



Thessaloniki Port Authority S.A.

Corporate Announcement

Announcement for the formation of the Board of Directors to a body, the election and formation to a body of the Audit Committee, the Remuneration Committee and the Nominations Committee

Thessaloniki, 15/05/2025

ThPA S.A. (the "Company") announces that following the resolution of the Annual General Meeting dated 14/05/2025 for the election of a new **Board of Directors**, the elected Board of Directors met on the same date and was formed into body, with a term until 14/05/2027, as follows:

1. Angeliki Samara daughter of Dimitrios, independent non-executive member, Chairman of the BoD,
2. Panagiotis Michalopoulos son of Angelos, independent non-executive member, Vice-Chairman of the BoD,
3. Ioannis Tsaras son of Georgios, executive member, Chief Executive Officer,
4. Konstantinos Fotiadis son of Panagiotis, non-executive member,
5. Martin Masson son of Christian, non-executive member,
6. Zonglyu (Jessie) LU daughter of Yaomin LU, non-executive member,
7. Panagiotis Stampoulidis son of Grigorios, non-executive member,
8. Evangelia Damigou daughter of Emmanuel, non-executive member,
9. Efstathios Koutmeridis son of Theodoros, independent non-executive member.

The Board of Directors also ascertained the following:

1. Each of the elected members of the Board of Directors fulfil the criteria of individual suitability as a member of the Board of Directors as defined under the Suitability Policy of the Company, as each of them has 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.
2. The elected members Panagiotis Michalopoulos, Angeliki Samara and Efstathios Koutmeridis fulfil the criteria of independence deriving from article 9 of L. 4706/2020 and the Suitability Policy of the Company, as none of them directly or indirectly holds more than 0,5% of the Company's share capital and 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.

3. The new Board of Directors fulfils the collective suitability criteria set out under the Suitability Policy, since of the participation of each elected member in the nine (9) member Board of Directors:
- allows for 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%.
 - fulfils the requirement for the participation of independent non-executive BoD members to be not less than 1/3 of the total number of BoD members (the participation of independent members amounts to 33,33%)
 - includes members from three (3) different nationalities, with a diverse pool of skills and experience, contributing to the Company's competitiveness, productivity and innovation.

Subsequently, the Board of Directors, after evaluation, elected the new **Audit Committee** and established the fulfillment of article 44 L. 4449/2017 and the independence criteria under article 9 par. 1 & 2 of L. 4706/2020. The new Audit Committee of ThPA in accordance with the Articles of the Company (art. 12, 7 par. 6), is a Board of Directors Committee and consists of three (3) non-executive members of the Board of Directors, two (2) independent members and one (1) non-executive, with term until 14/05/2027 as defined by the Annual General Meeting dated 14/05/2025. In particular, the new Audit Committee of ThPA consists of:

1. Panagiotis Michalopoulos son of Angelos, independent non-executive member of the BoD,
2. Panagiotis Stampoulidis son of Grigorios, non-executive member of the BoD,
3. Efstathios Koutmeridis son of Theodoros, independent non-executive member of the BoD.

It is noted that:

1. the members of the Audit Committee have adequate knowledge in the field of the Company's activities, in view of:
 - (i) the professional experience of Mr. Panagiotis Michalopoulos and his participation in previous compositions of the Audit Committee and the Board of Directors of the Company, enabling him to acquire clear and adequate awareness of the business environment and the operational requirements of the Company,
 - (ii) the participation of Mr. Panagiotis Stampoulidis in previous compositions of the Audit Committee and the Board of Directors of the Company, and his experience in the operation of private and public organization following an important career in the

administration, as well as in projects related to restructuring and improvement of corporate procedures.

(iii) the professional experience of Mr. Efstathios Koutmeridis in the financial audit and the tax administration, following his presence in respective senior management positions, enabling him to understand the organization and operation of the Company.

2. the criterion of adequate knowledge and experience in audit or accountancy (and international standards) sectors is fulfilled in view of:

(i) the participation of Mr. Panagiotis Michalopoulos in previous compositions of the Audit Committee of the Company as Chairman, his business activity and services in senior management positions, as Deputy Administrator and Vice President of the Board of Directors of the Special Anticancer Hospital "METAXA", and his experience in drafting and audit of financial statements, and

(ii) the capacity of Mr. Efstathios Koutmeridis as certified internal auditor, with professional experience in financial audit and tax administration, having served as financial inspector with experience in conducting audits -administrative audits, management audits, assets audits and internal audits.

