



**Thessaloniki Port Authority S.A.**

## **Summary of Internal Regulation**

*in accordance with article 14 par. 2 of Law 4706/2020*

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## 1. Introduction

ThPA SA is the legal entity that has taken over the management and operation of the Port of Thessaloniki according to the concession agreement between the Company and the Greek State of 27 June 2001, as amended on 2.2.2018 (Law 4522/18, A'39) regarding the use and exploitation of certain areas and assets within the port of Thessaloniki as amended and in force.

The Regulation, inter alia, defines:

- a) The organizational structure, the roles of the organizational units, the standing committees of the Company, as well as the duties of their heads and their reporting lines.
- b) A reference to the main characteristics of the Internal Control System, i.e. the operation of the internal audit department and compliance and risk management officer.
- c) The process of hiring senior managers and evaluating their performance.
- d) The process of compliance of persons holding managerial duties, as defined in Article 3 par. 1 num. 25 of Regulation (EU) 596/2014, and persons having close ties with them, including the obligations arising from the provisions of Article 19 of Regulation (EU) 596/2014.
- e) The process of notifying any dependent relations of the independent non-executive members of the Board of Directors and the persons who have close ties with them.
- f) The process of compliance with the obligations related to related party transactions.
- g) The policies and procedures for the prevention and response to situations of conflict of interest.
- h) The policies and procedures for compliance of the Company with the laws and regulations governing its organization and operation, and its activities.
- i) The procedure adopted by the Company for the management of privileged information and the proper information of the public, in accordance with the provisions of Regulation (EU) 596/2014.
- j) The policy and procedure for conducting a periodic assessment of the Internal Control System, in particular concerning the adequacy and effectiveness of financial information, on an individual and consolidated basis, risk management and regulatory compliance, in accordance with recognized evaluation and internal audit standards, as well as the implementation of corporate governance provisions. This assessment is carried out by persons who have proven relevant professional experience and do not have dependent relations with ThPA SA or its subsidiaries.
- k) The training policy of the members of the Board of Directors, the senior executives, as well as the other executives of the Company, especially those involved in the internal audit, risk management, regulatory compliance, and information systems.
- l) The sustainable development policy followed by the Company.

### 1.1. Scope - Role of the Internal Regulation

The Internal Regulation includes the binding principles and individual competences for:

- the Members of the Board of Directors of the Company,
- other members of the Senior Management, Directors and Heads of Departments of the Company,
- the staff of the Company that has signed an employment contract or any kind of contract for its employment at ThPA SA, such as provision of services, employment or other, etc.

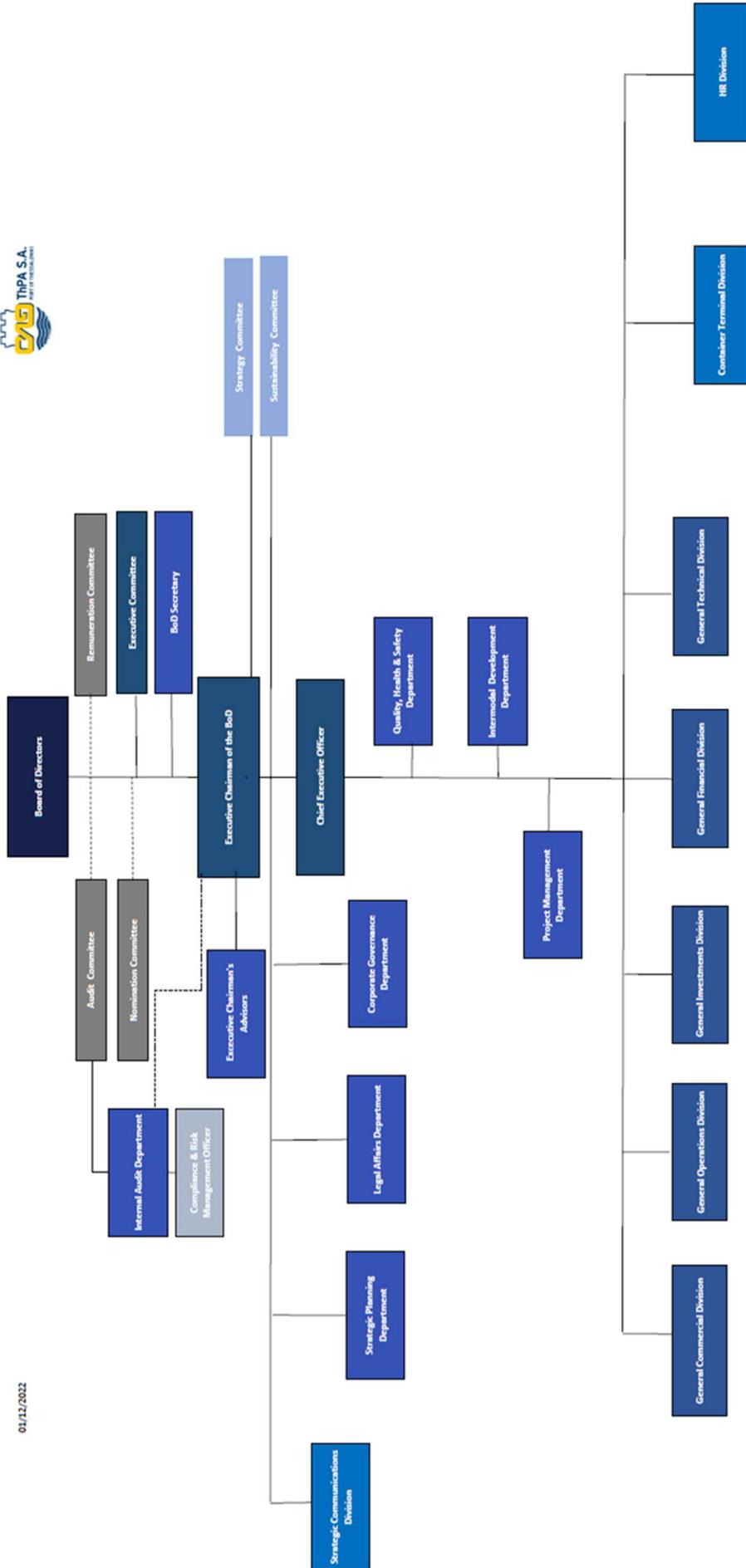
### 1.2. Approval and Amendment of the Internal Regulation

The Internal Regulation is approved and amended by the BoD, while it enters into force automatically on the next day of its approval by the BoD.

