



Thessaloniki Port Authority S.A. Corporate Announcement

Replacement of resigned member of the Board of Directors and the Audit Committee by a new member directly appointed by (HCAP)

Thessaloniki, 11 November 2025

«Thessaloniki Port Authority S.A.» (ThPA S.A. or Company) announces that following the resignation of the non-executive BoD member and member of the Audit Committee, Mr. Panagiotis Stampoulidis, the Board of Directors (BoD), following recommendation of the Remuneration and Nominations Committee for the fulfilment of the suitability criteria, appointed, on 10.11.2025, as a **new non-executive BoD member and member of the Audit Committee, in replacement of the resigned member, the appointed by the Hellenic Corporation of Assets and Participations S.A. (GROWTHFUND) Mrs. Afroditi Nestora** (article 7 §§6,7 of the Articles of Association of ThPA S.A., article 79 of Law 4548/2018 and article 12 of the Articles of Association of ThPA S.A.).

Mrs. Afroditi Nestora is an experienced attorney at-law and collaborates as a legal counsel with banks and private legal entities. She holds a Postgraduate Diploma in International Commercial Law from the Kent Law School of the University of Kent, United Kingdom and she is a PhD candidate in the Law Faculty of the Democritus University of Thrace, Greece. She has attended numerous conferences and seminars on various fields of law, including Banking and Financial Law, in which she has received specialized training. She is actively involved in the affairs of the Thessaloniki Bar Association and participates in several legal associations and societies.

Subsequently, the new composition of the **Board of Directors** of ThPA S.A. with term until 14.05.2027, is the following:

1. Angeliki Samara, daughter of Dimitrios independent non-executive member, Chairwoman 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. Afroditi Nestora, daughter of Panagiotis, non- executive member,
8. Evangelia Damigou, daughter of Emmanouel, non- executive member,
9. Efstathios Koutmeridis, son of Theodoros, independent non-executive member,

ThPA S.A. www.thpa.gr - pc 54625

Treasury and Investor Relations Department, T: +30 2310 593335, E: Shares@thpa.gr

The Board of Directors also ascertained the following:

1. Mrs. Afroditi Nestora meets the individual suitability criteria as a member of the BoD, as defined in the Suitability Policy, since she has the appropriate experience, sufficient knowledge, skills, independence of judgement, guarantees of integrity and good reputation and is not subject to any impediments or incompatibility with the provisions of the Suitability Policy and the applicable legal and regulatory framework of the Company.

2. Her participation in the nine-member (9-member) composition of the Board of Directors of the Company contributes to the fulfilment of the collective suitability of the Board of Directors and in particular her participation in the Board of Directors allows for enhancing the expertise of the Board in the field of the Company's operations and the implementation of the Company's vision, supporting the Company's commitment to regulatory compliance and social responsibility as key elements of sustainable development.

3. The Board of Directors continues to meet all criteria and conditions set out in L. 4706/2020 on Corporate Governance, the approved Suitability Policy and its legal and regulatory framework. In particular:

- The Board of Directors covers the adequate representation per gender exceeding the minimum provision of L. 4706/2020, and the Suitability Policy, as four (4) women shall participate out of the total nine (9) members, i.e., the participation of the female gender shall amount to 44,44%.

- The criteria of independence deriving from the law shall be met by non less than one third (1/3) of the total number of BoD members since three (3) out of the total of nine (9) members and in particular Mrs. Angeliki Samara, Mr. Panagiotis Michalopoulos and Mr. Efstathios Koutmeridis, meet the criteria of independence in accordance with article 9 L. 4706/2020, as they do not directly or indirectly hold 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. The independence has been ascertained by the Ordinary General Meeting of Shareholders of the Company of 14.05.2025 and was confirmed by the BoD on 10.11.2025.

- The Board of Directors includes members of three different nationalities ensuring the pool of skills, experience and vision that the Company has for its most senior positions, as well as its competitiveness, productivity and innovation.

- All the members of the Board of Directors have the appropriate experience, sufficient knowledge, skill, independence of judgment, integrity and good reputation, have no impediments and they do not lack suitability in accordance with the approved Suitability Policy and they also comply with the applicable legal and regulatory framework of the company. Their existing professional commitments to other companies and entities do not affect their ability to deal effectively with the Company's issues, and none of them is member of the Board of Directors of more than three (3) listed companies.

- The nine-member (9) composition ensures 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, sustainability issues, ability to identify and manage risks and impacts of the technology on the Company.

Subsequently, the new composition of the **Audit Committee** of the BoD of ThPA S.A. with term until 14.05.2027, is the following:

1. Panagiotis Michalopoulos, son of Aggelos, independent non-executive member
2. Efstathios Koutmeridis, son of Theodoros, independent non-executive member
3. Afroditi Nestora, daughter of Panagiotis, non- executive member.

It is noted that:

1. the members of the Audit Committee have sufficient knowledge of the sector in which the company operates considering

(i) the professional experience of Mr. Panagiotis Michalopoulos and his participation in the previous Audit Committees and the Board of Directors of the Company, through which he acquired a clear and sufficient knowledge of the Company's business environment and the operating conditions of the Company.

(ii) the professional experience of Mr. Efstathios Koutmeridis in Financial Auditing and Tax Administration holding relevant senior management positions, based on which he can understand the organization and operation of the Company and his participation in the previous Audit Committees and the Board of Directors of the Company.

(iii) the specialization of Mrs. Afroditi Nestora in International Commercial Law as well as in Banking and Financial Law, possessing a solid understanding of commercial transactions and agreements, corporate law, financial reporting, and the relevant regulatory frameworks, which provides her with sufficient knowledge of the operations of the Company, particularly given the strong connection of the sector in which the Company operates with international trade, complex commercial arrangements, financial regulation, and corporate law requirements.

2. The criterion of sufficient knowledge and experience in auditing or accounting (and international standards) is met as:

(i) Mr. Panagiotis Michalopoulos participation in the Audit Committee of the Company from 2018, as its Chairman of the Committee, the business activity and service in senior management positions, as Deputy Director and Vice President of the BoD of the Special Cancer Hospital «Metaxa» in Piraeus, and his experience in the preparation and control of financial statements, and

(ii) the capacity of Mr. Efstathios Koutmeridis as certified internal auditor, with extensive professional experience on Financial Auditing and Tax Administration, having served as financial inspector with experience in conducting investigations – administrative inquiries, internal management audits, asset audits & internal audit.

3. The requirements and criteria of independence set by the current regulatory framework (article 9 par. 1 and 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, a fact which has been ascertained by the Ordinary General Meeting of 14.05.2025, 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 relationship of dependence, which may influence their decisions and their independent and objective judgment.

Their independence was ascertained by the Ordinary General Meeting of 14.05.2025 and was confirmed by the BoD on 10.11.2025.

Following the above decision of the BoD of 10.11.2025, the Audit Committee convened on 10.11.2025 and formed into a body as follows:

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

2. Efstathios Koutmeridis, son of Theodoros, independent non-executive BoD member, Member of the Audit Committee

3. Afroditi Nestora, daughter of Panagiotis, non-executive BoD member, Member of the Audit Committee

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