



## **REVISED INVITATION TO THE GENERAL ORDINARY SHAREHOLDERS MEETING**

The Board of Directors of the Limited Company with the corporate name "ORGANISMOS LIMENOS THESSALONIKIS ANONYMI ETERIA [THESSALONIKI PORT AUTHORITY S.A.] trading as OLTH S.A. (LC Reg. No. 42807/06/B/99/30), with registered offices in Thessaloniki, hereby

### **Invites**

its Shareholders according to Codified law 2190/1920, as it is in effect, and the Company's Articles of Association, and following the decisions of the Board of Directors, (30/5/2013 and 12/6/2013) to the General Meeting to be held on Thursday, 27<sup>th</sup> June 2013, at 13.00 p.m in Thessaloniki, at Warehouse D, 1st Port Pier, on the following Agenda items:

### **AGENDA ITEMS**

1. Submission and approval of the Company's Annual Financial Report for the accounting period from 01.01.2012 to 31.12.2012, accompanied by the annual Management Report by the Board of Directors, the Independent Auditors' Report and the Corporate Governance Statement.
2. Appropriation of Annual Earnings and decision on the distribution of dividends to the company's Shareholders.
3. Release of the Board of Directors members and of the Company's Independent Auditors from any and all liability regarding the proceedings of the Company's 13<sup>th</sup> fiscal year.
4. Approval of the fees – remunerations paid to BoD members of the fiscal year 2012, and pre-approval of their fees - remunerations that will be paid during the next fiscal year.
5. Election of Certified Auditors for the current accounting period, and approval of their fees.
6. Amendments to the Company's Articles 6 and 7 of Association.
7. Replacement of Board of Directors members.
8. Various announcements.

In accordance to the article 26, par. 2b and 28a of the law 2190/1920, as it is in effect, the company informs the shareholders the following:

#### **I. Right to participate in the General Meeting**

In the General Meeting of 27/6/2013 eligible to participate and vote, on the start is any person appearing as shareholder of the Company in the Dematerialised Securities file, kept electronically by the company "HELLENIC EXCHANGE HOLDING, CLEARING, SETTLEMENT & REGISTRY S.A." (HELEX). Proof of shareholder's capacity is verified by submitting relevant written confirmation from HEL.EX or electronically by the Company's online connection to HEL.EX.

The shareholder's capacity must be in force at the start of 22/6/2013 ("Record Date"), i.e. the fifth (5th) day prior to the date of the Annual General Meeting on 27/6/2013 and the relevant written confirmation or electronic certification concerning the shareholder must reach the Company no later than 24/6/2013 i.e. the third (3rd) day before the date of the Annual General Meeting.

For the Company, eligible to participate and vote in the General Meeting shall only be the persons having shareholder status on the corresponding record date. Where a shareholder fails to comply with the provisions of article 28(a) of C.L. 2190/1920, such shareholder may participate in the General Meeting only after being granted permission by it. The exercise of this right does not require the blocking of shares or any other process which restricts the shareholders' ability to sell and/or transfer shares during the period between the Record Date and the General Meeting.

The participation in the General Meeting by electronic means and the voting by distance through electronic means are not possible.

Each share gives right to one vote.

## **II. Procedure for the exercise of voting rights by proxy**

Eligible shareholders may participate in the General Meeting either in person or in proxy. Each shareholder may appoint up to three (3) proxies. Legal entities participate in the General meeting by appointing up to three (3) natural persons as their proxies. However, in cases where a shareholder owns Company shares that are held in more than one Investor Securities Account, the above limitation does not prevent the shareholder from appointing separate proxies for the shares appearing in each Account.

A proxy holding proxies from several shareholders may vote differently for each shareholder.

Appointment and revocation of representatives shall be made in writing and notified to the Company's offices at the address given above at least three (3) days before the date set for the General Meeting, i.e. by 24 June 2013.