## 2. Organizational chart of the Company

Below is the Organizational Chart of the Company, which reflects the basic organizational structure of the Company, as well as the relationship of the organizational units between them and with the Management.

01/12/2022



### **3. ThPA SA General Meeting of the Shareholders**

The General Meeting of Shareholders is the supreme body of the Company and is entitled to decide on every corporate case, in accordance with the provisions in force.

### **4. Board of Directors**

The Board of Directors (BoD) is the management body of ThPA SA that decides on every action concerning the management of the Company, the management of its assets and the general pursuit of its purpose.

Its size and composition reflect the size, scope and complexity of the activities and the shareholder structure of the Company. The composition of the Board of Directors reflects the knowledge, skills and experience required to exercise its responsibilities, in accordance with the business model and strategy of the Company.

The Company has a Suitability Policy of the members of the Board of Directors, which in its applicable updated form is posted on its website and includes the principles and criteria of the individual suitability of each member and the collective suitability of the Board of Directors as a whole.

The members of the Board of Directors are divided into: a) executive, b) non-executive and c) independent non-executive. The Board of Directors operates on the basis of its Charter, which describe the manner in which it meets and makes decisions and the processes it follows, as well as the responsibilities and duties of each member, and its executive, non-executive and independent non-executive members separately, taking into account the relevant provisions of the Articles of Association and the entire regulatory framework governing the Company.

### **5. Executive Chairman of the Board of Directors**

The Board of Directors elects one of its Members as Executive Chairman. The Executive Chairman exercises the powers assigned to him by law, the Articles of Association and the applicable decision of the BoD on the delegation of its authorities. The BoD may appoint the same person as Executive Chairman and Chief Executive Officer.

The Executive Chairman of the Board of Directors coordinates and directs the meetings and the overall operation of the Board of Directors and the General Shareholders' Meetings. The Executive Chairman of the Board of Directors is the Head of the Board of Directors, is responsible for convening the meetings of the Board of Directors, setting their agenda, ensuring the proper organization of the operations of the Board of Directors, but also for the efficient conduct of its meetings.

### **6. Committees of the Board of Directors**

ThPA SA has the following committees: a) Audit Committee, b) Remuneration Committee, c) Nomination Committee, and d) Executive Committee. Each Committee operates in accordance with its Charter, which sets out in particular its role, the process of its fulfilment, as well as the process for convening and holding its meetings.

#### **6.1. Audit Committee**

The Audit Committee consists of at least three (3) Members. Its type, composition, term of office, election/appointment of its members are set forth in accordance with the provisions of Article 44 of Law 4449/2017, as in force, and the Articles of Association of ThPA SA.

The Chairman of the Committee is appointed by its members and is independent of ThPA SA.

The Audit Committee, in particular:

- monitors the effectiveness of the operation of the internal control systems, quality assurance and risk management systems of the Company and, where appropriate, of its Internal Audit Department, regarding the financial information of the Company, without violating the independence of the department.
- informs the Company's Board of Directors on the outcome of the statutory audit and explains how the audit has contributed to the integrity of the financial information and what the role of the Audit Committee was in this process.
- monitors the financial information process and makes recommendations or proposals to ensure its integrity.
- oversees and monitors the independence of the chartered accountants or auditing firms and especially the adequacy of the provision of non-audit services to the Company.
- is responsible for the selection process of chartered accountants or audit firms and proposes the chartered accountants or audit firms to be appointed.
- submits an annual report to the General Meeting of Shareholders of ThPA SA, which includes also the description of the sustainable development followed by ThPA SA.
- monitors the statutory audit of the annual & consolidated financial statements and, especially, its performance.
- receives from the head of the Internal Audit Department an annual audit plan and the requirements of the necessary resources, and the consequences of limiting the resources or the audit work of the unit in general.
- receives quarterly the reports prepared by the Internal Audit Department to the audited units with findings regarding the risks arising from their activity and suggestions for improvement, and the relevant views from the audited units and the agreed actions or acceptance of the risk of non-undertaking action by them.
- **receives reports at least quarterly from the Internal Audit Department, which include the major issues identified through its activity and its proposals, which are presented and submitted by the Audit Committee together with its observations to the Board of Directors.**

## 6.2. Remuneration Committee

The Committee has at least three (3) members and consists of non-executive members of the Board of Directors. At least two (2) members are independent non-executive. Independent non-executive members constitute the majority of the Committee members.

An independent non-executive member is appointed Chairman of the Committee. When the Nomination Committee is different from the Remuneration Committee, the chairman of the Remuneration Committee may not be the chairman of the Nomination Committee.

The Remuneration Committee has the responsibilities to:

- advise and make proposals to the Board of Directors regarding the establishment of the remuneration policy of the Company that is submitted for approval to the General Shareholders' Meeting.
- make proposals to the Board of Directors regarding the remuneration of the persons who fall within the scope of the remuneration policy and regarding the remuneration of the Company's executives, in particular the head of the Internal Audit Department.
- examine the information contained in the final draft of the annual remuneration report, providing its opinion to the Board of Directors, before submitting the report to the General Shareholders' Meeting.
- oversee the implementation of the remuneration policy and submit a relevant report to the BoD.

- examine and submit proposals to the BoD regarding the overall importance of the variable (excluding salary) annual remuneration.
- examine the terms of employment of the members of the BoD and the executive management, including the terms of compensation if they leave the Company or their retirement packages.

### **6.3. Nomination Committee**

The Committee has at least three (3) members and consists of non-executive members of the Board of Directors. At least two (2) members are independent non-executive. Independent non-executive members constitute the majority of the Committee members.

An independent non-executive member is appointed Chairman of the Committee.

