionnaire for the verification of the fulfilment of the Independence Criteria, in accordance with the Company's procedure for the disclosure of any dependency relationship between the Independent Non-Executive Members of the BoD and persons closely associated with them.

The Secretary to the BoD confirmed that the abovementioned documentation is in good order.

In addition, the Secretary to the BoD informed the members of the BoD that, in order to confirm the candidate's independence, the Company's share register has been examined, and information necessary has been obtained from the Financial Services Department and other departments of the Company.

Following interactive discussions between its members the Board of Directors assessed the suitability of the candidate member, taking into account the Company's Articles of Association, the Suitability Policy for Members of the Board of Directors, the Charter of the Board of Directors, and ascertained the following:

***With regard to the individual suitability of the candidate member:***

Mr. Tampourlos is a senior finance and governance executive with over forty (40) years of experience in multinational and listed companies across infrastructure, telecommunications, energy, payments, consumer and financial services sectors. He has formerly served as a Group Chief Financial Officer and Regional CFO in major international organizations (Europe, Middle East and Africa) including Pfizer/Warner Lambert, Frigoglass and OTE (Hellenic Telecommunications Organisation), with extensive exposure to complex regulated and capital-intensive environments. He also has a long-standing experience as Independent Non-Executive Director, Audit Committee Chair, and Audit, Remuneration and Risk Committee member of companies operating in highly regulated and systemically important sectors, providing oversight on financial reporting, risk management, internal control system, corporate governance and executive remuneration. His board experience includes OTE, COSMOTE, COSMOTE Payments, DIAS Interbanking Systems, DESFA (Hellenic Gas Transmission System Operator), Orange Telecom Romania. It has to be noted that Mr.



Tampourlos served as Member of the Audit Committee (not a member of the Board of Directors, being an independent person with expertise on issues regarding internal audit and financial reporting) prior to the listing of the Company's shares for trading on the Athens Exchange. He also possesses a demonstrated ability to work effectively with regulators, shareholders and senior management teams.

The Board of Directors finds that the above-mentioned extensive experience of Mr. Tampourlos is of material value to the Company's business activities and duly supports his nomination as a member of the Company's Board of Directors.

Taking into account his curriculum vitae, together with his declarations, as listed above, Mr. Tampourlos fulfills the suitability criteria set out in:

- (i) Article 8.2 (f) of the Codified Articles of Association of the Company, i.e., the candidate has not served in the last five (5) years as an agent or employee of any airport authority or of any party providing airport services in the area of Athens,
- (ii) the Suitability Policy for Members of the Board of Directors of the Company. Specifically, Mr. Tampourlos is individually qualified to serve on the Board of Directors as an Independent Non - Executive BoD member, i.e.: a) he has sufficient time in light of his specific role and duties; b) he demonstrates sufficient knowledge, skills and experience to properly perform his duties; c) he has good reputation, honesty and integrity; and d) he has independence of judgment and e) there is no conflict of interest of the candidate member with the Company. All of the above are evidenced by his curriculum vitae and other supporting information submitted to the BoD, in particular the declarations provided by Mr. Tampourlos to the Company for (a), (b) (c) and (d) as provided for in the Suitability Policy.

***With regard to the candidate member's independence:***

Mr. Tampourlos fulfills the independence criteria of Article 9 §§ 1 and 2 of Law 4706/2020. In particular, according to the questionnaire for the verification of the fulfilment of the independence criteria and the solemn declaration on the fulfilment of the independence criteria by Mr. Tampourlos that have been submitted to the BoD in accordance with the provisions of the "Procedure for the disclosure of any dependency relationship between the Independent Non-Executive Members of the BoD and persons closely associated with them", which forms part of the Company's Operation Regulation, Mr. Tampourlos: a) does not directly or indirectly hold a percentage of voting rights greater than zero point five percent (0.5%) of the Company's share capital; and b) is absolutely free from any financial, business, family or other dependencies, which may influence his decisions and his independent and objective judgment, as set out and indicated in Article 9 §§ 1 and 2 of Law 4706/2020, as in force. Moreover, no findings were detected with regard to any contracts or transactions between the Company and Mr. Tampourlos.

