

DRAFT OF THE AGENDA ITEMS OF THE 30th JUNE 2020 ANNUAL GENERAL SHAREHOLDERS MEETING

Item 1: Submission and approval of the Company's Annual Financial Report of the 20th fiscal year (01.01.2019 - 31.12.2019), together with the relevant Reports and Declarations by the Board of Directors and the Auditors.

Required quorum: 1/5 (20%) of the Company's paid up capital

Required majority: 50% +1 of the votes represented at the General Meeting

The proposal of the Board of Directors to the General Meeting is to approve the Annual Financial Report of the Company (01.01.2019 to 31.12.2019) and the accompanying statements.

The Financial Statements consist of: the Balance Sheet, the Statement of Comprehensive Income, the Cash Flow Statement, the Changes in Equity Statement and the Relevant Declarations. The Financial Statements, the Board of Directors' Report and the Auditors' Report, for the fiscal year of 2019, were approved by the Board of Directors on 30.04.2020 and there are available to the shareholders on the company's website www.thpa.gr.

Item 2: Appropriation of Annual Earnings and decision on the distribution of dividends to the Company's Shareholders.

Required quorum: 1/5 (20%) of the Company's paid up capital

Required majority: 50% +1 of the votes represented at the General Meeting

The recommendation of the Board of Directors to the General Meeting is to approve the appropriation of the profit for the year 2019 as the following table:

Amounts in euro (€):

Profit before Tax	23.034.947,85
Income Tax	<u>-6.582.202,24</u>
Profits net of Tax	16.452.745,61
Earnings for appropriation	16.452.745,03
Transfer to Statutory reserves(5%)	<u>-819.389,42</u>
Remaining Earnings for appropriation	15.633.356,19
Minimum Dividend (1,17€)*	<u>-11.793.600,00</u>
Remaining Profits for retained earnings	3.839.756,19

* The proposed minimum dividend calculated on 75% of profit, after deduction of the Statutory Reserves

According to the above table, the Board of Directors proposes to the Annual General Meeting to distribute the amount of **€11.793.600** as dividend payment, ie **€1,17** per share. After deducting the tax of 5%, the net dividend payment per share is **€1,11**. As already announced by the Company in the Financial Calendar for 2020, the proposed ex-dividend date is Monday, July 6, 2020, the proposed beneficiary determination date "Record date" is Tuesday, July 7, 2020 and the proposed date of the dividend payment is Monday, July 13, 2020. The payment of the dividend will take place in accordance with the provisions of the Athens Exchange Rulebook, through their operators. For the distribution of the dividend, the Company will issue later a relevant announcement.

Item 3: Approval of the Overall Management by the Board of Directors for the fiscal year 2019 in accordance with article 108 of Law 4548/2018 and the discharge of the Company's Auditors in accordance with par.1, case c) of article 117 of Law 4548/2018.

Required quorum: 1/5 (20%) of the Company's paid up capital

Required majority: 50% +1 of the votes represented at the General Meeting

The Board of Directors proposes to the General Meeting, to approve the Overall Management by the Board of Directors of the Company for the fiscal year 01.01.2019-31.12.2019, in accordance with article 108 of Law 4548/2018, and to discharge the Auditors that carried out the audit of the financial statements for the fiscal year 2019, in accordance with par. 1, case c) of article 117 of Law 4548/2018.

Item 4: Approval of the Company's Remuneration Policy.

Required quorum: 1/5 (20%) of the Company's paid up capital

Required majority: 50% +1 of the votes represented at the General Meeting

The Board of Directors proposes to the General Shareholders Meeting the approval of the Remuneration Policy, as it has been approved with the decision No. 7477 / 18.12.2019 of the Board of Directors / ThPA SA and is available to shareholders on the Company's website www.thpa.gr.

Item 5: Submission for discussion and approval of the Remuneration Report in accordance with article 112 of Law 4548/2018.