The Nomination Committee has the powers to:

- Identify and propose to the Board of Directors persons suitable to acquire the status of member of the BoD and the Audit and Remuneration committees of the Company. For the selection of the candidates, the Committee takes into account the factors and criteria determined by ThPA SA in accordance with its Suitability Policy.
- assist the Board of Directors in ensuring at least once (1) a year that all members of the Board of Directors and the Audit and Remuneration Committees of the Company continue to meet the suitability criteria set out in the Suitability Policy of ThPA SA and the existing provisions, including control, that all independent non-executive members of the Board of Directors meet the conditions of independence.
- at least once (1) a year, in order to assist the Board of Directors in drafting the corporate governance statement of the latter, prepare a report on the fulfillment of the criteria of the Suitability Policy by the members of the Board of Directors and of the Audit and Remuneration Committees mentioned above.
- supervise the observance and updating by the Secretariat of the BoD of the Archive of Solemn Declarations - Curriculum Vitae and Details of Candidates and Members of the Board of Directors.
- ensure the observance of the obligation of the Board of Directors to keep on the website of ThPA SA the updated CVs of each member of the Board of Directors during its term.
- control, develop, and submit proposals for modification and improvement of the Suitability Policy of the BoD Members, if deemed appropriate, of the planning of succession of senior executives and holders of key positions of ThPA SA, of the policy of continuous education and training of members of the Board of Directors and senior executives.
- make an assessment of the necessary time that each member of the BoD and the Committees must devote for the effective performance of its duties.

### **6.4. Executive committee**

The Executive Committee has been set up by the Board of Directors and has been assigned part of its responsibilities, in order to assist it in the management of the day-to-day operations of the ThPA, in its capacity as an active management body.

Its composition and responsibilities are regulated and amended each time by the applicable decision of the Board of Directors on the representation of ThPA and the delegation of its authorities.

The operation of the Executive Committee is carried out in accordance with its Charter.

The Committee operates within the Company, supports and advises all the other bodies of the Company in the exercise of their duties and takes decisions on matters, which are assigned to it by the Board of Directors.

## 7. BoD Secretariat

The Board of Directors is supported by a competent, specialized, and experienced corporate secretariat in order to comply with internal procedures and policies, relevant laws and regulations and to operate efficiently and effectively.

The corporate secretariat is responsible, in consultation with the Chairman of the BoD, for ensuring direct, clear and complete information of the Board of Directors, the admission of new members, the organization of General Meetings, the facilitation of shareholders communication with the Board of Directors and the facilitation of communication of the Board of Directors with the top executives.

## 8. Internal Control System (ICS)

The Internal Control System aims at the consistent implementation of the business strategy, the efficient use of available resources, the identification and management of essential risks associated with its business activity and operation, ensuring the completeness and reliability of data and information on the financial state of the Company and compliance with the regulatory and legislative framework, as well as the Internal Regulation of the Company.

The Internal Control System sets out all the internal control mechanisms and procedures that include risk management, internal audit, and regulatory compliance, which cover on an ongoing basis every activity of the Company and contribute to its safe and effective operation.

The implementation and effectiveness of the Internal Control System is evaluated at least every three (3) financial years, in accordance with the relevant Policy and Procedure of the Company.

### 8.1. Internal Audit Department

The Internal Audit Department is an independent organizational unit that reports functionally to the Audit Committee and administratively to the Chairman of the BoD. The purpose of the Internal Audit Department is to enhance and protect the value of the Company by providing independent, objective and risk-based assurance, advice and information.

The Internal Audit Department (I.A.D.) has and implements internal operation regulation, which is approved by the Board of Directors, following a proposal by the Audit Committee. The number of internal auditors of the I.A.D. must be proportional to the size of the Company, the number of its employees, the locations where it operates, the number of operating and executive units and the audited entities in general.

The Internal Audit Department is responsible, indicatively, for the following:

- Evaluation of the adequacy and effectiveness of risk management and regulatory compliance processes, corporate governance, internal control and quality assurance systems, designed and implemented.
- Control of the implementation of the Company's Internal Regulation, in particular as to the adequacy and correctness of the financial and non-financial information, risk management, regulatory compliance and the corporate governance code.
- Informing the Audit Committee and Management about the results of the audits, the respective recommendations made and the final comments of those involved in the audited activities.
- Evaluation of the actions taken regarding the implementation of the recommendations to address the audit issues that have been identified and notified at the Company Management.
- The Head of the Department attends the Company's General Meeting of Shareholders.

## 8.2. Regulatory Compliance and Risk Management Officer

The Regulatory Compliance and Risk Management Officer of ThPA SA functionally reports to the Audit Committee and administratively to the Executive Chairman of the BoD. The proper execution of these functions is supervised and coordinated by the Company's Head of Internal Audit, in order to ensure adequate coverage of the Company's activities by the assurance service units and to avoid duplication and waste of resources.

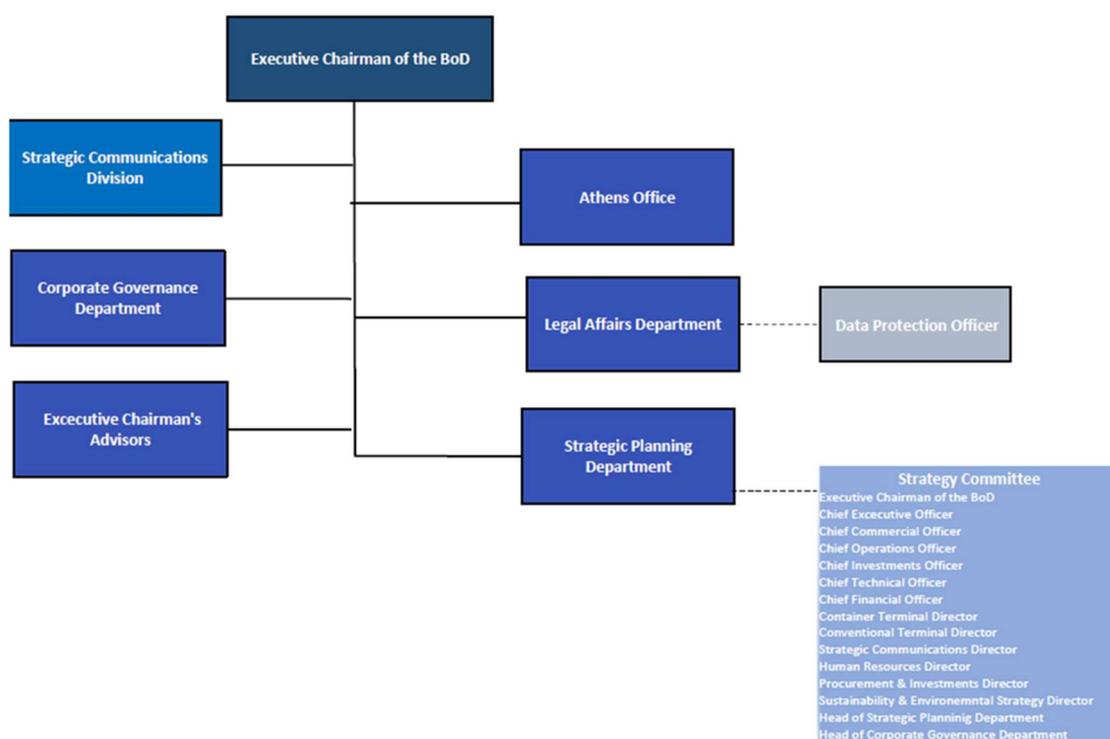
The scope of the Risk Management and Regulatory Compliance Officer of the Company is:

(a) ensuring the Company's adoption of a clearly defined position and a clearly defined risk-taking framework, which is in line with its business strategy, objectives, and values, as well as the Management's support in making strategic decisions by identifying, evaluating, communicating and addressing related corporate risks and, in addition,

(b) ensuring the implementation of the applicable regulatory framework, as well as the design, formulation and implementation of appropriate policies, regulations and procedures of the Company in accordance with the above-mentioned applicable regulatory framework.

## 9. Structure of Organizational units and description of responsibilities

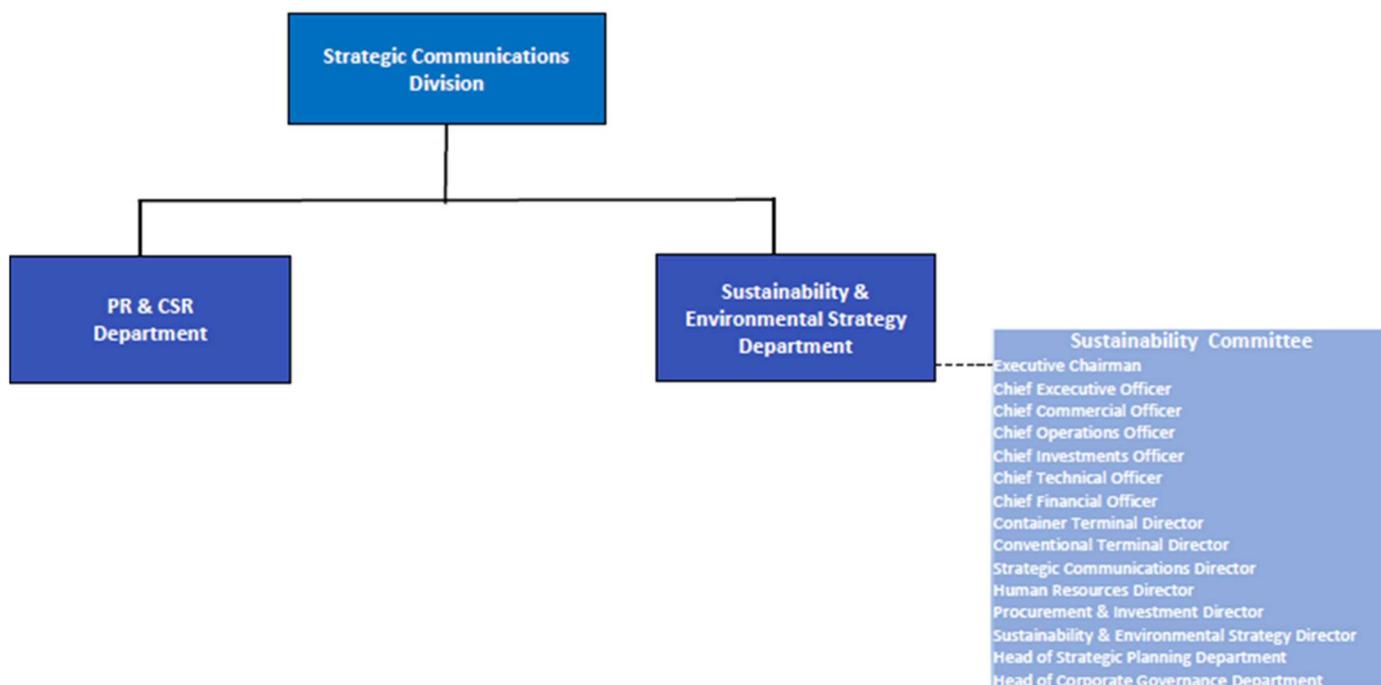
### 9.1. Executive Chairman of the BoD



#### 9.1.1. Executive Chairman's Advisors

The Executive Chairman of the BoD is supported in his duties by advisors on various topics, including the Company's strategy, investments and development.

## 9.1.2. Strategic Communications Division



The Director of Strategic Communications is responsible inter alia for (i) the shaping and management of the Corporate image and the reputation of the Company with all stakeholders with which relationships of trust are established, (ii) the establishment of objectives and the creation of the action plan for the main pillars of Corporate Social Responsibility to maximize the competitive advantages of the Company, (iii) the development of the strategic communications plan domestically and internationally in collaboration with Management, (iv) ensuring effective communication with all stakeholders, (v) the enhancement and promotion of the Company in markets, events, conferences, etc.

### 9.1.2.1. Public Relations and Corporate Social Responsibility Department

- The creation, formulation and effective management of the communication strategy
- The enhancement, promotion and protection of the reputation and image of the Company to all stakeholders.
- The preparation and implementation of the Company's Corporate Social Responsibility strategic plan

### 9.1.2.2. Sustainability and Environmental Strategy Department

- Development and implementation of the Environmental and Sustainable Development management strategy, with the implementation of integrated Environmental Management systems and procedures to monitor the relevant parameters and indicators in the Company
- Preparation of an environmental impact study and control of compliance with the approved environmental terms in the port area. Responsibility for modifying them when required.
- Planning, monitoring and selection of the Company's means of compliance with environmental protection requirements based on the national and European institutional framework
- Update of contingency plans for incidents of marine pollution by hazardous and noxious substances or oil

- Activation of the contingency plans to deal with sea pollution incidents, under the guidance of the Central Port Authority of Thessaloniki
- Preparation and update of the Waste Management Plan of ThPA SA
- Monitoring the implementation of a revision of the Ship-Generated Waste Management Plan of ThPA SA

#### Sustainability Committee

The Sustainability Committee is not permanent. It is informed, analyses, evaluates and advises the Company's Management regarding the sustainable development strategy and assists in making decisions on matters related to the sustainable development and environmental strategy.