***With regard to the collective suitability of the new Board of Directors:***

In addition to the individual suitability of Mr. Tampourlos, as described above, it is ascertained that, following his election, the Members of the Board of Directors, at a collective level, through the combination and diversity of their knowledge, experience, backgrounds and gender, will meet the criterion of Collective Suitability, as defined by the Company's Suitability Policy. The Board of Directors, as a whole, will possess the necessary skills and knowledge to properly manage and supervise the Company and to exercise its leadership role in corporate matters for the benefit of the Company, its Shareholders and stakeholders, ensuring good and effective corporate governance and the implementation of the corporate strategy by the executive management.



In particular, the new composition of the Board of Directors ensures the adequate and effective exercise of its duties and responsibilities, reflects the size, organization and mode of operation of the Company that, due to the nature of its activities, requires speed and flexibility—and is characterized by diversity of knowledge, skills, qualifications and experience, which may contribute substantially to the further promotion and achievement of the Company's business objectives and strategy.

In addition, it was established that in the proposed composition of the new Board of Directors, following Mr. Goebbels' replacement by the candidate member, there is still adequate representation of the underrepresented gender, i.e., in a proportion higher than twenty-five percent (25%) of the total members of the Board of Directors noting that the Board of Director's composition is already compliant with the higher threshold of 33%, introduced by Law 5178/2025 and entering into force in June 2026 - and that all other criteria set out in the Company's Diversity Policy (in particular, the absence of discrimination based on national origin, age, marital status, etc.) are met.

Further, the proposed composition of the new Board of Directors of the Company fully complies with the requirements of Law 4706/2020, regarding the number of Independent Non-Executive Members of the Board of Directors, given that five out of the thirteen Members shall be Independent Non-Executive Members. Having taken into consideration the aforementioned, the BoD confirmed the individual suitability of the candidate, the fulfillment of the independence criteria as per Article 9 of Law 4706/2020, as in force, and the collective suitability of the new Board Directors.

#### **SECOND ITEM: ELECTION OF A NEW INDEPENDENT NON-EXECUTIVE BOARD MEMBER IN REPLACEMENT OF A DECEASED MEMBER**

The Board of Directors, taking into consideration the above item, following a vote, unanimously resolved to elect Mr. Panagiotis Tampourlos, son of Dimitrios [\*], resident of [\*], born in [\*] on [\*], with ID No [\*] and TIN [\*], as a member of the Board of Directors, in replacement of the deceased, Mr. Robert Goebbel, in accordance with Article 82(1) of Law 4548/2018, and designate him as an Independent Non-Executive member, in accordance with Article 9(4) of Law 4706/2020, for the remaining term of the Board of Directors, i.e. until 6 February 2026, being automatically extended until the first Ordinary General Meeting of Shareholders after the expiry of its term of office, but may not exceed three (3) years.

Pursuant to Article 82(1) of Law 4548/2018, the present decision regarding the election of Mr. Panagiotis Tampourlos as an Independent Non-Executive Member of the Board of Directors shall be subject to publication and shall be announced by the Board of Directors at the immediately following General Meeting of Shareholders, which may replace the elected member even if no relevant item has been included on the meeting's agenda.

Mr. Panagiotis Tampourlos accepted his election, assumed his duties with immediate effect and thereafter participated in the continuation of the present meeting.

#### **THIRD ITEM: RECONSTITUTION OF THE BOARD OF DIRECTORS**

Following the decease of the Independent Non-Executive Member of the Board of Directors, Mr. Robert Goebbel, and his replacement by Mr. Panagiotis Tampourlos, the Members of the Board of Directors unanimously constitute themselves as a body as follows:

1. Michail Kefalogiannis son of Evangelos [\*], resident of [\*], born in [\*] on [\*], with ID No [\*] and TIN [\*], **Non-Executive Member, Chairperson**



