



SUITABILITY POLICY
OF ~~THPA BOD~~ ThPA S.A.
BOARD OF DIRECTORS MEMBERS

~~Version 1, as approved by the General Shareholders Assembly on~~
~~23/06/2021~~

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Edition 2 -Approved by the General Meeting of ThPA S.A. Shareholders

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INTRODUCTION

— This Suitability Policy (hereinafter the **“Policy”**) ~~for~~ of the members of the Board of Directors (hereinafter the “BoD”) of the company **“ThPA THESSALONIKI PORT AUTHORITY S.A.”** ~~“~~ (or for the purposes of this document **“ThPA S.A.”** or the “Company”) ~~defines~~ sets out the basic principles and framework for the selection, renewal of the term of office and replacement of the members of the BoD, as well as the criteria set for that purpose.

— The Policy is fully in line with the current provisions of ~~the~~ Greek legislation concerning the corporate governance of listed public limited companies, and in particular ~~those set out in art. with the provisions of Article 3 of the Law 4706/2020 as amended by Law 5178/2025~~ (hereinafter the “Law”) ~~and~~), the guidelines of the updated Circular 60/202029.04.2025 of the Hellenic Capital Market Commission, ~~as well as~~ and with the Articles of Association of the Company.

— ~~The~~ In drafting this Policy, consideration has been given to the size, internal organization, risk appetite, nature, and complexity of the Company’s activities have been taken into account for the formulation of this Policy. The Policy ~~will~~ always shall at all times be in line aligned with the corporate governance code (hereinafter the “Corporate Governance Code”), as adopted by the Company and referred to in the ~~company’s~~ Company’s corporate governance statement, in accordance with the provisions of ~~articles~~ Articles 152 of ~~L. Law~~ 4548/2018 and 17 of ~~L. Law~~ 4706/2020.

— ~~ThPA’s~~ The Suitability Policy is approved by the ~~BoD. Then, as~~ Board of Directors. Subsequently, it is submitted, together with any ~~substantial~~ material amendment, ~~it is submitted thereof,~~ for approval to the General ~~Shareholders’ Assembly~~ Meeting of Shareholders, and ~~is valid from the relevant~~ becomes effective upon such approval ~~by the latter. Substantial. Material~~ amendments refer to shall be deemed those that introduce ~~deviations~~ derogations or ~~that~~ significantly alter the content of the Suitability Policy, ~~in particular regarding the~~ particularly with respect to the applicable general principles and ~~applicable~~ criteria.

— The ~~applicable~~ Suitability Policy is, as in force from time to time, shall be posted, in its updated form, on the ~~Company’s~~ Company’s website.

Article 1. ~~Scope~~ OBJECTIVE

1.1. 1-1 The ~~purpose~~ objective of this Policy is to define ~~the guidelines on the following, in accordance with applicable legislation, regarding:~~

- A) ~~A)~~ the principles governing the ~~election~~selection or replacement of the members of the Board of Directors (~~hereinafter "BoD"~~),² as well as the renewal of the term of office of ~~its current existing~~ members;²
- B) ~~B)~~ the criteria for assessing the suitability of the members of the ~~BoD and~~Board of Directors,
- C) ~~C)~~ the diversity criteria for the selection of the members of the ~~BoD.~~Board of Directors, and
- D) ~~1.2 Moreover, the purpose of Suitability Policy is~~ the criteria and procedure for the selection of the members of the Board of Directors, ensuring compliance with the quotas for balanced gender representation on the Board of Directors, in accordance with Articles 3A and 3B of Law 4706/2020.
- 1.2. Furthermore, the objective of the Suitability Policy is to ensure the ~~quality staffing, efficient operation and fulfilment~~ qualitative composition, effective functioning, and proper fulfillment of the role of the ~~BoD~~Board of THPA SA Directors of ThPA S.A. and its ~~important~~significant subsidiaries ~~based on,~~ in line with the Company's overall strategy and ~~mid~~medium- to long-term business ~~aspirations of the Company to promote~~ objectives, with the aim of promoting corporate interest and ~~provide~~ sufficient providing adequate guidance to ~~THPA SA Shareholders at the~~ shareholders of ThPA S.A. for the election/appointment of suitable ~~BoD members~~ of the Board of Directors.
- 1.3. 1.3 The Suitability Policy applies to all ~~BoD~~ members of the Board of Directors, including natural persons, ~~who are~~ appointed by legal entities ~~—~~ members of the ~~BoD~~Board of Directors, in order to perform the duties of the legal entity arising from ~~its capacity~~ the status of the legal entity as a member ~~of the BoD.~~

