

CHARTER OF COMPANY WITH TRADE NAME  
THESSALONIKI PORT AUTHORITY S.A.  
(as in force following the Decision of the Annual Ordinary General Meeting of the  
Shareholders of the THPA SA dated on 23<sup>th</sup> of June 2021)

CHAPTER A'  
IDENTITY AND COMPANY TRADE NAME –  
REGISTERED OFFICE – TERM

Article 1  
Identity and Trade Name

1. This Charter regulates the operation of public limited company with trade name “Thessaloniki Port Authority Societe Anonyme) and mark designation (ThPA S.A.) (in English: “ThPA S.A.”). which has been registered in the General Commercial Registry under number 058231004000 (hereinafter the “Company”).
2. For its international transactions and actions, the Company may use its trade name, appropriately translated, or transliterated using Latin characters.

Article 2  
Registered Office

1. The Company has its registered office in the Municipality of Thessaloniki of the Region of Central Macedonia.
2. The Company may establish branches, agencies and premises domestically or abroad, by a decision by its Board of Directors. Any such decision will include a summary of the terms for the incorporation and operation of such branches, agencies and premises.

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 State 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, and
- (h) undertake any other activity, transaction or action from those performed by commercial companies in general.
- (i) to generally carry out any act or action to achieve its objectives under par. 1 above.

#### Article 4 Term

The duration of the Company is set to indefinite period.

#### CHAPTER B' SHARE CAPITAL - SHARES

#### Article 5 Share Capital

1. The share capital of the Company amounts to Thirty Million Two Hundred and Forty Thousand Euros (€30.240.000) and is divided into Ten Million and Eighty Thousand (10.080.000) nominal shares with a face value of Three Euros (€3) each one.
2. The share capital of the Company was shaped to the figure above, as follows:
  - (a) pursuant to Law 2688/1999 the initial share capital of the Company was designated to the sum of One Hundred Million Drachmas (Drch. 100.000.000).
  - (b) By virtue of the resolution adopted by the Extraordinary General Meeting of the Company of December 20, 2000, the share capital was increased by the amount of four hundred and twenty-five million, seven hundred and seventy-five thousand Drachmas (Drch. 425.775.000), while the increase in question was carried out with payments in cash on behalf of the Greek Government.
  - (c) By virtue of the resolution adopted by the Extraordinary General Meeting of Company shareholders of February 9, 2001, the share capital was increased by the sum of sixty-seven million, seven hundred and thirty thousand and thirty-one Drachmas (Drch. 67.730.031) and this share increase was performed by payments in cash on behalf of the Greek Government.

(d) By virtue of the resolution adopted by the Extraordinary General Meeting of Company shareholders of April 11, 2001, the share capital of the Company was increased by the sum of Nine Billion, Seven Hundred and Ninety-Six Million, Seven Hundred and Twenty-Five Thousand Drachmas (Drch. 9.796.725.000), by means of the capitalization of the equal in amount assets of ThPA SA contributed in kind, and more specifically, its fixed and movable assets, with May 31, 2000 as the reference date for the valuation, pursuant to the provision of article 145, Law 2881/2001, and

(e) by virtue of the resolution adopted by the Extraordinary General Meeting of Company Shareholders on June 21, 2001, the share capital of the Company was increased by the sum of Fourteen Million, Forty-Nine Thousand, Nine Hundred and Sixty Nine Drachmas (Drch.14.049.969), by the capitalization of an equal in amount part of the special tax-free reserve of Law 2881/2001.

#### Article 6 Shares

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

#### CHAPTER C' CORPORATE BODIES

#### 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 loses its capacity cannot be replaced by a substitute member elected by the General Meeting, the Board of Directors may, by virtue of a decision taken by its remaining Members, provided they are at least three (3), to elect new Members in order for them to replace those who lost the capacity of the Member, in accordance with the Company's Suitability Policy 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

##### Formation of the Board of Directors into a Body

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

##### Meetings of the Board of Directors

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. Copies and excerpts of the minutes shall be issued by the Chairman. The Chairman may, by his authorization, delegate to the Vice-Chairman or to the Chief Executive Officer the issuance of copies and excerpts of 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 Chairman. 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 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.
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 11 General Meeting

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

## Article 12 Audit Committee

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.

## CHAPTER D'

### Article 13 Fiscal Year

The fiscal year of the Company lasts for twelve months, commencing on January 1 and ending on December 31 of each year.

Article 14

For all issues that are not explicitly regulated by this Charter, the rules applicable for public limited companies whose shares are listed in the Athens Stock Exchange shall apply.

**Thessaloniki 23/06/2021**  
**THE CHAIRMAN OF ORDINARY GENERAL MEETING**

**ATHANASIOS LIAGKOS**