3. The requirements and independence criteria set by the current regulatory framework (article 9 par. 1 & 2 of L.4706/2020) are met by the majority of the members of the Committee and in particular by Mr. Panagiotis Michalopoulos and Mr. Efstathios Koutmeridis, as:

(i) they do not hold, directly or indirectly, more than 0,5% of the Company's share capital and

(ii) they are free from any financial, business, family, or any other kind of relationship of dependence, which may influence their decisions and their independent and objective judgment.

Their independence was ascertained by the Annual General Meeting of 14/05/2025 and was confirmed by the 14/05/2025 meeting of the BoD.

Following the above BoD resolution dated 14/05/2025, the Audit Committee met on 14/05/2025 and was formed to body as follows:

1. Panagiotis Michalopoulos son of Angelos, independent non-executive member of the BoD, Chairman of the Audit Committee,
2. Efstathios Koutmeridis son of Theodoros, independent non-executive member of the BoD, Member of the Audit Committee,
3. Panagiotis Stampoulidis son of Grigorios, non-executive member of the BoD, Member of the Audit Committee.

The Chairman of the Audit Committee is independent non-executive BoD member within the meaning of article 9 par.1 & 2 of L. 4706/2020.

Subsequently, the Board of Directors, after evaluation, elected the new **Remuneration Committee** of the Company in accordance with article 11 of L.4706/2020, consisting of five (5) non-executive members of the BoD, of which three (3) independent non-executive members of the BoD, within the meaning of article 9 of L.4706/2020, with a term equal to the term of office of the Board of Directors, that is until 14/05/2027.

Specifically, the new Remuneration Committee of ThPA S.A. consists of:

1. Panagiotis Michalopoulos son of Angelos, independent non-executive member of the BoD,
2. Angeliki Samara daughter of Dimitrios, independent non-executive member of the BoD,
3. Efstathios Koutmeridis son of Theodoros, independent non-executive member of the BoD,
4. Martin Masson son of Christian, non-executive member of the BoD, and
5. Konstantinos Fotiadis son of Panagiotis, non-executive member of the BoD.

It is noted that:

1. The members of the Remuneration Committee collectively have the appropriate knowledge, experience and expertise regarding remuneration policies and practices, as well as risk management, in order to ensure compliance of the remuneration policy with the risk profile of the Company. Each member of the Remuneration Committee has the appropriate expertise and professional experience in the risk management of the Company as:
 - Mr. Panagiotis Michalopoulos has experience in management of companies, organizations and associations of the public and private sector and has served in the previous Remuneration Committees of the Company.
 - Mrs. Angeliki Samara has experience in the oversight of financial reporting and audit.
 - Mr. Efstathios Koutmeridis has professional experience in financial control and tax administration, holding relevant senior management positions.
 - Mr. Martin Masson holds a MSc in Accounting and Management, he is a Chartered Financial Analyst and he has extensive managerial experience as well as experience in the field of Audit.
 - Mr. Konstantinos Fotiadis is serving as the Chief Legal Officer in a company with a wide portfolio of activities, and legal advisor and member of the BoD of several companies.
2. The requirements and independence criteria set by the current regulatory framework (article 9 par. 1 & 2 of L.4706/2020) are met by the majority of the members of the Committee and in particular by Mr. Panagiotis Michalopoulos, Mrs. Angeliki Samara and Mr. Efstathios Koutmeridis, as:
 - (i) they do not hold, directly or indirectly, more than 0,5% of the Company's share capital and
 - (ii) they are free from any financial, business, family, or other kind relationship of dependence, which may influence their decisions and their independent and objective judgment.

Their independence was ascertained by the Annual General Meeting of 14/05/2025 and was confirmed by the 14/05/2025 meeting of the BoD.