Article 2. ~~Definitions~~DEFINITIONS

Definitions:

- 2.1. Suitability Policy:** ~~all the set of~~ principles and criteria ~~that are~~ applied, at ~~least a~~ minimum, during the selection, replacement, and renewal of the term of office of the members of the ~~BoD~~Board of Directors and ~~the its~~ committees ~~of the BoD, in the context of evaluating the,~~ within the framework of assessing individual and collective suitability ~~of the BoD Members,~~ as well as during their annual evaluation.
- ~~2.2.2.~~ **Suitability of BoD Members:** Suitability is determined based on the criteria ~~of set out~~ in this Policy and the current needs of the ~~BoD~~BoD's composition. The suitability of ~~the~~ BoD ~~Members~~members is distinguished ~~into~~between individual and collective suitability.
- 2.3. Individual ~~suitability~~Suitability:** The extent to which a person is considered to ~~have~~possess sufficient knowledge, skills, experience, independence of judgment, ~~moral principles~~integrity, and ~~a~~ good reputation ~~for performing to~~ perform their duties as a member of the ~~BoD of the Company, according to~~ Company's Board of

~~Directors, in accordance with~~ the suitability criteria set out in ~~article~~Article 7 ~~hereof~~of this Policy, provided that ~~there are no obstacles to~~disqualifications exist for their ~~holding a~~ position on the BoD ~~in accordance with article~~pursuant to Article 6 ~~hereof~~of this Policy.

2.4. Collective suitability: The characteristics and the ~~qualities~~attributes that the members of the BoD have, so as to give to the BoD as a whole the suitability according to the criteria of ~~article~~Article 8 hereof.

2.5. Persons ~~having close ties to~~Closely Associated with a BoD memberMember: Persons ~~having close ties to~~closely associated with a ~~BoD~~member ~~of the Board of Directors~~ are:

- (i) the ~~husband/wife~~spouse or partner ~~equated with a husband/wife;~~equivalent to a spouse,
- (ii) ~~the~~ dependent children~~;~~
- (iii) a relative who, ~~at the date of the evaluation,~~ has lived in the same ~~house~~household for at least one year~~;~~
- (iv) ~~a legal~~ entities, ~~trusts~~entity, trust, or ~~personal companies~~partnership:
 - ~~—~~whose managerial ~~duties~~responsibilities are exercised by ~~the BoD member or any of the members or the above~~ persons listed above, or
 - ~~—~~which ~~are~~is directly or indirectly controlled by the BoD member or any of the ~~above~~ persons listed above, or
 - ~~—~~which was established for the benefit of the BoD member or ~~one~~any of the ~~above~~ persons listed above, or whose financial interests are ~~essentially~~substantially identical to ~~the financial interests~~those of the BoD member or ~~one~~any of the ~~above~~ persons listed above.

Article 3. ~~Suitability Policy Principles:~~ SUITABILITY POLICY PRINCIPLES

The Suitability Policy:

3.1. is clear, ~~sufficiently substantiated~~ adequately documented, and governed by the principles of transparency and proportionality.

3.2. ~~applies in tandem~~ is consistent with the provisions of the ~~Company's Internal Regulation~~ Company's Rules of Operations, Procedure, the Rules of Procedure of the Remuneration and Nominations Committee Charter, and the Corporate Governance Code ~~applied~~ implemented by ThPA S.A.

3.3. takes into account the size, internal organization, risk appetite, nature, scale, and complexity of ThPA S.A.'s activities ~~of ThPA SA~~, as well as any other ~~related element-factors~~ specific to the Company.