#### **9.1.3. Strategic Planning Department**

The Department's mission is the development and direction of the Company's strategic and long-term goals, including proposals for entering new markets and expanding existing market presence.

#### Strategy Committee

The Strategy Committee is not permanent. The Committee is informed, analyzes, evaluates and advises the Company's Management regarding the formation of strategic options, the Company's mission and vision, assists the Board of Directors in making decisions on all matters related to the Company's strategy, and monitors the implementation of the strategy by the Management.

#### **9.1.4. Department of Legal Affairs**

- Opinion on any legal question raised by the Management.
- Legal processing of contracts, tender notices, etc.
- Provision of legal advice to the Management.
- Defending the interests of the Company in all courts and Authorities of any jurisdiction.

#### Data Protection Officer

The mission of the Data Protection Officer is to assist the Company in all matters related to the protection of the personal data of its employees, customers and other partners.

#### **9.1.5. Corporate Governance Department**

The Department's mission is to ensure the establishment of rules and procedures that support the reliable, transparent and efficient management and operation of the Company, ensuring the integrity of the Information and Telecommunications Systems.

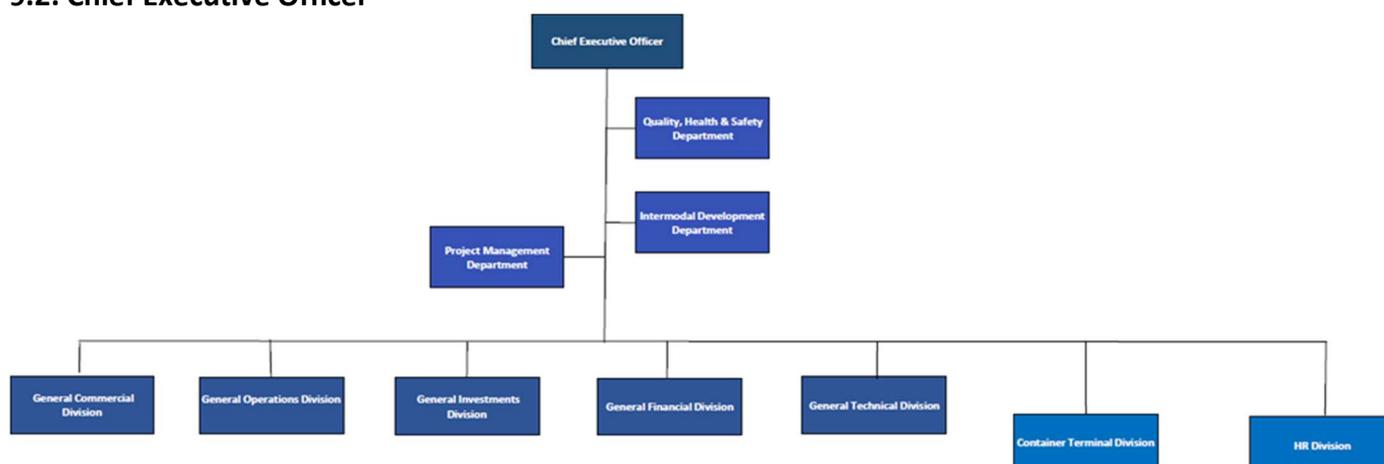
The responsibilities of the Department within its mission are:

- (a) Organization of the Company's administrative function
- (b) Support for Executives
- (c) Historical archive
- (d) Central Protocol
- (e) Cybersecurity Governance

#### **9.1.6. Athens Office**

The Office's mission is to support the Company's activities in Athens.

## 9.2. Chief Executive Officer



The Chief Executive Officer is a member of the Company's Board of Directors

The Chief Executive Officer is assigned by the Board of Directors, during its constituent sitting, full management and representative power.

The Chief Executive Officer sets the vision and the mission of the Company, sets the goals, determines the business plan and budget.

Develops policies and sets guidelines, subject to the Board of Director's decision. Moreover, he/ she has the overall supervision, management and administration of the company including the implementation of BoD decisions relating to commercial, operational, and business development and the overall strategy of ThPA SA., liaising with Port authorities and other government agencies in connection with the development and operation of the Port.

Supervises all operations and business activities, to ensure the smooth, orderly, and efficient operation of the company, in accordance with the strategic objectives, business plans and action plan, as defined by the decisions of the Board of Directors and the General Meeting of the Shareholders.

### 9.2.1. Quality, Health & Safety Department

The Department's mission is to find and provide the appropriate "tools", for the implementation of best practices and the formulation of appropriate Policies to promote the Health & Safety of employees and the Quality of the services offered, in line with the requirements of the current legislation and other Regulatory requirements.

The occupational doctor is also under this Department

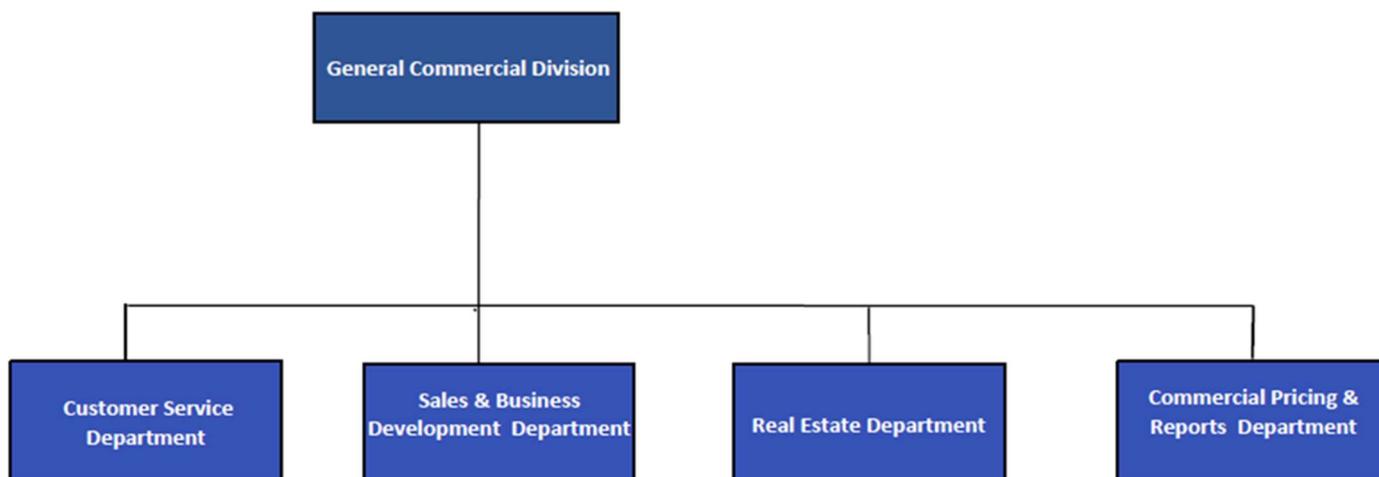
### 9.2.2. Project Management Department