Following the above decision of the Board of Directors of 14/05/2025, the Remuneration Committee met and was formed into a body as follows:

1. Panagiotis Michalopoulos son of Angelos, independent non-executive member of the BoD, Chairman of the Remuneration Committee,

2. Angeliki Samara daughter of Dimitrios, independent non-executive member of the BoD, Member of the Remuneration Committee,
3. Efstathios Koutmeridis son of Theodoros, independent non-executive member of the BoD, Member of the Remuneration Committee,
4. Martin Masson son of Christian, non-executive member of the BoD, Member of the Remuneration Committee and
5. Konstantinos Fotiadis son of Panagiotis, non-executive member of the BoD, Member of the Remuneration Committee.

The Chairman of the Remuneration Committee is an independent, non-executive member of the BoD, within the meaning of article 9 par. 1 & 2 of L.4706/2020.

Subsequently, the Board of Directors, after evaluation, elected the new **Nominations Committee** of the Company in accordance with article 12 of L.4706/2020, consisting of five (5) non-executive members of the BoD, of which three (3) independent non-executive members of the BoD, within the meaning of article 9 of L.4706/2020, with a term equal to the term of office of the Board of Directors, i.e. until 14/05/2027.

Specifically, the new Nominations Committee of ThPA S.A. consists of:

1. Angeliki Samara daughter of Dimitrios, independent non-executive member of the BoD,
2. Panagiotis Michalopoulos son of Angelos, independent non-executive member of the BoD,
3. Efstathios Koutmeridis son of Theodoros, independent non-executive member of the BoD,
4. Martin Masson son of Christian, non-executive member of the BoD and
5. Konstantinos Fotiadis son of Panagiotis, non-executive member of the BoD

It is noted that:

1. The members of the Nominations Committee collectively have the appropriate knowledge, experience and expertise regarding corporate governance issues, as well as the business activity of the Company and the key risks associated as:
 - Mrs. Angeliki Samara has served as the Chairperson of the previous Nominations Committee of the Company and is an Independent Non-Executive Member of Board of Directors of listed companies.
 - Mr. Panagiotis Michalopoulos has served as a member of the previous Nominations Committee and he has experience in management of companies, organizations and associations of the public and private sector.
 - Mr. Efstathios Koutmeridis has professional experience in financial control and tax administration, holding relevant senior management positions.
 - Mr. Martin Masson has extensive managerial experience in the Company's field of activity as he serves as a Managing Director in a company which owns 21 terminals worldwide.
 - Mr. Konstantinos Fotiadis has extensive experience on corporate governance matters for société anonymes, some of them in the fields of tourism and transportation.

2. The requirements and independence criteria set by the current regulatory framework (article 9 par. 1 & 2 of L.4706/2020) are met by the majority of the members of the Committee and in particular by Mrs. Angeliki Samara, Mr. Panagiotis Michalopoulos and Mr. Efstathios Koutmeridis, as:
- (i) they do not hold, directly or indirectly, more than 0,5% of the Company's share capital and
 - (ii) they are free from any financial, business, family or from any other kind of relationship of dependence, which may influence their decisions and their independent and objective judgment.

Their independence was ascertained by the Annual General Meeting of 14/05/2025 and was confirmed in the 14/05/2025 meeting of the BoD.

The Board of Directors elected also Mrs. Angeliki Samara, independent non-executive member of the BoD, as Chairwoman of the Nominations Committee.

With the above decision of the Board of Directors of 14/05/2025, the Company's Nomination Committee is as follows:

1. Angeliki Samara daughter of Dimitrios, independent non-executive member of the BoD, Chairwoman of the Nomination Committee.
2. Panagiotis Michalopoulos son of Angelos, independent non-executive member of the BoD, Member of the Nomination Committee.
3. Efstathios Koutmeridis son of Theodoros, independent non-executive member of the BoD, Member of the Nomination Committee
4. Martin Masson son of Christian, non-executive member of the BoD, Member of the Nomination Committee and
5. Konstantinos Fotiadis son of Panagiotis, non-executive member of the BoD, Member of the Nomination Committee.

The CVs of the members of the BoD and the Committees of the BoD are posted on the Company's website (<https://www.thpa.gr/board-of-directors/>), for the purpose of full, adequate and appropriate information to both the Company's shareholders and the investors.