3.4. ~~3.4. takes into account~~ considers the ~~way~~ method of election/appointment of a non-executive member by the Hellenic Corporation for Assets and Participations (HRADF) or its ~~legal~~ lawful successor, the responsibilities of each BoD member ~~of the BoD, their participation~~ or ~~the member's non-participation~~ in committees, the nature of their duties (executive or non-executive ~~board~~ Board member) ~~and~~, their ~~characterization~~ status as independent or non-independent BoD member ~~of the BoD, as well as any, and, in particular incompatible duties or, any incompatibilities,~~ characteristics, or contractual ~~commitments~~ obligations related to the nature of the ~~Company's activity~~ Company's activities or the Corporate Governance Code ~~that it applies~~ implemented.

Article 4. ~~Basic Operation & Responsibilities~~ BASIC FUNCTION & RESPONSIBILITIES

4.1. ~~4.1.~~ The ~~BoD~~ Board of Directors, through the Remuneration and Nominations Committee, is responsible for initiating, guiding, and coordinating the process of ~~nominating the appropriate candidate members of~~ identifying suitable candidates for membership on the BoD.

4.2. ~~4.2.~~ The Remuneration and Nominations Committee ~~has~~ acts in an advisory ~~role~~ capacity to the BoD, identifying and proposing ~~to the BoD~~ candidates who, ~~meet the criteria of~~ set out in this Policy.

4.3. ~~4.3.~~ The proposals of the Remuneration and Nominations Committee are submitted to the ~~BoD~~ Board of Directors, which ~~in its turn~~ reviews the proposals and ~~validates them~~ evaluates the candidates in order to ~~present~~ recommend to the General Assembly Meeting of Shareholders the members proposed for election to the Board of Directors, or to recommend to the BoD, members of the BoD proposed for election to be elected. ~~Thereplace a member who has lost their status. The Remuneration and~~

Nominations Committee, the Internal Audit Department, ~~as well as the organizational and business units with a related subject relevant responsibilities~~ (such as Human Resources, Regulatory Compliance & Risk Management, and/or the Legal Affairs), ~~may provide effective input during formation~~ Department) may contribute to the formulation and monitoring of the implementation of the Suitability Policy.

~~4.4. In relation to~~ **4.4.** Regarding the right of the Hellenic Corporation for Assets and Participations (HRADF) or its lawful successor to directly appoint a non-executive member ~~of~~ to the Board of Directors ~~in accordance with~~ under the provisions of the Company's Articles of Association ~~of~~ the Company, the Remuneration and Nominations Committee, ~~following upon~~ receipt of a written notification from ~~the HRADF~~—which includes fulfillment of the eligibility confirmation that the proposed member meets the suitability criteria of the appointed member, ~~set out in accordance with~~ the Company's Suitability Policy ~~of the Company~~, as well as a detailed curriculum vitae of such the member, ~~renders~~—expresses its opinion to the BoD ~~on the regarding~~ HRADF's proposal. The ~~endorsement~~ adoption of the proposal by the Remuneration and Nominations Committee is a prerequisite for the ~~directly~~ direct appointment of the member ~~into~~ the BoD Board of Directors.

~~4.5. The BoD~~ **4.5.** The Board of Directors of ThPA S.A. monitors the effectiveness of the Suitability Policy and ~~periodically evaluates it~~ conducts periodic evaluations at regular intervals, ~~or when significant events or changes occur~~, either ~~on individual issues or as a whole and~~ with respect to specific aspects of the Policy or in its entirety. The Board reviews ~~its planning~~ the design and implementation, ~~as of the Policy where~~ appropriate, taking into account, ~~inter alia~~ among other factors, the recommendations of the Remuneration and Nominations Committee, ~~of~~ the Internal Audit Department, and any other external ~~bodies that may be involved~~ parties.

