



**DRAFT DECISIONS OF THE 23<sup>rd</sup> JUNE 2021  
ANNUAL GENERAL SHAREHOLDERS MEETING**

**Item 1: Submission and approval of the Company's Annual Financial Statements of the 21<sup>st</sup> fiscal year (01.01.2020 - 31.12.2020), with the relevant Reports and Declarations by the Board of Directors and the Chartered 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 (1.1.2020 to 31.12.2020) 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 Notes to the Accounts, as well as the Corporate Governance Statement. The Financial Statements and the Management Report of the Board of Directors were approved by the Board of Directors on 21.04.2021 and are available to the shareholders on the company's website.

<https://www.thpa.gr/index.php/en/olth/investor-relations/annual-reports/item/658-aok2020en>

**Item 2: Appropriation of Annual Earnings for the fiscal year 2020 and approval of 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 proposal of the Board of Directors to the General Meeting is to approve the appropriation of the profit for the fiscal year 2020 as per the following table:

Amounts in euro (€):

Profit before Taxes	24.588.146,03
Income Tax	-4.504.477,55
Profits net of Taxes	<b>20.083.668,48</b>
Profits for appropriation	20.083.668,48
Statutory reserves (5%)	-1.004.183,42
Remaining Profits	<b>19.079.485,06</b>
Proposed Dividend (1,42€) *	<b>-14.313.600,00</b>
Remaining Profits	<b>4.765.885,06</b>

\* 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 €14.313.600 as dividend payment, that is, €1,42 per share. After deducting the tax of 5%, the net dividend payment per share is €1,349. The ex-dividend proposed date is Wednesday, June 30, 2021, the dividend beneficiaries proposed date "Record date" is Thursday, July 1, 2021 and the proposed date of the dividend payment is Wednesday, July 7, 2021. 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: Briefing from the Audit Committee to the shareholders about the activities of the Audit Committee during the financial year 2020 and submission of the annual report of the activities of the Audit Committee, according to article 44 par. 1 of Law 4449/2017.**

**The Annual Report of the Audit Committee is submitted to the General Meeting in accordance with article 44, par.10 of Law 4449/2017, as in force and is not put to a vote.**

Update from the Audit Committee to the shareholders about the activities of the Audit Committee during the fiscal year 2020 and submission of the Annual Report of the Audit Committee, according to article 44 par. 10 of Law 4449/2017, which has been posted on Company's website.

[https://www.thpa.gr/index.php/en/olth/investor-relations/gen\\_meetings\\_en](https://www.thpa.gr/index.php/en/olth/investor-relations/gen_meetings_en)

**Item 4: Approval of the Overall Management by the Board of Directors for the fiscal year 2020 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 01.01.2020-31.12.2020, 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 2020, in accordance with par.1, case c) of article 117 of Law 4548/2018.

**Item 5: Approval of the Overall Management by the Board of Directors for the financial 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 provide their approval to 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, which was not provided by the Annual General Meeting on the 30<sup>th</sup> of June 2020.

**Item 6: Approval of remuneration-compensation paid to the members of the Board of Directors and to the Audit Committee members, for the financial 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 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 of the Audit Committee during the fiscal year 2020, which amounted to € 337.865,41 gross and is analysed as follows:

- Remuneration-compensation of the Chairman & Managing Director from 1/01-30/6/2020 140.690,39 €.
- Remuneration-compensation of the Executive Chairman of the BoD from 30/06- 31/12/2020, 141.442,25 €
- Remunerations-compensations of the Audit Committee members 55.732,77 €.

In addition, a compensation was paid to the Chairman of the BoD and Managing Director from 1/01-30/6/2020 amounting to 1.503.780,50 € for the termination of his contract in accordance with the decision of the General Meeting of 30.06.2020.

**Item 7: Pre-approval of the remuneration-compensation of the members of the Board of Directors and the Committees of the BoD, for the financial year 2021.**

**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 submits to the Annual General Meeting a proposal for pre-approval of the compensations - remunerations that will be paid to the members of the Board of Directors and the members of the following Committees during the financial year 2021:

- The Executive Chairman of the Board does not receive any remuneration/compensation due to his capacity as Chairman of the Board and his participation in the Board, so no approval is required. (He receives remuneration by virtue of his individual employment contract).
- The Managing Director does not receive any remuneration/compensation due to his capacity as Managing Director and his participation in the Board, so no approval is required. (He received remuneration by virtue of his individual employment contract)
- the remuneration of the Members of the Audit Committee is proposed to remain the same as in the year 2020, i.e. monthly remuneration per member € 1,000 net, after taxes and deductions
- for the members of the Remuneration Committee and the Nomination Committee, no compensation will be paid.