2. Gerhard Schroeder son of Gerhard [\*], resident of [\*], born in [\*] on [\*], with ID No [\*] and TIN [\*], **Non-Executive Member, Vice-Chairperson**
3. Ioannis Paraschis son of Nicolaos [\*], resident of [\*], born in [\*] on [\*], with ID No [\*] and TIN [\*], **Executive Member, Managing Director (CEO)**
4. Evangelos Peter Poungias son of Vasileios [\*], resident of [\*], born in [\*] on [\*], with Passport No [\*] and TIN [\*], **Non-Executive Member**
5. Sven Erler son of Rolf [\*], resident of [\*], born in [\*] on [\*], with ID No [\*] and TIN [\*], **Non-Executive Member**
6. Charalambos Pampoukis son of Panos [\*], resident of [\*], born in [\*] on [\*], with ID No [\*] and TIN [\*], **Non-Executive Member**
7. Ian Andrews son of Anthony [\*], resident of [\*], born in [\*] on [\*], with Passport No [\*] and TIN [\*], **Non-Executive Member**
8. Janis Carol Kong daughter of Robert [\*], resident of [\*], born in [\*] on [\*], with Passport No [\*] and TIN [\*], **Non-Executive Member**
9. Panagiotis Tampourlos, son of Dimitrios [\*], resident of [\*], born in [\*] on [\*], with ID No [\*] and TIN [\*], **Independent Non-Executive Member**
10. Lorraine Scaramangas daughter of Alan [\*], resident of [\*], born in [\*] on [\*], with Passport No [\*] and TIN [\*], **Independent Non-Executive Member**
11. Thiresia (Teresa) Farmaki daughter of Ioannis [\*], resident of [\*], born in [\*] on [\*], with ID No [\*] and TIN [\*], **Independent Non-Executive Member**
12. Konstantinos Kollias son of Vasileios [\*], resident of [\*], born in [\*] on [\*], with ID No [\*] and TIN [\*], **Independent Non-Executive Member**
13. Aikaterini Savvaidou daughter of Konstantinos [\*], resident of [\*], born in [\*] on [\*], with ID No [\*] and TIN [\*], **Independent Non-Executive Member**

The term of office of the above Board of Directors, which expires on 6 February 2026, shall be automatically extended until the first Ordinary General Meeting of Shareholders after the expiry of its term of office, but may not exceed three (3) years.

Furthermore, the Board of Directors of the Company unanimously resolves that Ms. Eugenia Papathanasopoulou be appointed as Secretary to the Board of Directors. In case of impediment of the Secretary to attend a meeting of the Board of Directors, the duties of the Secretary at such meeting will be assumed by any member of the Legal Affairs & Corporate Governance Department, who will be appointed by the Secretary.

#### **FOURTH ITEM: SIGNING AUTHORITIES**

The Board of Directors unanimously resolved that the Company's representation and signing authorities shall not be amended and shall remain as granted pursuant to the Board of Directors' resolutions dated 25 July 2025 and 31 October 2025 as registered with the General Commercial Registry (GEMI) and published under Announcements No. 3689524/06.08.2025 and 3859531/20.11.2025 respectively, given that neither the deceased nor the newly elected Independent Non-Executive Member had or has executive representation powers.



## **FIFTH ITEM: APPOINTMENT OF A NEW MEMBER OF THE AUDIT COMMITTEE IN REPLACEMENT OF THE DECEASED MEMBER**

The Extraordinary General Meeting of the Shareholders on 15.12.2023 resolved that the Audit Committee shall be a Committee of the Board of Directors, consisting of three Non-Executive members of the Board of Directors, the majority of whom shall be independent, within the meaning of the provisions of Article 9 of Law 4706/2020. Furthermore, the term of office of the Audit Committee will coincide with the term of office of the Company's Board of Directors, i.e., until 06.02.2026 being automatically extended until the first Ordinary General Meeting of Shareholders after the expiry of its term of office, but may not exceed three (3) years.

The Chairperson of the Board of Directors, Mr. Kefalogiannis proposed the appointment of Mr. Panagiotis Tampourlos as a new member of the Audit Committee, in replacement of the deceased Mr. Robert Goebbel, for the remainder of his term of office, i.e. until 06.02.2026 being automatically extended until the first Ordinary General Meeting of Shareholders after the expiry of its term of office, but may not exceed three (3) years.