Article 5. General Principles for the election, replacement or renewal of the term of office of the GENERAL PRINCIPLES FOR THE SELECTION, REPLACEMENT OR RENEWAL OF THE TERM OF OFFICE OF THE BoD Members MEMBERS

~~5.1. The BoD has~~ **5.1.** The Board of Directors shall have a sufficient number of members in accordance with the ~~decisions~~ resolutions of the General ~~Shareholders' Assembly~~ Meeting, within the framework provided ~~in by~~ the Articles of ~~Incorporation~~ Association, and an appropriate composition, as ~~it results from~~ determined by the optimal ~~implementation~~ application of the combined provisions of ~~articles~~ Articles 6 to 9 ~~hereof~~ of this Policy.

~~5.2. The BoD is staffed by persons of morality~~ **5.2.** The Board of Directors shall be composed of individuals of integrity and good reputation.

~~5.3. BoD~~ **5.3.** The members ~~have~~ of the Board of Directors shall possess the skills and experience required ~~based on~~ for the duties they ~~undertake~~ assume and their role on the BoD, while ~~at the same time they have also~~ having sufficient time to perform their ~~duties~~ responsibilities.

~~5.4. When~~5.4. In selecting, renewing the term ~~of office and,~~ or replacing a member, ~~the evaluation of~~ both individual and collective suitability ~~is~~ assessments shall be taken into account.

~~5.5. The candidates for the BoD know, inter alia~~5.5. Prospective BoD members shall be familiar, to the extent possible ~~and before taking office, the~~ prior to assuming their position, with the culture, values, and ~~general~~ overall strategy of ThPA ~~SAS.A.~~

~~5.6.5.6~~ The BoD monitors, with the assistance of the Remuneration and Nominations Committee, on an ongoing basis the suitability of the members of the BoD, in particular to identify, in the light of any relevant new event, cases in which it is deemed necessary to re-evaluate their suitability. In particular, the re-evaluation of suitability is carried out mainly in the following cases:

- a) when doubts arise as to the individual suitability of the members of the BoD or the suitability of the composition of the BoD;
- b) in case of a significant impact on the reputation of a member of the BoD;
- c) in any case of occurrence of an event that may significantly affect the suitability of the BoD member, including cases in which members do not comply with the Conflict of Interests Management Policy of ThPA ~~SAS.A.~~
- d) annually, during the self-evaluation of the BoD for identifying gaps in the collective suitability of the members of the BoD and the committees of the BoD.

~~5.7.5.7~~ The BoD ensures on behalf of the Company the existence of an appropriate succession plan which defines the actions to be performed, for the smooth continuation of the management of the Company's affairs and decision-making after the exit of members of the BoD, ~~especially executive and members of committees.~~

5.8 The selection criteria are determined before the beginning of the selection process and cover all stages thereof, so that, in the event that the Company does not meet the required percentage for gender balance in accordance with this policy, it is ensured that, among candidates with the same qualifications in terms of competence, skills, and professional performance, priority is given to the candidate of the underrepresented gender, unless there are exceptional reasons that specifically justify the selection of the candidate of the other gender.

5.9 Candidates who have been considered in the selection process for appointment or election to a position on the Board of Directors shall, within twenty (20) days of submitting a request to the Company, receive detailed information regarding:

- a) the evaluation criteria on which the specific selection was based,
- b) the objective, comparative evaluation of the candidates resulting from the application of the criteria in item a), and
- c) the specific reasons that led to the exceptional selection of the candidate of the underrepresented gender, if such a case exists.

Article 6. Impediments to Participation – Lack of Suitability IMPEDIMENTS TO PARTICIPATION – LACK OF SUITABILITY

~~6.1. Impediments to being elected as a~~ An impediment to election or retention of membership on the Board of Directors is the issuance, within one (1) year prior to the election of the candidate member of the BoD may be the following:

~~6.1. A or at any time during his/her term of office, of a final court decision of any kind of court, criminal, civil, or administrative, recognizing the member's guilt~~ their liability for loss-making/damaging transactions with affiliated parties, both for listed and unlisted companies of Law No under L. 4548/2018, must not have been issued within one (1) year before the election of the candidate member with related parties.