**Item 8: 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. 7577/28.05.2021 the Remuneration Report for the fiscal year 2020 and suggests to the General Shareholders Meeting the approval of its content, as it is available to shareholders on the Company's website. [https://www.thpa.gr/index.php/en/olth/investor-relations/gen\\_meetings\\_en](https://www.thpa.gr/index.php/en/olth/investor-relations/gen_meetings_en)

**Item 9: Appointment of the Chartered Auditor Company for the fiscal year 2021 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 2021 (regular and tax audit) with a fee of €54.150.

**Item 10: 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.).**

**Required quorum: 1/2 (50%) of the paid-up share capital of the Company for the amendment of article 3 and 1/5 (20%) for the amendment of the other articles**

**Required majority: 2/3 of the votes represented in the General Meeting for the amendment of article 3 and 50% +1 for the amendment of the other articles of the votes represented in the General Meeting**

The Board of Directors proposes to the General Meeting the amendment of articles 3, 4, 7§4, 8§1, 9§§1,3,5, 10 (addition §3) and 12 of the Company's Articles of Association, as follows:

**Article 3§1, 2 par. (d) and addition of paragraph (i) "Objective".**

**Current Article:  
Article 3 "Objective"**

1. The objective of the Company is to fulfill the obligations, to perform the activities and exercise the powers ensuing from the concession contract concluded between the Company and the Greek Government on June 27, 2001, with respect to the use and exploitation of specific areas and assets inside the port of Thessaloniki, as such (concession contract) can be amended and is in force on every occasion (the "Concession Contract").

2. In order to fulfill its objective, as such is described in paragraph 1 above, the Company may, indicatively but not limited to:

- (a) exploit all rights granted to it in the context of the Concession Contract and to maintain, develop and exploit that assets under concession, pursuant to what is established in the Concession Contract;
- (b) provide services and easements to ships, cargoes and passengers, including the mooring of ships as well as the management of cargoes and passengers to and from the port;
- (c) install, organize and exploit any type of port infrastructure;
- (d) undertake any activity associated with the Port of Thessaloniki and any commercial activity associated with the Port of Thessaloniki or that may reasonably follow from such an activity;
- (e) contract third parties for the provision of port services of any kind by them;
- (f) award contracts for works;
- (g) perform any additional activity deemed purposeful or usual for the proper exercise of its business activity and its operation, pursuant to the Concession Contract, and
- (i) undertake any other activity, transaction or action from those performed by commercial companies in general.

**Proposed wording of articles and addition of subpar. (j) in par. 2:**

1. The objective of the Company is to fulfill the obligations, to perform the activities and exercise the powers ensuing from the concession contract concluded between the Company and the Greek Government on June 27, 2001, with respect to the use and exploitation of specific areas and assets inside the port of Thessaloniki, as such (concession contract) can be amended and is in force on every occasion (the "Concession Contract"), **the participation in the capital of other companies, of any form and for any objective, the control and management of these companies and the divestment of the above participation, the establishment and participation in joint ventures or in general in companies of any form as well as their control and management, the use, utilization and exploitation of premises, buildings, infrastructure and in general assets of any other Port, the management of each Port and as a provider of integrated port services within them, such as the rights and obligations which will result from the Concession Agreements that will be concluded between the companies under management and the Greek State or the Company itself.**

2. In order to fulfill its objective, as such is described in paragraph 1 above, the Company may, indicatively but not limited to:

- (a) exploit all rights granted to it in the context of the Concession Contract and to maintain, develop and exploit that assets under concession, pursuant to what is established in the Concession Contract;
- (b) provide services and easements to ships, cargoes and passengers, including the mooring of ships as well as the management of cargoes and passengers to and from the port;
- (c) install, organize and exploit any type of port infrastructure;
- (d) **undertake any activity associated with the Port of Thessaloniki as well as other Ports and any commercial activity associated with the Port of Thessaloniki and other Ports or that may reasonably follow from such an activity, both domestically and internationally;**
- (e) contract third parties for the provision of port services of any kind by them;
- (f) award contracts for works;
- (g) perform any additional activity deemed purposeful or usual for the proper exercise of its business activity and its operation, pursuant to the Concession Contract,
- (i) undertake any other activity, transaction or action from those performed by commercial companies in general, and
- (j) **to generally carry out any act or action to achieve its objectives under par. 1 above.**

**Article 4 "Term". Grammar correction without substantial modification.**

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

The duration of the Company is set to indefinite period.

**Proposed new wording:**

The duration of the Company is set as indefinite.

**Article 7 §4 “Board of Directors- Election of Members”. Compliance with Law N.4706/2020.**

**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 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 of 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.