The Department's mission is the administration and management of the Company's projects.

### 9.2.3. Intermodal Development Department

The Department's mission is to coordinate, develop, and improve the Intermodal Transport of ThPA SA and its subsidiaries, including rail and dry port/terminal operations and improve rail connectivity with Southern and Central Europe to transport more cargo to/from ThPA SA.

### 9.2.4 General Commercial Division



The Chief Commercial Officer is responsible indicatively for the organization, management, development of business strategy, organization and management of the clients in the Balkans, Central and Eastern Europe and other regions. Through market research and analysis, he/she develops business plans related to business opportunities.

#### 9.2.4.1. Customer Service Department

- Improving the experience in customer service, creating loyal customers and contributing to the organizational development of all the services provided by our Company/organization, in Greece and abroad,
- Taking responsibility for customer issues and resolving problems until they are resolved

#### 9.2.4.2. Sales & Business Development Department

- Support of the design, implementation and enforcement of commercial policy, for all services provided by our company/Organization, in Greece and Abroad.
- Management of all commercial activities of the company, in Greece and abroad and Representation of the company/organization vis-a-vis clients and partners whenever and wherever required in Greece and abroad.

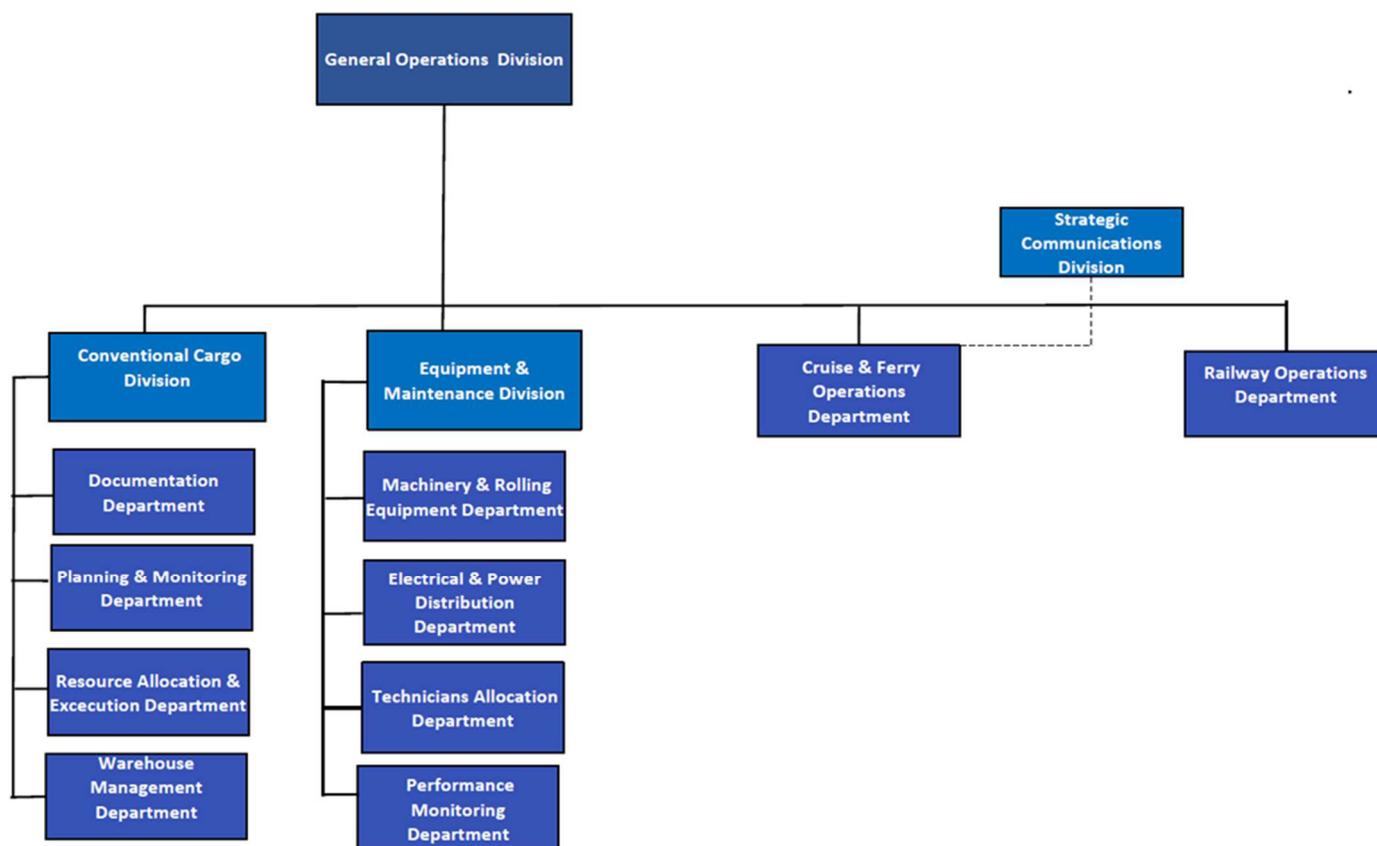
#### 9.2.4.3. Real Estate Department

- Development of non-Core Port activities
- Parking management
- Real estate
- Warehouse & Office Leases

#### 9.2.4.4. Commercial Pricing and Reports Department

- Collection of data from various sources (Meetings with clients, Internal Reports, Open Sources) to draft special reports
- Analysis and processing of data in order to support decision-making

#### 9.2.5. General Operations Division



The Chief Operating Officer, as head of all business operations of the Port, ensuring all the operations complying with all the health and safety requirements. He/she is responsible indicatively for the development, supervision, improvement of systems, controls and processes that improve the overall efficiency of the company and ensure excellent customer service. He/she provides timely, accurate and complete reports on the operating status of mechanical equipment, productivity, etc. and always in compliance with all health and safety rules.

