



CORRECT REPETITION (regarding Item 14)

Thessaloniki Port Authority S.A.

Decisions of the Ordinary General Meeting of Shareholders of 23/06/2021 and developments of 2021

ThPA S.A. ("Company") announces that the Ordinary General Meeting of the Shareholders that was held on June 23rd, 2021, at the Company's headquarters in Thessaloniki, which, in view of the extraordinary circumstances and in the context of the mitigation measures employed by the State for the prevention of the spread of the coronavirus Covid-19, was convened via teleconference, in real time. The General Meeting was attended in conformity by 25 shareholders, attending either in person or by proxy and representing **8.091.007** shares, that is **80.27%** of the Company's paid-up share capital and through voting, the following items were discussed and decided:

1. Approval of the Company's Annual Financial Statements of the 21st fiscal year (01/01/2020 – 31/12/2020), together with the relevant Reports and Declarations by the Board of Directors and the Auditors.

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

- For: 8.084.907 votes (99,92% of those present)
- Against: 0 votes (0,00% of those present)
- Abstain: 6.100 votes (0,08% of those present)

2. Approval of the appropriation of annual earnings and distribution of dividend for the fiscal year 2020, which amounts to € 1,42 per share (gross amount). The General Meeting approved: *ex-dividend date the 30th of June 2021, dividend beneficiaries (Record Date) the 1st of July 2021 and dividend payment date the 7th of July 2021.*

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

- For: 8.084.607 votes (99,92 % of those present)
- Against: 300 votes (0,00 % of those present)
- Abstain: 6.100 votes (0,08 % of those present)

3. The shareholders were informed by the members of the Audit Committee about the activities of the Audit Committee during the corporate year (01/01/2020 - 31/12/2020).

4. Approval of the Overall Management by the Board of Directors of the Company and the discharge of the Certified Auditors for the fiscal year **2020**.

The voting results on the 4th item were as follows:

- For: 8.084.607 votes (99,92 % of those present)
- Against: 0 votes (0,00 % of those present)
- Abstain: 6.400 votes (0,08 % of those present)



5. Approval of the Overall Management by the Board of Directors of the Company and the discharge of the Certified Auditors for the fiscal year **2019**.

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

- For: 8.083.271 votes (99,90 % of those present)
- Against: 0 votes (0,00 % of those present)
- Abstain: 7.736 votes (0,10 % of those present)

6. Approval of the remuneration-compensation paid to the members of the Board of Directors and to the Audit Committee members during the fiscal year 2020.

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

- For: 7.783.071 votes (96,19 % of those present)
- Against: 300.200 votes (3,71 % of those present)
- Abstain: 7.736 votes (0,10 % of those present)

7. Preapproval of the remuneration-compensation that will be paid during the current fiscal year 2021 to the members of the Board of Directors and to the Committees of the BoD.

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

- For: 8.083.571 votes (99,91 % of those present)
- Against: 0 votes (0,00 % of those present)
- Abstain: 7.436 votes (0,09 % of those present)

8. Approval of the Remuneration Report of the members of the Board of Directors for the fiscal year 2020 in accordance with article 112 of Law 4548/2018.

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

- For: 7.783.071 votes (96,19 % of those present)
- Against: 300.200 votes (3,71 % of those present)
- Abstain: 7.736 votes (0,10 % of those present)

9. Approval of the assignment of the Company's regular audit for the current accounting period 2021 to the Auditing Firm «KPMG Certified Auditors S.A.» having its registered office in Athens, 3 Stratigou Tombra Street, 15342, Aghia Paraskevi, with SOEL Registered No.114.

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

- For: 8.084.907 votes (99,92% of those present)
- Against: 0 votes (0,00% of those present)
- Abstain: 6.100 votes (0,08% of those present)

10. Approval of the Amendments of Articles No 3, 4, 7§4, 8§1, 9§§1,3,5, 10 (addition §3) and 12 of the Articles of Association of ThPA S.A. (Adaptation to Law 4706/2020 and expansion of the activity of ThPA S.A.).



The voting results on the 10th item were as follows:

- For: 8.057.064 votes (99,58% of those present)
- Against: 27.843 votes (0,34% of those present)
- Abstain: 6.100 votes (0,08% of those present)

11. Approval of the Suitability Policy of the members of the Board of Directors according to article 3§3 L.4706/2020, which was approved by the Board of Directors at its meeting on 28.05.2021 and is posted on the Company's website at www.thpa.gr.

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

- For: 8.057.364 votes (99,58% of those present)
- Against: 27.543 votes (0,34% of those present)
- Abstain: 6.100 votes (0,08% of those present)

12. Approval of the granting of permission, pursuant to article 98 par. 1 of Law 4548/2018, to the members of the Board of Directors as well as to Executive Officers of the Company, to participate in the Boards of Directors or in the Management of other companies pursuing similar purposes.