Each candidate member shall submit to ThPA ~~S.A.~~, and specifically to the ThPA S.A. Remuneration and Nominations Committee of ThPA SA, a solemn ~~declaration~~ statement that ~~there is no such impediment.~~

~~6.2. An impediment they are not subject to maintaining the capacity of a member of the BoD of ThPA SA is when a final court decision of any kind of court, as described of the above, is issued within one (1) year from the election of the member to the BoD.~~

~~disqualifications and a copy of their criminal record.~~ Each member of the ~~BoD~~ Board of Directors shall immediately notify ~~ThPA SA, without delay, the Company~~ of the issuance of ~~any~~ relevant final court decision.

~~6.3-6.2.~~ Any other special impediments, obligations and conditions, which are set or will be set by legal provisions, apply in each case, regardless of the suitability criteria herein.

~~6.3.~~ Another condition for assigning authority to Company employees or third parties to manage and represent the Company or for maintaining such assignment in force, is that, within one (1) year, before or at the time of the assignment of authority to them or during the period of validity of the assignment, no final court decision has been issued recognizing their liability for damaging transactions of the Company or of a non-listed company under L. 4548/2018 with related parties. Each candidate for the assignment of the above powers shall submit to the Company a solemn statement stating that the impediment set forth herein does not apply and any person to whom such powers have been assigned shall immediately notify the Company of the issuance of any relevant final court decision.

~~6.4.~~ An impediment to the a member's participation of a member in the BoD Board of Directors as an independent non-executive member is the ~~possession, directly or indirectly, of a percentage~~ direct or indirect holding of voting rights greater than exceeding 0.5% of ThPA SA's the share capital, of ThPA S.A., as well as any ~~dependency~~ relationship of dependence, financial, business, family, or other ~~relationship, which, that~~ relationship, which, that may influence ~~his/her~~ their decisions and independent and objective judgment.

~~6.4.~~

Article 7. ~~Individual Suitability Criteria~~ INDIVIDUAL SUITABILITY CRITERIA

The individual suitability of the members of the BoD is evaluated in particular on the basis of the criteria mentioned below. The criteria are general and apply to all members of the BoD, regardless of their capacity as executive, non-executive or independent non-executive members:

~~7.1.~~ 7.1. Adequacy of knowledge and skills

Each member of the BoD has the required knowledge, skills and experience to perform his/her duties in view of the role, position and skills required by the Company to hold the relevant position. The experience covers both practical and professional experience, as well as the theoretical knowledge acquired.

For the purposes of assessing the theoretical knowledge of a member, the level and type of education (field of study and specialization) may be taken into account, especially if it is related to the activities of the Company or other related fields.

The practical experience covers the previous positions and the type of employment held by the member, taking into account the length of their stay in the respective position, the size of the respective entity, the scale and complexity of the business activity, the responsibilities exercised during their work, the number of subordinates, the nature of the entity's activities, etc.

In this case, the following may be considered in the context of the assessment of adequate knowledge and skills:

- a) the role and tasks of the position and the required skills,
- b) the knowledge and skills acquired through education and training,
- c) the practical and professional experience previously acquired, and
- d) the knowledge and skills acquired and demonstrated by their professional behavior and development.

The evaluation is not limited to the academic qualifications of the member or to the proof of a specific length of service. Instead, a thorough analysis of the member's experience and training is performed, as the knowledge and skills acquired from previous employment depend on the nature, scale and complexity of the business activity, as well as on the duties performed by the member and the degree of responsibility.

The executive members of the BoD may have acquired sufficient practical and professional experience if, for a sufficient period of time, they either held a position of responsibility or have conducted a business activity.

The evaluation takes into account whether the members of the BoD know and clearly understand the corporate governance arrangements of ThPA ~~SA~~ SA, as they arise from the Law and the Corporate Governance Code that it applies, their respective role and responsibilities, both as members of the BoD and as members of its committees and the structure of the group and possible conflicts of interest.

~~7.2. Morality~~ 7.2. Guarantees of integrity and reputation

The members of the BoD are distinguished for their good reputation and their ethos, which is mainly determined by honesty and integrity.

A member of the BoD is presumed to have a good reputation, honesty and integrity if, during the research that the Company will conduct to determine their suitability, there are no objective and justifiable reasons that suggest otherwise.