### 9.2.5.1. Conventional Cargo Division

The Conventional Cargo Director is responsible, indicatively, for planning, organizing and monitoring all the necessary actions to complete the loading/unloading operations. He/she supervises and organizes the individual departments for making available the required equipment and human resources in order to ensure effectiveness, ensuring the observance of all health and safety rules.

#### 9.2.5.1.1. Documentation Department

- Receipt of conventional cargo from ships, wagons, cars and containers after unpacking.
- Accounting monitoring (charging) of the above cargoes, based on the transfer documents.
- Monitoring and control of cargoes and their stocks in the deposit-storage areas.
- Issuance of exit permit / BTX of the consignments to be delivered after checking all the necessary documents and their accounting monitoring (credit)
- Delivery of conventional cargo to ships, wagons, cars and containers in order to be filled.
- Accounting monitoring (charging) of “direct” cargo entering the Free Zone by land transport exclusively for customs formalities.

- Issuance of exit permit / BTX of “direct” cargo after checking all the necessary documents, their accounting monitoring (credit) and issuance of the relevant invoices
- Determining the amount of money that the customer must pay in advance before the start of works

#### **9.2.5.1.2. Planning & Monitoring Department**

- Planning, organizing and monitoring all necessary actions and staff to complete the loading / unloading operations.

#### **9.2.5.1.3. Resource Allocations & Execution Department**

- Provision of the required cargo handling equipment to the pilots and dock operators upon request of the Planning Department.
- Registration of shifts related to human resources and machinery through the roster application according to demand.
- Periodic inspection of the condition of the machines and order for the execution of their primary maintenance and washing.

#### **9.2.5.1.4. Warehouse Management Department**

- Receipt of cargo - freight based on transport documents, checking their status and recording their billing in the computerized warehouse system
- Monitoring and control of cargoes and their stocks in storage areas
- Delivery of cargo - freight in means of transport and crediting them to the IT system of the warehouses
- Regular inspection of outdoor and indoor storage areas in accordance with the terms of the contracts

#### **9.2.5.2. Equipment & Maintenance Division**

The Director of Equipment and Maintenance is responsible inter alia for ensuring the availability of the required equipment by the Container & Conventional Terminals Divisions, at the right time and condition in the most efficient way, via the support and collaboration of the Procurement and the Human Resources Division, for ThPA to provide high quality services to its customers.

##### **9.2.5.2.1. Technicians Allocation Department**

- The Technicians Allocation Department manages the technicians and utilizes the workshops, means and tools of the Equipment and Maintenance Division to perform inspections and execute the maintenance Work Orders issued by the other Departments, according to the needs of Operations, equipment availability and above all Safety and Legal compliance.

##### **9.2.5.2.2. Electrical and Power Department**

- It plans, organizes and Supervises the repair & maintenance of ThPA Cranes and the High Voltage installations of the Port, according to the requirements of the Operation Departments.

### 9.2.5.2.3. Rolling Equipment Department

- It plans, organizes and supervises the repair & maintenance of Rolling Equipment: container and conventional cargo handling machines & all types of cars & vehicles along with the Vessels of ThPA S.A., according to the requirements of the Operations Departments.

### 9.2.5.2.4. Planning & Monitoring Department

- The collection and monitoring of data of all Equipment and analysis and drawing conclusions
- Short- and long-term maintenance planning and optimization to maximize the performance of machines, people and processes

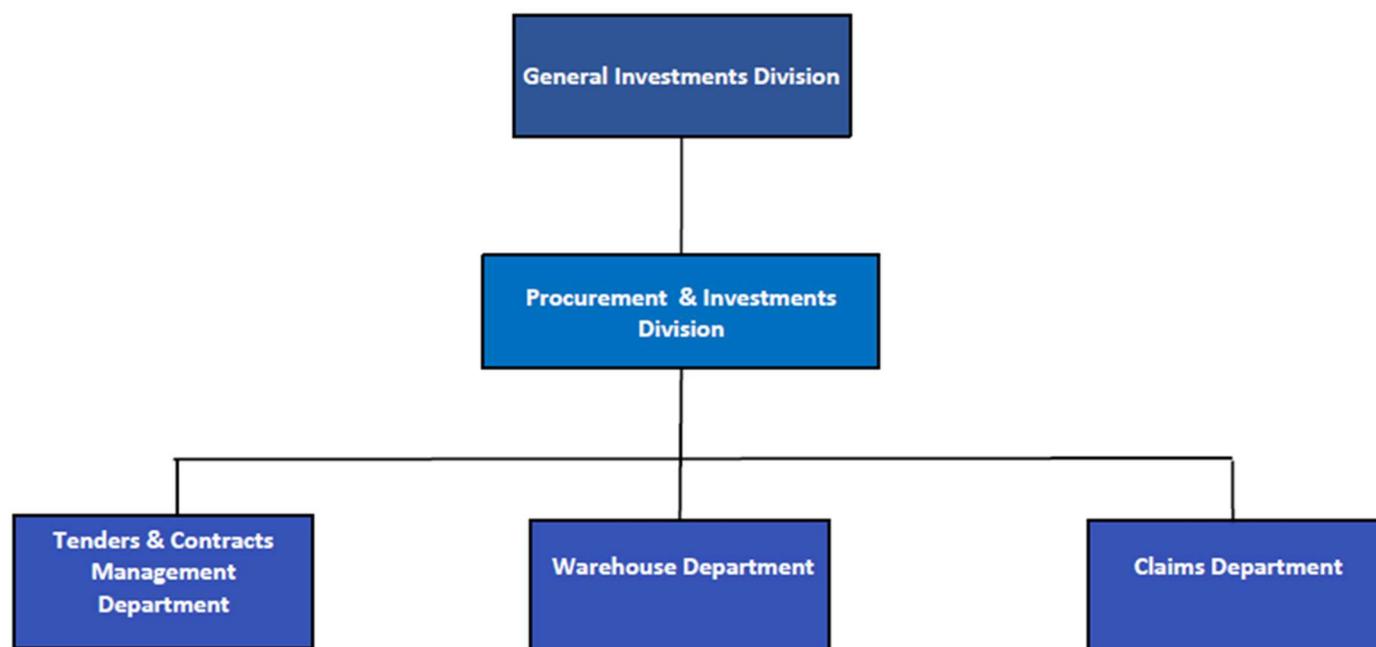
### 9.2.5.3 Cruise Terminal & ROPAX Department

- Daily processes, including operational and commercial.
- Approach, management and development of potential customers (Shipping Companies / Agents)
- Management and development of existing customers (Shipping Companies / Agents)

### 9.2.5.4. Railway Operations Department

Coordinates the provision of rail freight operations for the transport of goods.