The Chairperson of the Board took note on the positive feedback on the assessment of the suitability and fulfilment of the independence criteria by Mr. Panagiotis Tampourlos as discussed earlier under Item 1 of the agenda of the current meeting of the Board of Directors. He also referred to the long -standing experience of Mr. Tampourlos in multinational and listed companies across infrastructure sector and his participation in several Audit Committees in the past (including the Company) and noted that he possesses sufficient knowledge in the field of activity of the Company.

Following a relevant vote and thorough consideration, the Board of Directors ascertained that Mr. Panagiotis Tampourlos meets the independence requirements of Article 9 of Law 4706/2020 and possesses sufficient knowledge in the field in which the Company operates, and unanimously resolved to appoint Mr. Panagiotis Tampourlos, son of Dimitrios [\*], resident of [\*], born in [\*] on [\*], with ID No [\*] and TIN [\*], as a member of the Audit Committee, in replacement of Mr. Robert Goebbel, for the remainder of the term of the Audit Committee, i.e. until 06.02.2026 being automatically extended until the first Ordinary General Meeting of Shareholders after the expiry of its term of office, but may not exceed three (3) years.

Furthermore, following consideration of the above, it was unanimously ascertained that:

- the members of the Audit Committee continue to meet the requirements of Article 44 of Law 4449/2017, as all members of the Audit Committee possess sufficient knowledge in the field in which the Company operates, while Ms. Scaramangas demonstrably possess sufficient knowledge and experience in auditing and accounting (international standards) as provided for in Article 44(1)(g) of Law 4449/2017;
- the majority of the members of the Audit Committee, namely Ms. Scaramangas and Mr. Tampourlos are independent within the meaning of Article 9(1) and (2) of Law 4706/2020, as (a) they do not directly or indirectly hold voting rights exceeding 0.5% of the Company's share capital, and (b) they are free from any relationship of dependence with the Company or persons related thereto, as indicatively defined in Article 9(2) of Law 4706/2020, and maintain no financial, business, family or other relationship that could affect their decisions or their independent, objective and impartial judgment, nor do there exist transactions of the Company with companies in which the independent members of the Audit Committee participate in the share capital and/or management; and
- all members of the Audit Committee meet the criteria of individual and collective suitability in accordance with the Company's Suitability Policy in force, applied *mutatis mutandis* to the extent compatible with the nature and operation of the Audit Committee.



The present decision regarding the election of Mr. Panagiotis Tampourlos as a member of the Audit Committee shall be subject to publication and shall be announced by the Board of Directors at the immediately following General Meeting, which may replace the elected member even if no relevant item has been included on the agenda.

Mr. Panagiotis Tampourlos accepted his election as a member of the Audit Committee.

**SIXTH ITEM: APPOINTMENT OF A NEW MEMBER OF THE REMUNERATION AND NOMINATION COMMITTEE IN REPLACEMENT OF THE DECEASED MEMBER**

Following a relevant vote and thorough consideration, the Board of Directors resolved to appoint Mr. Panagiotis Tampourlos, son of Dimitrios [\*], resident of [\*], born in [\*] on [\*], with ID No [\*] and TIN [\*], as a member of the Remuneration and Nomination Committee, in replacement of Mr. Robert Goebbels, for the remainder of the term of the Remuneration and Nomination Committee, i.e. until 06.02.2026 being automatically extended until the first Ordinary General Meeting of Shareholders after the expiry of its term of office, but may not exceed three (3) years.

**SEVENTH ITEM: APPOINTMENT OF A NEW MEMBER OF THE PERSONNEL COMMITTEE IN REPLACEMENT OF THE DECEASED MEMBER**

Following a relevant vote and thorough consideration, the Board of Directors resolved to appoint Mr. Panagiotis Tampourlos, son of Dimitrios [\*], resident of [\*], born in [\*] on [\*], with ID No [\*] and TIN [\*], as a member of the Personnel Committee, in replacement of Mr. Robert Goebbels, for the remainder of the term of the Personnel Committee, i.e. until 06.02.2026 being automatically extended until the first Ordinary General Meeting of Shareholders after the expiry of its term of office, but may not exceed three (3) years.

Thereafter, there being no other item the extraordinary meeting was adjourned.

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True abstract of the Minutes as have been recorded in the Book of Minutes of the Board of Directors.

Spata, 20 January 2026

The Secretary to the Board of Directors

Eugenia Papathanasopoulou