Required quorum: 1/5 (20%) of the Company's paid up capital

Required majority: 50% +1 of the votes represented at the General Meeting

Following the proposal of the Remuneration Committee, the Board of Directors approved by its Decision-Nr. 7512/ 04.06.2020 the Remuneration Report and suggests to the General Shareholders Meeting the approval of its content, as it is available to shareholders on the Company's website www.thpa.gr

Item 6: Approval of remuneration-compensation paid to the members of the Board of Directors and to the Audit Committee members, for the fiscal year 2019.

Required quorum: 1/5 (20%) of the Company's paid up capital

Required majority: 50% +1 of the votes represented at the General Meeting

The proposal of the Board of Directors to the General Meeting is to approve the remunerations-compensations paid to the members of the Board of Directors and to the Audit Committee during the fiscal year 2019, which amounted to € 446.093,28 gross and analysed as follows:

- remuneration-compensation of Chairman of the BoD & Managing Director €300.000
- Managing Director's bonus-fee of €90.000
- Audit Committee fees-compensation €56.093,28

Item 7: Pre-approval of the remuneration-compensation of the members of the Board of Directors and the Audit Committee, for the fiscal year 2020.

Required quorum: 1/5 (20%) of the Company's paid up capital

Required majority: 50% +1 of the votes represented at the General Meeting

The Board of Directors proposes to the General Meeting of the Shareholders the pre-approval of the remuneration-compensations, to the Members of the Board of Directors and to the Audit Committee for the current fiscal year 2020.

Item 8: Appointment of the Chartered Auditor Company for the fiscal year 2020 and approval of their fee.

Required quorum: 1/5 (20%) of the Company's paid up capital

Required majority: 50% +1 of the votes represented at the General Meeting

Following a proposal by the Audit Committee, the Board of Directors proposes to the General Meeting of the Shareholders the company "KPMG Certified Auditors SA" as the Auditing Company for the fiscal year 2020 (regular and tax audit) with a fee of €57.000.

Item 9: Announcement of the election of Mr. Baiqiao (Leon) Fu as a member of the Board of Directors, replacing the resigned Mr. Cedric Garnier, according to article 82 par. 2 of Law 4548/2018.

The Board of Directors announces to the General Meeting of the Shareholders the election of Mr. Baiqiao (Leon) Fu on 30/7/2019 as a new non-executive member of the Board of Directors, replacing the resigned non-executive member Mr. Cedric Garnier.

Item 10: Amendments of Articles No 4,6,7,9 and 11 of the Association, according to Law 4548/2018.

Required quorum: 1/5 (20%) of the Company's paid up capital

Required majority: 50% +1 of the votes represented at the General Meeting

The Board of Directors proposes to the General Meeting of the Shareholders the amendment of articles 4, 6, 7, 9 and 11 of the Company's Articles of Association, in accordance with Law 4548/2018, as follows:

Article 4 "Term" Modification to indefinite time

**Current Article:
Article 4 "Term"**

1. The term of the Company is set to last until March 1 of the year Two thousand and ninety-eight (2098).
2. The term of the Company may be extended or shortened by a decision by its General Meeting.

Proposed new Article

The duration of the Company is set to indefinite period.

Article 6 "Shares" Addition of par. 4 regarding the minimum and maximum par value of each share 0.04 of euro and 100 respectively

**Current Article:
Article 6 "Shares"**

1. Issued Company shares are common, nominal and with voting rights.
2. Issued Company shares are listed in the Athens Stock Exchange and are issued in intangible form.
3. Shares and the rights following from these are indivisible. In case of joint ownership of a share, the joint owners shall exercise their rights by means of their common representative. All of the

joint owners of a share are liable against the Company for the fulfillment of their obligations as such ensue from the share.