The Company has posted on its webpage, [www.thpa.gr](http://www.thpa.gr), a form to be used by shareholders for the appointment of a proxy, while shareholders may also obtain a hard copy from the Company's Investor Relations & Corporate Announcements dpt, (Gate 11), building of Technical Support, 2<sup>nd</sup> floor.

The proxy of a shareholder is required to notify the Company prior to the General Meeting of any fact which may be of use to shareholders in assessing the risk of such proxy serving interests other than those of the shareholder concerned. A conflict of interests in accordance with the above may arise in particular when the representative concerned: (a) is a shareholder exercising control over the Company or is another legal person or entity that is controlled by that shareholder; (b) is a member of the Board of Directors or in general of the Management of the Company or of a shareholder exercising control over the Company or is another legal person or entity that is controlled by that shareholder exercising control over the Company; (c) is an employee or certified auditor of the Company or of a shareholder exercising control over the Company or of another legal person or entity controlled by a shareholder exercising control over the Company; or (d) is a spouse or relative in the first degree of one of the natural persons mentioned in cases (a) to (c) above.

## **III. Rights of minority shareholders**

1. In accordance to article 39 of the law 2190/1920, the company informs that shareholders representing one twentieth (1/20) of the Company's paid-up share capital may request the Board of Directors to include additional items on the Agenda for the General Meeting, following a relevant application which must be received by the Board of Directors at least fifteen (15) days before the date set for the General Meeting, i.e. by 12 June 2013. The application for including additional items on the

Agenda shall be accompanied by a justification of reasons for it or by a draft resolution for approval by the General Meeting in accordance with the provisions of article 39 par. 2 of C.L. 2190/1920.

The revised Agenda shall be publicised in the same way as the original Agenda, thirteen (13) days before the date set for the General Meeting, i.e. on 14 June 2013, and shall be made available simultaneously to the shareholders on the Company's website, together with the accompanying justification or draft resolution submitted by the shareholders in accordance with the provisions of article 27 par. 3 of C.L. 2190/1920.

2. Following an application submitted by shareholders representing one twentieth (1/20) of the Company's paid-up share capital, the Board of Directors shall make available to the shareholders, in accordance with the provisions of article 27 par. 3 of C.L. 2190/1920, at least six (6) days before the date set for the General Meeting, i.e. by 21 June 2013 at the latest, draft resolutions for the items included in the original or revised Agenda, provided that the corresponding application is received by the Board of Directors at least seven (7) days before the date set for the General Meeting, i.e. by 20 June 2013.

3. Following an application by any shareholder, such application to be submitted to the Company at least five (5) days before the date set for the General Meeting, i.e. by 21 June 2013, the Board of Directors is obliged to provide to the General Meeting the specific information applied for regarding Company affairs, to the extent to which these are of use in the actual assessment of the items on the Agenda. The obligation to provide information shall not exist if such information is already available from the Company's website.

4. Following an application by shareholders representing one fifth (1/5) of the Company's paid-up share capital, such application to be submitted to the Company within at least five (5) full days before the date set for the General Meeting, i.e. by 21 June 2013, the Board of Directors is obliged to provide to the General Meeting information on the course of Company affairs and the status of the Company's assets.

In order to exercise any of the above rights, applicant shareholders must supply proof of their shareholder status and of the number of shares in their possession at the time of exercise of the corresponding right. Such proof is provided by submitting the relevant written confirmation from HELEX, where the securities are held or by certifying the shareholder capacity directly through the Company's online connection with HELEX's records.

The information of article 27 par. 3 of C.L. 2190/1920, including the present invitation, the form for the appointment of one or more representatives and the draft resolutions on the items of the agenda shall be available in electronic form from the Company's website, [www.thpa.gr](http://www.thpa.gr). The full text of the draft resolutions and of any documents provided for under article 27 par. 3 of C.L. 2190/1920 shall be supplied to shareholders upon request in hard copy from the Company's Shareholders & Corporate Announcements Department (Gate 11), building of Technical Support ((tel 2310-593-320 e-mail: [shares@thpa.gr](mailto:shares@thpa.gr)).

Thessaloniki 12 June 2013

The Board of Directors