

DRAFT DECISIONS OF THE 31st OCTOBER 2025

EXTRAORDINARY GENERAL SHAREHOLDERS MEETING

Item 1: Approval of the amendment of the Suitability Policy of ThPA BoD members.

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

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

According to par. 3 of article 3 of Law 4706/2020, the General Meeting is solely competent to decide on the approval of the Suitability Policy of the BoD members.

The Board of Directors, following the recommendation of the Nominations Committee, proposes to the General Meeting the amendment of the Suitability Policy ThPA BoD members in order to comply with recent legislative amendments regarding the participation of the underrepresented gender in Boards of Directors (Law 5178/2025). Also, amendments are proposed due to the establishment of a unified Remuneration and Nominations Committee.

The proposed revision of the Suitability Policy of ThPA BoD members was approved by the Board of Directors on its 09.10.2025 meeting and is available to the shareholders on the company's website. <https://www.thpa.gr/general-meetings/>

Item 2: Approval of the amendment of the Remuneration Policy of ThPA S.A.

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

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

According to par. 1 case g' of article 117 of Law 4548/2018, the General Meeting is solely competent to decide on the approval of the remuneration policy referred to in article 110.

The proposed revision primarily amends the members of the Board of Directors and its Committees who are eligible for remuneration, subject to the decision of the General Meeting. This arrangement aligns with best practices in corporate governance for listed companies, according to which proportionate remuneration to non-executive members who assume key roles should be ensured, thereby safeguarding the effective functioning of the Board and its Committees. Also, amendments are proposed due to the establishment of a unified Remuneration and Nominations Committee.

Specifically, the following amendments are proposed (tracked):

Preamble

Update of the 2nd paragraph due to the lapse of time and the consequent invalidity of its content since its drafting.

Preparation hereof has taken into account the Company's strategic objectives for the implementation of the infrastructure and equipment investment plan ~~by 2025~~, and the evolution of the Port of Thessaloniki into a transit hub and gateway for Southeast European markets, as well as the modernization program for the Company structures and working conditions, ~~after its evolution into a private enterprise under Law 4522/2018.(A-39).~~

Article 2

Update of article 2 due to the establishment of a unified Remuneration and Nominations Committee.

2. REMUNERATION AND NOMINATIONS COMMITTEE

In addition to this Remuneration Policy, the Company has also set up a Remuneration and Nominations Committee on the Board of Directors, which includes reviewing and updating remuneration procedures and conditions, so that these are always aligned with the business objectives and the applicable regulatory framework.*

* Duties of the Remuneration and Nominations Committee

The ~~remuneration~~ Remuneration and Nominations committee's ~~Committee's~~ duties include verifying, reviewing, and regularly updating the procedures and conditions for remuneration at corporate level, so that these align with both the business objectives and the applicable regulatory framework. Specifically, these duties include:

- Submitting proposals to the Board of Directors regarding remuneration of each member of the executive staff, including variable remuneration, i.e. bonuses and motive-based remuneration related to the distribution of shares or profits.
- Examination and submission of proposals to the BoD regarding the overall size of the annual variable remuneration, excluding salaries.
- Consideration and submission of proposals to the BoD and, through it, to the General Assembly (when required) regarding stock options or equity issuance programs.
- Submission of suggested performance goals related to the variable remuneration of BoD members or targets linked to stock options or equity programs.
- Regular review of the salaries of executive members of the Board of Directors and other terms of their contracts with the Company, including retirement allowances and pension arrangements.
- Proposals to the Board of Directors with written documentation in exceptional cases of temporary exemption from the Remuneration Policy
- Submitting proposals to the Board of Directors for any remuneration-related business policy
- Analysis of the annual remuneration report.

The Committee should meet regularly to carry out its tasks effectively. The updated Corporate Governance Code shall include the Committee's rules of procedure, which should explain its role and responsibilities. The corporate governance statement included in the annual financial statements should also outline the work of the Remuneration and Nominations Committee and indicate the number of its meetings during the year.

The Remuneration and Nominations Committee might address to the services external consultants and should therefore be provided with sufficient funds to this end.