Proposed new Article:

1. Issued Company shares are common, nominal and with voting rights.
2. Issued Company shares are listed in the Athens Stock Exchange and are issued in intangible form.
3. Shares and the rights following from these are indivisible. In case of joint ownership of a share, the joint owners shall exercise their rights by means of their common representative. All of the joint owners of a share are liable against the Company for the fulfillment of their obligations as such ensue from the share.
4. The par value of each share cannot be set at less than four cents (0,04) of a euro or more than one hundred (100) euros

Article 7 “Board of Directors- Election of Members”. Application of Law N.4548/2018 instead of Codified Law 2190/20

Current Article:

Article 7 “Board of Directors- Election of Members”

1. The management of the Company is exercised by its Board of Directors. With the reservation of the provisions of paragraph 5 below, the Board of Directors comprises of a minimum of nine (9) and a maximum of eleven (11) members (the “Members”). Without prejudice to paragraphs 6 and 7 below, Members are elected by the General Meeting, which also designates the term in office of Members.
2. Legal entities may be appointed as Members. In such a case, the legal entity must appoint a natural person in order for the latter to exercise the duties of the legal entity that ensue from its capacity as a Member.
3. The General Meeting may elect substitute members of the Board of Directors, in order for these to replace those Members resigning, passing away or whose term is terminated on any grounds.
4. In case a Member that losses its capacity cannot be replaced by a substitute member elected by the General Meeting, the Board of Directors may, by virtue of a decision taken by its remaining Members, provided they are at least three (3), to elect new Members in order for them to replace those who lost the capacity of the Member.
5. In every case the term in office of Members is terminated (due to resignation, death or on any other grounds) and provided the number of remaining Members is at least six (6) and more than half of those Members existing before the occurrence of the event that led to the termination of the term in office of Members, the Board of Directors can continue to manage and represent the Company, without being obliged to replace the downfallen Members, by making use of the ease afforded by the above paragraph.
6. Provided the Hellenic Republic Asset Development Fund S.A. or its possible universal successor or the possible legal successor of the Hellenic Republic Asset Development Fund S.A. (each of them individually and all jointly hereinafter referred to as “Fund”) continues to hold at least Five Hundred and Four Thousand (504,000) common shares with voting rights, of face value Three Euros (€3,00) each one, or the equivalent number of common shares with voting rights that ensues, on each occasion, from the shares in question and as the consequence of any change to the face value per share (and, to avoid any disputes, not taking account of any, from time to time, fluctuation of the percentage against the total shares of the Company issued, that the shares in question represent), the Fund reserves the right to appoint one (1) non-executive Member, in application of article 18, paragraph 3, Codified Law 2190/1920 as in force.
7. Should the non-executive Member, appointed in application of paragraph 6 of this article, resign or be unable to anymore perform the duties for any reason, such Member will be automatically replaced by the individual recommended in writing by the Fund to the Company.

Proposed new Article:

1. The management of the Company is exercised by its Board of Directors. With the reservation of the provisions of paragraph 5 below, the Board of Directors comprises of a minimum of nine (9)

and a maximum of eleven (11) members (the “Members”). Without prejudice to paragraphs 6 and 7 below, Members are elected by the General Meeting, which also designates the term in office of Members.