As part of this research, each candidate member and each elected member of the BoD submits to ThPA SAS.A a solemn declaration provided for in article 8 of Law No L 1599/86 (A' 75) stating responsibly that no final court decision has been issued against them, especially for infringements and offenses related to non-compliance with provisions of the legislation of the Hellenic Capital Market Commission or in general to financial crimes, as well as a decision of any Authority on their exclusion from the actions of a BoD and that they will notify ThPA SAS.A without delay of any such decision, if any.

In case a decision of any kind has been issued by a court that concerns or relates to the above offenses, as well as by an Authority related to the exclusion from actions of a BoD, it shall be mentioned by the member and the decision shall be presented.

In assessing the decision, individual suitability in order to determine whether the criterion of morality and good reputation of the member is met, the relevance of the offense to the role of the member, the seriousness of the offense and the general circumstances may be taken into account, including mitigating factors, the role of the person involved, the penalty imposed, the stage of the proceedings and any remedial measures implemented. It is helpful to consider the time that has passed and the person's behavior after the violation or offense.

~~7.3.~~ 7.3. Conflict of Interest

ThPA SAS.A has drafted and implements a Policy for the Prevention and Management of Conflicts of Interests Situations. Interest Policy

A conflict of interests is defined as a case in which a member of the BoD or a "person having close ties to the member" has private interests which could affect the performance of his or her duties and responsibilities.

Each candidate member of the BoD submits a solemn declaration and other declarations in accordance with ThPA S.A 's Conflict of Interest Policy, stating that there is no case of conflict of interests in accordance with the provisions of the Policy for the Prevention and Management of Conflicts of Interests Situations of ThPA SA.

During performance of their duties, each member shall, in accordance with the principle of transparency, immediately disclose to the other members of the BoD any of their own interests or of a "person having close ties to them" that may arise from transactions of ThPA SAS.A or an affiliated company within the meaning of the International Accounting Standard 24.

It is prohibited to pursue own interests to the detriment of the interests of ThPA ~~SAS.A.~~ or companies affiliated with it according to the above.

By exception, it may be acceptable for a member of the BoD to have conflicting interests, only if it is judged by a decision of the BoD that they:

- a) either do not constitute a substantial risk to ~~THPA,~~ ThPA S.A.
- b) or are significantly limited and/or subject to proper management.

All real and potential conflicts of interests at the level of the BoD shall be the subject of adequate notification to the BoD, analysis and discussion among all parties, including members of the BoD having a potential conflict of interests, followed by taking the necessary decisions in an informed manner.

The Board of Directors, with the eventual assistance of the Remuneration and Nominations Committee, the Internal Audit Division, the Risk Management and the Regulatory Compliance Office and the Legal Affairs Departments, Department assesses the substantial risk involved in the notified conflict of interest situation. If a conflict of interest situation is deemed to be substantial, adequate measures need to be taken to manage it. These measures should be aimed at significantly limiting and/or properly managing it, in accordance with the specific provisions of the ~~Policy for the Prevention and Management of Conflict of Interests Situations~~ Interest Policy and the current legislation.

It is noted that the above applies in accordance with the ~~Policy for the Prevention and Management of Conflict of Interests Situations~~ both to the Members of the BoD and to Company employees or any third party, to whom ~~responsibilities~~ authorities of the BoD have been assigned.

~~7.4.~~ 7.4. Independence of judgment

It is important for each BoD member to act independently. Absence of ~~a~~ conflict of interest ~~interests~~ does not necessarily mean that the member is acting independently. "Independence of thinking" or "independence of judgment" is a model of behavior during discussions and decision-making within the BoD and is required for each member, regardless of whether the member was appointed as "independent" by the General Assembly of Shareholders or not. All members of the BoD actively participate in the meetings and take their own correct, objective and independent decisions and make the related judgments in the performance of their duties.

"Objectivity" is defined as the impartial attitude and mentality, which allows the members of the BoD to perform their work as they deem appropriate and not to accept compromises in terms of quality. "Independence" means the non-existence of conditions that prevent the members of the BoD from exercising their duties in an impartial manner.