**Proposed new wording:**

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, [in accordance with the Suitability Policy of the Company and Rules of Procedure of the Board of Directors of THPA S.A.](#)
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 of 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 8 §1 "Formation of the Board of Directors in a Body". Compliance with Law 4706/2020.**

**Current Article:**

**Article 8 "Formation of the Board of Directors in a Body"**

1. The Board of Directors elects one Member as Chairman and may elect up to two (2) more members as the Chairman's alternates replacing him when the latter is absent.
2. The Board of Directors shall elect one Member as the Chief Executive Officer. The offices of the Chief Executive Officer and the Chairman may but are not required to coincide in the same individual.
3. This article does not limit in any way the BoD's discretion in transferring its powers to any person, pursuant to the legislation in force.

**Proposed new wording:**

1. **The Board of Directors elects one Member as Chairman and one Member as Vice-Chairman.**
2. The Board of Directors shall elect one Member as the Chief Executive Officer. The offices of the Chief Executive Officer and the Chairman may but are not required to coincide in the same individual.
3. This article does not limit in any way the BoD's discretion in transferring its powers to any person, pursuant to the legislation in force.

**Article 9 (§1, 3 and 5) "Meetings of the Board of Directors".**

**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. The Board of Directors may also validly meet in Athens.
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.

**Proposed new wording:**

1. The Board of Directors convenes in Thessaloniki or in Athens.
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, in case of his/her impediment, the Vice-Chairman shall chair 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. Copies and excerpts of the minutes shall be issued by the President. The Chairman may, by his authority, authorize the Vice-Chairman or the Chief Executive Officer to issue copies and extracts of minutes. The signatures of the consultants or their representatives in the minutes can be replaced by exchanging messages via e-mail 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 10 (addition §3) "Powers of the Board of Directors"**. Provision of the possibility of explicit assignment of powers or duties by the Board of Directors to the Executive Committee and provision of its operating conditions in accordance with Law 4548/2018.

**Current Article**

**Article 10 "Powers of the Board of Directors"**

1. The Board of Directors is competent to decide with no limitation (with the exception of those issues explicitly designated to belong to the jurisdiction of the General Meeting) on any action relating to the management and administration of the Company, its assets and the pursuit of its objective in general, as well as to represent the Company in and out of court.
2. The Board of Directors may assign the exercise of part or all of its powers to one or more individuals, to members of the Board of Directors or to non-members, to Company employees or and third parties, designating the scope of the powers assigned to them. These individuals to whom the aforementioned powers have been assigned shall bind the Company as its representative to the extent of the powers that have been assigned to them.

**Proposed new Article with addition par. 3:**

1. The Board of Directors is competent to decide with no limitation (with the exception of those issues explicitly designated to belong to the jurisdiction of the General Meeting) on any action relating to the management and administration of the Company, its assets and the pursuit of its objective in general, as well as to represent the Company in and out of court.

2. The Board of Directors may assign the exercise of part or all of its powers to one or more individuals, to members of the Board of Directors or to non-members, to Company employees or and third parties, designating the scope of the powers assigned to them. These individuals to whom the aforementioned powers have been assigned shall bind the Company as its representative to the extent of the powers that have been assigned to them.

3. Certain powers or duties of the Board of Directors may be assigned to the Executive Committee of ThPA S.A. The respective composition, the tasks, the way of making decisions, as well as any issue that concerns the operation of the Executive Committee, are regulated and modified by a decision of the Board of Directors. Its responsibilities are regulated and amended each time by the current decision of the Board of Directors on the representation of THPA S.A. and the delegation of its responsibilities.

**Article 12 (§1, 2) “Audit Committee”. Amendment of par. 1 and deletion of par. 2.**

**Current Article**

Article 12  
“Audit Committee”

1. The Company has an Audit Committee comprising of three (3) members of the Board of Directors. If the Fund or its legal successor continues to hold at least 504,000 ordinary shares with a par value of € 3,00 each or each of the equivalent number of ordinary shares with voting rights arising from those shares as a result of any change in the par value per share (and for the avoidance of dispute, without regard to any variation in the percentage of the total issue shares of the Company represented by those shares from time to time) the Board member designated by the Fund in accordance with Article 7 paragraph 6 shall participate in the Audit Committee.

2. The Audit Committee is elected by the General Meeting of Shareholders. The Fund shall exercise its right to appoint its representative to the Audit Committee by a declaration to be submitted to the General Meeting of Shareholders at the election of the members of the Audit Committee.