2. Legal entities may be appointed as Members. In such a case, the legal entity must appoint a natural person in order for the latter to exercise the duties of the legal entity that ensue from its capacity as a Member.
3. The General Meeting may elect substitute members of the Board of Directors, in order for these to replace those Members resigning, passing away or whose term is terminated on any grounds.
4. In case a Member that loses its capacity cannot be replaced by a substitute member elected by the General Meeting, the Board of Directors may, by virtue of a decision taken by its remaining Members, provided they are at least three (3), to elect new Members in order for them to replace those who lost the capacity of the Member.
5. In every case the term in office of Members is terminated (due to resignation, death or on any other grounds) and provided the number of remaining Members is at least three (3) and more than half of those Members existing before the occurrence of the event that led to the termination of the term in office of Members, the Board of Directors can continue to manage and represent the Company, without being obliged to replace the downfallen Members, by making use of the ease afforded by the above paragraph.
6. Provided the Hellenic Republic Asset Development Fund S.A. or its possible universal successor or the possible legal successor of the Hellenic Republic Asset Development Fund S.A. (each of them individually and all jointly hereinafter referred to as “Fund”) continues to hold at least Five Hundred and Four Thousand (504,000) common shares with voting rights, of face value Three Euros (€3,00) each one, or the equivalent number of common shares with voting rights that ensues, on each occasion, from the shares in question and as the consequence of any change to the face value per share (and, to avoid any disputes, not taking account of any, from time to time, fluctuation of the percentage against the total shares of the Company issued, that the shares in question represent), the Fund reserves the right to appoint one (1) non-executive Member, [in application of article 79 Law 4548/2018](#) as in force.
7. Should the non-executive Member, appointed in application of paragraph 6 of this article, resign or be unable to anymore perform the duties for any reason, such Member will be automatically replaced by the individual recommended in writing by the Fund to the Company.

Article 9 “Meetings of the Board of Directors” §§1,2 and 5. Predicting the possibility of holding meetings in Athens or Nicosia, by teleconference and signing of the Minutes by electronic means.

Current Article:

Article 9 “Meetings of the Board of Directors”

1. The Board of Directors shall meet at the premises of the Company in Thessaloniki.
2. The Board of Directors may convene also by tele-conference. The Board of Directors must establish, by special decision, reasonable technical requirements regarding the safety of such tele-conferences.
3. The Chairman of the Board of Directors, or his substitute, presides over the Meetings of the Board of Directors.
4. The Meetings of the Board of Directors shall take place in Greek or English.
5. The minutes of the meetings of the Board of Directors are kept in Greek and English. Minutes are validated by the Chairman or any of his alternates or the Chief Executive Officer. Each of the individuals above reserves the right to issue copies or excerpts of the minutes.
6. A representative of the Company’s employees or/and a representative from the Municipality of Thessaloniki may attend the meetings of the Board of Directors as observers. The participation of these representatives shall be limited only to deliberations associated with labor issues or the city of Thessaloniki correspondingly. Provided the majority of the appointed members of the Board of Directors so deems purposeful, these representatives may be present also for the discussion of

topics of general interest. Such representatives are not allowed to attend the Meetings of the Board of Directors before they conclude a confidentiality agreement with the Company, whose contents are deemed to satisfy the Company.

Proposed new Article:

1. The Board of Directors shall meet at the premises of the Company in Thessaloniki. [The Board of Directors may also validly meet in Athens or Nicosia, Cyprus.](#)
2. [The Board of Directors may convene by teleconference with respect to certain or all members. In this case, the invitation to the members of the Board of Directors includes the necessary information and technical instructions for their participation in the meeting.](#)
3. The Chairman of the Board of Directors, or his substitute, presides over the Meetings of the Board of Directors.
4. The Meetings of the Board of Directors shall take place in Greek or English.
5. The minutes of the meetings of the Board of Directors are kept in Greek and English. Minutes are validated by the Chairman or any of his alternates or the Chief Executive Officer. Each of the individuals above reserves the right to issue copies or excerpts of the minutes. [The signatures of the directors or representatives in the minutes may be replaced by the exchange of messages via email or other electronic means.](#)
6. A representative of the Company's employees or/and a representative from the Municipality of Thessaloniki may attend the meetings of the Board of Directors as observers. The participation of these representatives shall be limited only to deliberations associated with labor issues or the city of Thessaloniki correspondingly. Provided the majority of the appointed members of the Board of Directors so deems purposeful, these representatives may be present also for the discussion of topics of general interest. Such representatives are not allowed to attend the Meetings of the Board of Directors before they conclude a confidentiality agreement with the Company, whose contents are deemed to satisfy the Company.

