



Thessaloniki Port Authority S.A. Corporate Announcement

Decisions of the Ordinary General Meeting of Shareholders of 14/05/2025

ThPA S.A. ("Company") announces that the Ordinary General Meeting of the Shareholders was held on May 14th, 2025, at the Company's headquarters in Thessaloniki, remotely convened via teleconference in real time.

The General Meeting was attended in conformity by 20 shareholders, attending either in person or by proxy and representing **8.440.200** shares, that is **83,73%** 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 25th fiscal year (01.01.2024 – 31.12.2024), 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: **8.440.200**

Percentage of the share capital represented by the votes: **83,73%**

Total number of the votes validly cast: **8.440.200**

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

- In favor: 8.439.500 votes (99,99% of those present)
- Against: 0 votes (0,00% of those present)
- Abstention: 700 votes (0,01% of those present)

2. Approved the allocation of the profit for the fiscal year 2024 and distribution of dividends to the shareholders of the Company, which amounts to € 2 per share (gross amount). The General Meeting approved as ex-dividend date the 16th of May 2025, as dividend beneficiaries date (Record Date) the 19th of May 2025 and as dividend payment date the 22nd of May 2025.

Number of shares for which votes have been validly cast: 8.440.200

Percentage of the share capital represented by the votes: 83,73%

Total number of the votes validly cast: 8.440.200

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

- In favor: 8.439.200 votes (99,99% of those present)
- Against: 300 votes (0,004% of those present)
- Abstention: 700 votes (0,01% of those present)

3. Audit Committee briefing about its activities during the fiscal year 01.01.2024 – 31.12.2024.

(Item relates to briefing, not for voting)

4. **A) Did not** approve the Overall Management by the Board of Directors of the Company for the fiscal year 01.01.2024 - 31.12.2024, in accordance with article 108 of Law 4548/2018.

Number of shares for which votes have been validly cast: 8.440.200

Percentage of the share capital represented by the votes: 83,73%

Total number of the votes validly cast: 8.440.200

*The voting results on the **Item 4 (A)** were as follows:*

- In favor (of the approval of the overall management by the Board of Directors): 1.090.157 votes (12,92% of those present)
- Against (the approval of the overall management by the Board of Directors): 7.349.343 votes (87,08% of those present)
- Abstention: 700 votes (0,01% of those present)

- B. Approved** the discharge of the Certified Auditors of the Company that carried out the audit of the financial statements for the fiscal year 2024, in accordance with par. 1, case c of article 117 of Law 4548/2018.

Number of shares for which votes have been validly cast: 8.440.200

Percentage of the share capital represented by the votes: 83,73%

Total number of the votes validly cast: 8.440.200

*The voting results on the **Item 4 (B)** were as follows:*

- In favor: 8.439.500 votes (99,99% of those present)
- Against: 0 votes (0,00% of those present)
- Abstention: 700 votes (0,01% 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 2024.

Number of shares for which votes have been validly cast: 8.440.200

Percentage of the share capital represented by the votes: 83,73%

Total number of the votes validly cast: 8.440.200

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

- In favor: 8.429.100 votes (99,87% of those present)
- Against: 100 votes (0,001% of those present)
- Abstention: 11.000 votes (0,13% of those present)

6. Preapproved the payment of 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 2025, decided the increase of the remuneration for the member of the Committees of the Board of Directors and granted the Board of Directors with the authorization to decide on the level of the increase of the remuneration for the members of the Committees of the Board of Directors for the fiscal year 2025.

Number of shares for which votes have been validly cast: 8.440.200

Percentage of the share capital represented by the votes: 83,73%

Total number of the votes validly cast: 8.440.200

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

- In favor: 7.383.013 votes (87,47% of those present)
- Against: 733.829 votes (8,69% of those present)
- Abstention: 323.358 votes (3,83% of those present)

7. Approved the Remuneration Report for the fiscal year 2024 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: 8.440.200

Percentage of the share capital represented by the votes: 83,73%

Total number of the votes validly cast: 8.440.200

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

- In favor: 8.429.500 votes (99,87% of those present)
- Against: 0 votes (0,00% of those present)
- Abstention: 10.700 votes (0,13% of those present)

8. Appointed the company "KPMG Certified Auditors S.A." as the Auditing Company for the fiscal year 2025 (regular and tax audit) and approved its fee.