**Proposed new wording and delete paragraph 2:**

1. The Company has an Audit Committee according to article 44 of law 4449/2017 as amended according to article 74 of law 4706/2020 comprising of three (3) members of the Board of Directors. If the Fund or its legal successor continues to hold at least 504,000 ordinary shares with a par value of € 3,00 each or each of the equivalent number of ordinary shares with voting rights arising from those shares as a result of any change in the par value per share (and for the avoidance of dispute, without regard to any variation in the percentage of the total issue shares of the Company represented by those shares from time to time) the Board member designated by the Fund in accordance with Article 7 paragraph 6 shall participate in the Audit Committee.

2. ~~The Audit Committee is elected by the General Meeting of Shareholders. The Fund shall exercise its right to appoint its representative to the Audit Committee by a declaration to be submitted to the General Meeting of Shareholders at the election of the members of the Audit Committee.~~

**Item 11: Approval of the Suitability Policy of the members of the board of directors. (article 3§3 Law 4706/2020).**

**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 suggests to the General Meeting of the Shareholders, the approval of the Suitability Policy of the members of the Board of Directors, as it has been approved with the number 7574/28.5.2021 decision of the Board of Directors/THPA SA and is available to the shareholders on the Company's website [https://www.thpa.gr/index.php/en/olth/investor-relations/gen\\_meetings\\_en](https://www.thpa.gr/index.php/en/olth/investor-relations/gen_meetings_en).

**Item 12: Granting permission pursuant to article 98 par. 1 of Law 4548/2018 at the Members of the Board of Directors, as well as to the 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 grant 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 companies pursuing similar or associated 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. Detailed information about the CVs of the proposed members of the Board, which fulfill the provisions of the legislative framework regarding the criteria of suitability, diversity as well as the requirements for independence, are available on the Company's website. [https://www.thpa.gr/index.php/en/olth/investor-relations/gen\\_meetings\\_en](https://www.thpa.gr/index.php/en/olth/investor-relations/gen_meetings_en)

**Item 14: Election of a new Audit Committee (redefinition of type, composition, number, and term of office) and amendment of Article 12 of Association 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**

The Board of Directors proposes in the General Meeting the re-appointment of a new Audit Committee as a committee of the Board of Directors, according to article 44 para. 1 a), aa) of Law 4449/17, as amended by No. 74 of Law 4706/20, which will consist of three (3) non-executive members of the Board, at least two (2) of them being independent members, and with tenure of two years from the election of the Audit Committee by the Ordinary General Meeting on 23.6.2021, i.e. until 23.6.2023. The members of the Committee will be appointed by the Board of Directors according to article 44 para. 1 c of Law 4449/2017.

In order to reappointment the Audit Committee as a committee of the Board of Directors according to art. 44 of law 4449/2017, it is proposed the wording of article 12 of association as follows:

**Current Article**

Article 12

“Audit Committee”

1. The Company has an Audit Committee comprising of three (3) members of the Board of Directors. If the Fund or its legal successor continues to hold at least 504,000 ordinary shares with a par value of € 3,00 each or each of the equivalent number of ordinary shares with voting rights arising from those shares as a result of any change in the par value per share (and for the avoidance of dispute, without regard to any variation in the percentage of the total issue shares of the Company represented by those shares from time to time) the Board member designated by the Fund in accordance with Article 7 paragraph 6 shall participate in the Audit Committee.

2. The Audit Committee is elected by the General Meeting of Shareholders. The Fund shall exercise its right to appoint its representative to the Audit Committee by a declaration to be submitted to the General Meeting of Shareholders at the election of the members of the Audit Committee.

**Proposed new wording and delete paragraph 2:**

1. The Company has an Audit Committee [according to article 44 of law 4449/2017 as amended according to article 74 of law 4706/2020](#) comprising of three (3) members of the Board of Directors. If the Fund or its legal successor continues to hold at least 504,000 ordinary shares with a par value of € 3,00

each or each of the equivalent number of ordinary shares with voting rights arising from those shares as a result of any change in the par value per share (and for the avoidance of dispute, without regard to any variation in the percentage of the total issue shares of the Company represented by those shares from time to time) the Board member designated by the Fund in accordance with Article 7 paragraph 6 shall participate in the Audit Committee.

2. ~~The Audit Committee is elected by the General Meeting of Shareholders. The Fund shall exercise its right to appoint its representative to the Audit Committee by a declaration to be submitted to the General Meeting of Shareholders at the election of the members of the Audit Committee.~~

This proposal is harmonized on the one hand with the amendment of the provision of art. 44 of law 4449/2017 and on the other hand with the amendment of article 12 of the Company's articles of association proposed in the 10th issue.

### **Announcements**

1. Acceptance of the resignation of Mr. Boris Wenzel from a Member of the Board and from the position of the Deputy Chairman of the Board.