Article 3

Amendment of the 2nd and 3rd paragraph in order to modify the members of the Board of Directors and its Committees who are eligible for remuneration.

Non-executive members of the Board of Directors do not receive compensation or remuneration but are covered by travel and accommodation expenses for business trips for BoD-related obligations or representation of the Company. However, a fixed remuneration shall~~may~~ be paid by decision of the General Assembly to non-executive members of the Board of Directors ~~in case they participate in who have the Audit Committee or in another remunerated Board of Directors committee, on the proposal of the Remunerations Committee and a decision of the competent body following capacities:~~ Additionally, a remuneration shall be paid by decision of the General Assembly to independent non-executive members of the Board of Directors in case they participate in any other committee, except for the Audit Committee and this remuneration shall be fixed regardless of the number of the committees each member participates at.

<u>Chairperson of the BoD</u>
<u>Chairperson of the Audit Committee</u>
<u>Member of the Audit Committee</u>
<u>Chairperson of the Remuneration & Nominations Committee</u>

Independent non-executive Member of the BoD - Member of the Remuneration & Nominations Committee
Non-executive board members who hold more than one of the above capacities shall receive remuneration for only one role, specifically the one with the higher remuneration.

Article 4

Update of point (d) of the 7th paragraph and the 9th paragraph due to the establishment of a unified Remuneration and Nominations Committee.

d) form of annualized bonus, depending on the level of achievement of the annual business plan. The level of achievement of the goal shall be decided by the Board of Directors, upon recommendation by the Remuneration and Nominations Committee.

The Board of Directors of the Company, on the proposal of the Remuneration and Nominations Committee, may decide on the conditions for deferral of payment of the variable remuneration or even recovery of such variable remuneration by the Company, such as in the event of a serious error proving that the Company has suffered damage or fraud.

Article 5

Amendment of point “(b) Quantitative Criteria” due to the amendment of article 3.

b) Quantitative Criteria

The remuneration or the benefit is considered quantitatively significant if it equals or exceeds, per year and per person, 50% of the annual remuneration received by the Independent Non-Executive Member ~~from~~for his/her participation in the BoD or/and the Committees of the BoD.

Article 7

Update of the penultimate sentence due to the establishment of a unified Remuneration and Nominations Committee.

In the event of a revision, the Remuneration and Nominations Committee report approved by the Board of Directors of ThPA SA must clearly describe and explain all changes.

Article 9

Update of article 9 due to the establishment of a unified Remuneration and Nominations Committee.

In special circumstances and at the discretion of the Board of Directors / ThPA SA, on the proposal of the Remuneration and Nominations Committee, a temporary derogation from the Remuneration Policy may be allowed, if this is required by the need to ensure viability and long-term achievement of the Company's interests and to the benefit of its shareholders. The extraordinary remuneration referred to in this paragraph is included in the annual remuneration report submitted to the Company's General Assembly, accompanied by a documentation report.

The proposed revision of the Remuneration Policy of ThPA S.A. was approved by the Board of Directors on its 09.10.2025 meeting and is available to the shareholders on the company's website. <https://www.thpa.gr/general-meetings/>

Item 3: Pre-approval of payment of remuneration and compensation of the members of the Board of Directors and the Committees of the Board of Directors for the fiscal year 2025.

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

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

According to par. 1 case f' of article 117 of Law 4548/2018, the General Meeting is solely competent to decide on the pre-approval of payment of remunerations in accordance with article 109.

The Annual General Meeting of 14.05.2025 decided to increase the remuneration of the members of the Audit Committee, as well as the remuneration of the independent non-executive members who participate in any other Committee of the Board of Directors, except for the Audit Committee, regardless of the number of Committees in which they participate. The General Meeting also authorized the Board of Directors to determine the level of this increase.

Following the review of the data depicting the market conditions on the remuneration of the BoD members of listed companies, the Board of Directors has identified that it is not feasible to determine the level of increase in the remuneration of Board members for 2025 in accordance with the data available and the criteria set out in the Company's current Remuneration Policy. In this context the Board of Directors proposes to the General Meeting the amendment of the Remuneration Policy (item 2).

In view of the above, the Board of Directors does not propose a draft resolution on this item.