Number of shares for which votes have been validly cast: 8.440.200

Percentage of the share capital represented by the votes: 83,73%

Total number of the votes validly cast: 8.440.200

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

- In favor: 8.439.400 votes (99,99% of those present)
- Against: 100 votes (0,001% of those present)
- Abstention: 700 votes (0,01% of those present)

9. Appointed the company "GRANT THORNTON S.A. CERTIFIED PUBLIC ACCOUNTANTS AND BUSINESS CONSULTANTS" as the Audit Firm for the provision of limited assurance on the Sustainability Report (CSRD) for the fiscal year 2025 and approved its fee.

Number of shares for which votes have been validly cast: 8.440.200

Percentage of the share capital represented by the votes: 83,73%

Total number of the votes validly cast: 8.440.200

The voting results on the 9th Item were as follows:

- In favor: 8.439.400 votes (99,99% of those present)
- Against: 100 votes (0,001% of those present)
- Abstention: 700 votes (0,01% of those present)

10. 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)

11. **A. Elected a new nine-member (9-member) Board of Directors, with a two-year (2-year) term, namely until 14.05.2027, which consists of the following members:**

1. Ioannis Tsaras
2. Panagiotis Michalopoulos
3. Konstantinos Fotiadis
4. Evangelia Damigou
5. Martin Masson
6. Zonglyu (Jessie) LU
7. Angeliki Samara
8. Efstathios Koutmeridis
9. Panagiotis Stampoulidis

1. Each elected member meets the individual suitability criteria as a member of the Board of Directors of the Company set by the Suitability Policy, 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 elected members Panagiotis Michalopoulos, Angeliki Samara and Efstathios Koutmeridis meet the criteria of independence in accordance with article 9 of Law 4706/2020 and the Suitability Policy of the Company, as none of them directly or indirectly holds voting rights more than 0.5% of the Company's share capital and each one is free from any financial, business, family or other kind of dependency relationship, which may affect their decisions and their independent and objective judgment.

3. The new Board of Directors meet the collective suitability criteria set by the Suitability Policy as the participation of each elected member in the nine-member (9-member) composition of the new Board of Directors of the Company

- 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.

- enhances the proper and effective exercise of the BoD's duties and responsibilities, reflects the Company's size, organization, and mode of operation, covering 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.

- covers the adequate representation per gender exceeding the minimum provisions of Law 4706/2020 and the Suitability Policy, as three (3) women participate out of a total of nine (9) members, that is, the participation of the female gender amounts to 33,33%.
- meets the requirement for the participation of independent non-executive members of the BoD no less than 1/3 of the total number of members (the participation of independent members amounts to 33,33%).
- includes members of three different nationalities enhancing the pool of skills, experience that the Company has for its most senior positions, as well as its competitiveness, productivity and innovation.

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 14.05.2027.

C. Authorized the member of the Board of Directors Mrs. Angeliki Samara to convene the first Board of Directors, if required.

Number of shares for which votes have been validly cast: 8.440.200
Percentage of the share capital represented by the votes: 83,73%
Total number of the votes validly cast: 8.440.200

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

- In favor: 7.383.863 votes (87,48% of those present)
- Against: 85 votes (0,001% of those present)
- Abstention: 1.056.252 votes (12,51% of those present)

12. Announcement of the BoD decision No. 7853/22.08.2024 regarding the election of Mr. Ioannis Tsaras as Chief Executive Officer, replacing Mr. Arie Koppelaar who resigned.

(Item relates to briefing pursuant to article 82 par.1 L/4548/2018, not for voting)