The voting results on the 12th item were as follows:

- For: 8.057.364 votes (99,58% of those present)
- Against: 27.543 votes (0,34% of those present)
- Abstain: 6.100 votes (0,08% of those present)

13. The discussion of the 13th item "Election of a new Board of Directors" was postponed and will be discussed at the postponed General Meeting which will convene on **Monday, July 12, 2021, at 12:30 pm**, at the Company's headquarters from a distance in real time via teleconference, without publishing a new invitation, according to the Law.

14. Approved the 14th item "Election of a new Audit Committee (redefinition of type, composition, number and tenure) and amendment of Article 12 of Association of ThPA S.A." as analyzed in the draft decisions posted on the Company's website www.thpa.gr.

More specifically, the General Meeting of Shareholders approved, in accordance with the provisions of article 44 of Law 4449/2017, as in force after its amendment by article 74 of law 4706/2020, following a relevant proposal of the Board of Directors, the redefinition of a new Audit Committee, which will constitute a Committee of the Board of Directors and will consist of three (3) non-executive members of the Board of Directors, of which two (2) independent members (within the meaning of art. no. 4 of Law 3016/2002 and art. no.9 of L.4706/2020 valid from 17/7/2021 and onwards) and one (1) non-executive (no.12, 7§6 of the Company's articles of association), with tenure until 23/06/2023.

The members of the new Audit Committee will be appointed by the Board of Directors of the Company while the Chairman of the Audit Committee will be appointed by the members of the new Audit Committee during its meeting to form a body and who will be an independent, non-executive member of BoD, under the meaning of article 4 par. 1 of law 3016/2002, which



is maintained in force until 17/07/2021, as well as under the meaning of article 9 par. 1 and 2 of law 4706/2020.

The two members of the Audit Committee who are independent non-executive members of the Board of Directors of the Company, will meet the conditions of independence of both article 4 par. 1 of law 3016/2002, which remains in force until 17.07.2021, and the article 9 par. 1 and 2 of law 4706/2020.

Furthermore, all new members of the Audit Committee will have sufficient knowledge in the field in which the Company operates and at least one of the independent members of the Audit Committee - within the meaning of article 4 par. 1 of Law 3016/2002, which is maintained in force until 17/07/2021, as well as article 9 par. 1 and 2 of law 4706/2020, which are independent non-executive members of the Board of Directors of the Company - will have proven sufficient knowledge and experience of auditing and accounting (international standards), which will be mandatory to attend the meetings of the Audit Committee which concern the approval of the financial statements, as defined in paragraph 1 per (f) of article 44 of Law 4449/2017.

The voting results on the 14th item were as follows:

- For: 8.057.364 votes (99,58% of those present)
- Against: 27.543 votes (0,34% of those present)
- Abstain: 6.100 votes (0,08% of those present)

Subsequently, the resignation of Mr. Boris Wenzel as a Member of the Board was formally announced at the General Assembly and from the position of Vice Chairman of the Board, as accepted by the Decision of the Board of 25/1/2021 and as has been duly announced in the Athens Stock Exchange on the same day (25/1/2021).

Additionally, during the presentation of the Annual Financial Statements, Chief Financial Officer **Mr. Henrik Jepsen** briefly commented on the results of 2020 compared to 2019, as was already presented in the Analyst Day, while regarding the performance of the first six months of 2021 – which are impacted by the Covid-19 pandemic, considering that significant uncertainty still remains about the duration and depth of the crisis – total volumes is estimated to move higher compared to the first six months of 2020.

Finally, regarding indirect shareholder «Belterra Investments Ltd.» (“Belterra” or “Offeror”), which was obliged to submit a Mandatory Tender Offer to the minority shareholders of ThPA S.A., in accordance with article 7 par. 1 of Law 3461/2006, since Belterra exceeded the critical limit of one third (1/3) of the total voting rights of ThPA S.A. after the transaction of 04/06/2021, it was mentioned that Belterra the Offeror maintains the formal and proper communication with the issuer ThPA S.A. and the Authorities. Proceeds to the next stage of submitting the Mandatory Informational Circular to the Hellenic Capital Market Commission and for all subsequent updates, within the deadlines set by law.

The Offeror's investment in the Company forms part of its consistent investment policy for expansion in specific sectors in Greece, among others in the port management. No significant changes are expected in the strategy and business objectives of ThPA S.A., while there is no intention for delisting of ThPA S.A. from the Athens Stock Exchange.



The Board of Directors of ThPA S.A. undertakes a specific role based on the legislative framework for the Tender Offers, such as the submission of a Reasoned Opinion on the tender Offer and will proceed to all the actions required by law to defend the interests of the Company.