When assessing the independence of judgment, it is taken into account whether all members of the BoD have the necessary behavioral skills, which include, but are not limited to:

- ~~___~~ — the courage, conviction and vigor to perform a substantial evaluation and challenge the proposals or views of other members of the BoD,
- ~~___~~ — the ability to ask reasonable questions to the members of the BoD and in particular to its executive members and to exercise critique, and
- ~~___~~ — the ability to resist the phenomenon of group thinking.

~~7.5.~~ 7.5 Allocation of sufficient time

All members of the BoD shall have the time required to perform their duties based on their position, role and duties. In order to determine the adequacy of time, the capacity and responsibilities assigned to the member of the BoD, the number of positions held as a member of other BoDs and the resulting capacities held by that member at the same time, as well as other professional or personal commitments and conditions are taken into account.

ThPA ~~SA,S.A.~~, through the Remuneration and Nominations Committee, records the positions within the BoD and its Committees and the estimated minimum time required for the performance of duties per position and informs each candidate member of the BoD in writing of the expected time required to devote to his/her duties and in the meetings of the BoD and any other committees in which he/she participates as member. The Remuneration and Nominations Committee periodically re-evaluates the estimated minimum time requirements.

ThPA S.A. informs each candidate member of the Board of Directors of the expected time required for the performance of their duties, participating in BoD meetings and any other committees in which they serve as a member.

Each candidate member and each elected member of the BoD submits to ThPA ~~SA,S.A.~~ a formal statement, stating responsibly that he/she has been fully informed about the ~~necessary~~required time ~~set as necessary~~ and that shall be allocated for the duties and meetings of the BoD and any other committees in which he/she will participate as a member.

Each candidate and each elected member of the Board of Directors shall submit to ThPA S.A. a solemn declaration, by which they formally state that they have been fully informed of the time deemed necessary and that they are obliged to devote such time to the duties and meetings of the Board of Directors, as well as to any other committees in which they will participate as a member.

Article 8. ~~Collective Suitability Criteria~~ COLLECTIVE SUITABILITY CRITERIA

~~8.1.~~ 8.1. General

The BoD is suitable for the performance of its duties and its composition contributes to the effective management of the Company and the balanced decision-making.

The members of the BoD shall collectively be able to make appropriate decisions taking into account the business model, the risk appetite, the strategy and the markets in which ThPA ~~SA,S.A.~~ operates. Also, the members of the BoD shall collectively be able to effectively monitor and question the decisions of senior management.

~~There shall be an effort to cover all~~ All areas of knowledge required for ~~the~~ThPA S.A.'s business activities ~~of ThPA SA must, to the extend possible, be covered~~ by the ~~BoD~~Board of Directors collectively, with sufficient expertise among its members~~..~~. In particular, there

~~shall~~must be a sufficient number of knowledgeable members in each area, to enable a discussion on the decisions to be taken. BoD members shall collectively have the necessary skills to present their views.

The composition of the BoD reflects the knowledge, skills and experience required for members to perform their responsibilities. In this context, the BoD as a whole is required to have an adequate understanding of the areas for which members are collectively responsible, and to have the necessary skills to perform the actual management and supervision of the Company, including, but not limited to:

- any of the business activities of ThPA ~~SAS.A.~~ and the key risks associated with them
- strategic planning
- financial reporting
- compliance with the legislative and regulatory framework
- ~~understanding~~ corporate governance issues
- understanding sustainability issues
- the ability to identify and manage risks
- the impact of technology on the Company's activity
- adequate gender representation.

In particular, the members that participate in committees of the BoD collectively have the specialized knowledge and skills, as well as sufficient ~~work~~ experience in the subject of these committees.

ThPA ~~SAS.A.~~ implements appropriate procedures for the smooth integration of new members in the BoD, as well as for the continuous training of the members of the BoD and its committees.