Article 11" General Meeting" Addition of paragraph 4 and renumbering of the next paragraph to 5. Prediction of shareholders' participation in a General Meeting from a distance.

Current Article

Article 11" General Meeting"

1. The General Meeting is the supreme body of the Company. The General Meeting is convoked by the Board of Directors and reserves the right to decide on any issue of the Company. Shareholders are entitled to participate in the General Meeting in person or via proxy and pursuant to the legislation in force on each occasion.
2. The Chairman of the Board of Directors or his substitute shall provisionally preside over the General Meeting. One or two present shareholders or representatives of shareholders, that have been appointed by the Chairman will provisionally perform secretarial duties.
3. After the validation of the list of shareholders with voting rights, the General Meeting shall elect its definite panel, comprising of the Chairman and one or two secretaries who shall also act as tellers.
4. The minutes of the General Meeting are undersigned by the Chairman and Secretary of the General Meeting. Copies or extracts of the minutes are issued by those individuals who have the authority to issue copies or extracts of the minutes of Board of Directors meetings.

Proposed new Article:

1. The General Meeting is the supreme body of the Company. The General Meeting is convoked by the Board of Directors and reserves the right to decide on any issue of the Company. Shareholders

are entitled to participate in the General Meeting in person or via proxy and pursuant to the legislation in force on each occasion.

2. The Chairman of the Board of Directors or his substitute shall provisionally preside over the General Meeting. One or two present shareholders or representatives of shareholders, that have been appointed by the Chairman will provisionally perform secretarial duties.
3. After the validation of the list of shareholders with voting rights, the General Meeting shall elect its definite panel, comprising of the Chairman and one or two secretaries who shall also act as tellers.
4. The shareholders may participate in the General Meeting from a distance with audiovisual or other electronic means, without the physical presence of the shareholder in the physical place of the convention, under the conditions of article 125 of Law 4548/2018.
5. The minutes of the General Meeting are undersigned by the Chairman and Secretary of the General Meeting. Copies or extracts of the Minutes are issued by those individuals who have the authority to issue copies or extracts of the minutes of Board of Directors Meeting.

Item 11: Approval, according to article 108 of Law 4548/2018, of the Overall Management of the Board of Directors for the fiscal year 2017 & 2018 and the discharge of the Company's Auditors in accordance with par.1, case C of article 117 of Law 4548/2018.

Required quorum: 1/5 (20%) of the Company's paid up capital
Required majority: 50% +1 of the votes represented at the General Meeting

The Board of Directors suggests to the General Meeting of the Shareholders, to approve, according to article 108 of Law 4548/2018, the Overall General Management of the Board of Directors for the fiscal year 2017 & 2018 and the discharge of the Company's Auditors in accordance with par.1, case c of article 117 of Law 4548/2018 ", which were not provided to the Annual General Meeting of 28th of June 2018 and 26th of June 2019 respectively.

Item 12: Granting 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.

Required quorum: 1/5 (20%) of the Company's paid up capital
Required majority: 50% +1 of the votes represented at the General Meeting

The Board of Directors proposes to the General Meeting of the Shareholders to grand permission, according to article 98 par. 1 of Law 4548/2018, to the members of the Company's Board of Directors and to its Executive Officers, to participate in the Boards of Directors or in the Management of other, associated companies pursuing similar purposes.

Item 13: Election of new Board of Directors.

Required quorum: 1/5 (20%) of the Company's paid up capital
Required majority: 50% +1 of the votes represented at the General Meeting

The Board of Directors proposes to the General Meeting of the Shareholders the election of a new Board of Directors.

Item 14: Termination of the Contract of the Chairman and Managing Director.

Required quorum: 1/5 (20%) of the Company's paid up capital

Required majority: 50% +1 of the votes represented at the General Meeting

The Board of Directors proposes to the General Meeting of the Shareholders the termination of the Contract of the Chairman of the Board of Directors and Managing Director.

Announcements