ThPA S.A. has the primary responsibility for identifying any gaps in collective suitability. To this purpose, the Board of Directors conducts an annual self-assessment. The evaluation of the Board of Directors by third-party consultants is conducted in accordance with the Corporate Governance Code applied by the Company

~~8.2.~~ 8.2. Adequate gender representation

ThPA ~~SAS.A.~~ shall have an adequate gender representation of at least twenty-five percent (25%) of the total members of the BoD. ~~If a fraction occurs, it is rounded to the previous integer.~~ subject to paragraph 3 of Article 3A of L.4706/2020, as added by Article 5 of L. 5178/2025, according to which, from 30/06/2026, the aforementioned percentage shall not be less than thirty-three percent (33%) of the total number of BoD members. If a fraction occurs, it is rounded to the nearest whole number. The Remuneration and Nominations Committee takes this criterion into account when submitting proposals for the appointment of BoD members.

When the Board of Directors of the Company includes three (3) or more executive members, the aforementioned thirty-three percent (33%) shall include at least one (1) executive member of the underrepresented gender.

In general, equal treatment and equal opportunities between genders are ensured, both in terms of the selection of ~~board~~BoD members and in terms of providing training to these members.

~~8.3.~~ 8.3. Diversity criterion

The criterion of diversity, as described in ThPA S.A.'s Diversity Policy, applies and is implemented to the members of the ThPA S.A.'s BoD~~of ThPA SA~~. The selection of the composition of the BoD members~~of the BoD~~ shall aim at a diverse group of members, with an important parameter of this criterion being the selection of members with different nationalities, in order to contribute, through the accumulation of a wide range of thinking, experiences, qualifications and skills, to a variety of views and experiences during the dialogue in meetings, in order for them to lead to the most appropriate decision among a wider range of options.

No one shall be excluded from membership in the BoD on grounds of discrimination based on sex, race, color, ethnic or social origin, religion or belief, property, birth, disability, age or sexual orientation.

Article 9. Implementation, monitoring and modification of the Suitability Policy

IMPLEMENTATION, MONITORING AND MODIFICATION OF THE SUITABILITY POLICY

9.1. ThPA ~~SAS.A.~~ seeks to harmonize its Suitability Policy with the general framework of corporate governance, corporate culture and risk appetite that has been defined, as well as it provides for and follows the necessary procedures for the implementation of this Policy.

~~9.2.~~ Monitoring the implementation of the Suitability Policy is the responsibility of the BoD, which has primarily the responsibility of identifying gaps in terms of collective suitability. To this end, the BoD conducts its self-assessment annually or in cases of changes in the composition of the BoD or in cases of significant changes in the business model, strategy or risk appetite of ThPA ~~SAS.A.~~. The evaluation of the BoD by third parties is ~~also desirable-conducted according to the Corporate Governance Code implemented by the Company.~~ The annual Corporate Governance Statement of ThPA ~~SAS.A.~~ includes a relevant report.

~~9.2.~~ In addition, on an annual basis per financial year and in any case before the publication of the annual financial report, it is reviewed by the BoD that there is no dependency impediment for independent non-executive members, especially those

~~referred to in 6.4., which may influence decisions and their independent and objective judgment.~~

- 9.3.** In the event that, during the above annual review or in the event that at any time it is found that the independence conditions have ceased to exist for an independent non-executive member, the Board of Directors takes the appropriate replacement measures. In the event that a violation of any of the suitability criteria is noticed for any of the members of the BoD, based on the Suitability Policy of ThPA ~~SA,S.A.~~, for reasons that this person could not prevent even with extreme due diligence, the competent body of the company immediately terminates and replaces the member within three (3) months.
- 9.4.** Decisions regarding the Suitability Policy, the relevant references in the annual Corporate Governance Statements of ThPA ~~SA,S.A.~~ and the solemn declarations of the members of the BoD and each candidate member of the BoD are kept by the Secretariat of the BoD in a file ("Archive of Members of the Board of Directors") for a period of twenty (20) years, which may be in electronic form. This way also ThPA ~~SA,S.A.~~ keeps the results of the suitability assessment and in particular any weaknesses identified between the projected and actual individual and collective suitability, so that the necessary measures and corrective decisions can be taken to address these deficiencies, taking into account, inter alia, the recommendations of the Remuneration and Nominations Committee, the Internal Audit ~~Department~~Division or/and the Regulatory Compliance Office and any other external bodies.