### 9.2.6. General Investments Division



The Chief Investment Officer is responsible inter alia for the development of an investment policy in relation to the goals and the growth strategy of the company, the development of long-term and short-term investment plans, proposes areas that the company can invest on in the relevant institutional framework in order to strengthen the development of a friendly development environment, etc.

#### 9.2.6.1. Procurement & Investments Division

The Procurement & Investments Director is responsible inter alia for the procedures of awarding contracts in accordance with the applicable Procurement Regulations of the Company, as well as the monitoring of their execution by the competent departments.

### 9.2.6.1.1. Tenders & Contracts Management Department

- Conducting market research in the context of the supply of materials to meet the needs of the Company
- Preparation of notices for the supply of materials and services in collaboration with the Departments responsible for the setting the technical specifications, in accordance with the current legislation and/or the applicable Procurement Regulation of the Company.
- Publication of the tender announcements and execution of the procedures for receipt and evaluation of the offers in accordance with the respective Regulations of the Company.
- Preparation of the required contracts in accordance with the procurement policy, procurement procedures and decisions of the Management and the Board of Directors, so as to ensure the interests of the Company.

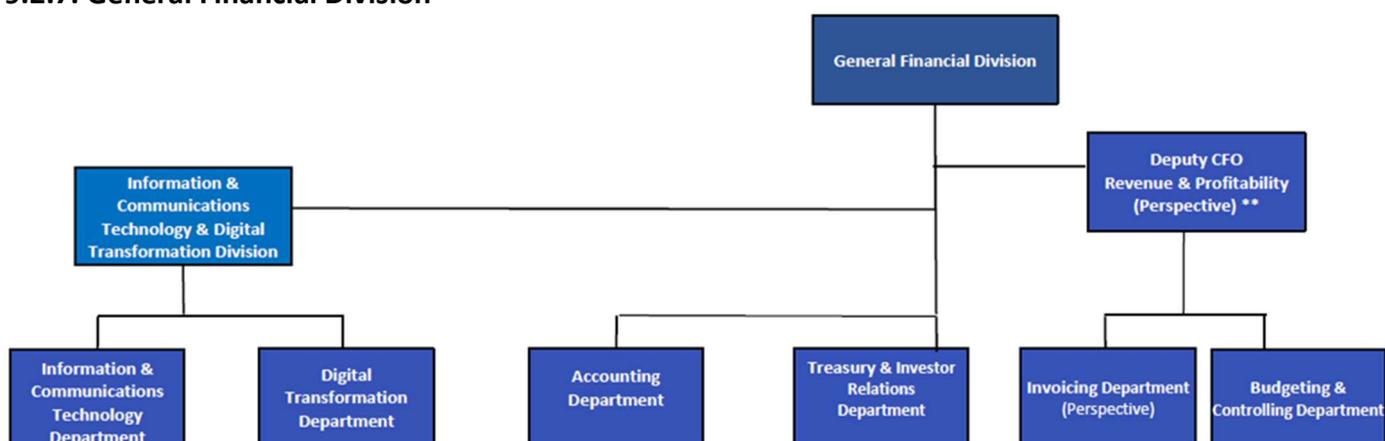
### 9.2.6.1.2. Warehouse Department

- Management of the warehouse of materials and spare parts and taking inventories.
- Determining the optimal size of the warehouse stocks, according to the suggestions of the competent organisational units and the statistical analyses of consumption that it conducts at regular intervals.

### 9.2.6.1.3. Claims Department

- Receipt and processing of compensation claims for damages caused by company employees against third parties during their work or damages to the company's fixed assets
- Management of the company's insurance issues in collaboration with the General Financial Division

### 9.2.7. General Financial Division



The Chief Financial Officer is responsible inter alia for the planning, implementation, management and operation of all the financial activities of the company, including the business planning, the budget, the forecasts and the negotiations etc. He/she is responsible for the tax compliance of the company as well as compliance with the financial obligations of the Company in accordance with the provisions of the current legislation for the listed companies.

### **9.2.7.1. Deputy Chief Financial Officer**

#### **9.2.7.1.1. Invoicing Department**

- Ensuring correct entry of revenue invoices from all business Departments, evaluating the accuracy of information provided by documentation departments, securing credits and discount agreements
- Review of customer agreements and current price lists with analysis of profitability per customer & commodity and propose updates / adjustments to selling prices and existing terms and conditions
- Analysis of the profitability of the company

#### **9.2.7.1.2. Budgeting & Controlling Department**

- Control of company expenses
- Preparation and monitoring of the Annual Budget
- Collection, preparation and analysis of financial information
- Preparation and monitoring of monthly / quarterly financial information

#### **9.2.7.2. Accounting Department**

- Controlling and recording the Company's financial transactions in the books
- Preparation of consolidated periodic and annual financial statements of the company

#### **9.2.7.3. Treasury & Investor Relations Department**

- Negotiation, valuation and proposals of optimal solutions for the necessary credit, lending and trading services and products
- Monitoring and management of the Company's banking relationships and liquidity management
- Design of the proposed strategy for the capital market and effective management of the procedures for all corporate operations, based on the applicable legislation
- Drafting, monitoring and updating the capital budget

#### **9.2.7.4. Information & Communication Technology & Digital Transformation Division**

The Division's mission is to provide quality IT services, in the most efficient way, in order to facilitate the Company's mission and strategic plan. Additionally, to provide innovative ICT assistance and leadership to all Company departments to achieve their goals and objectives.

##### **9.2.7.4.1. Information & Communications Technology Department**

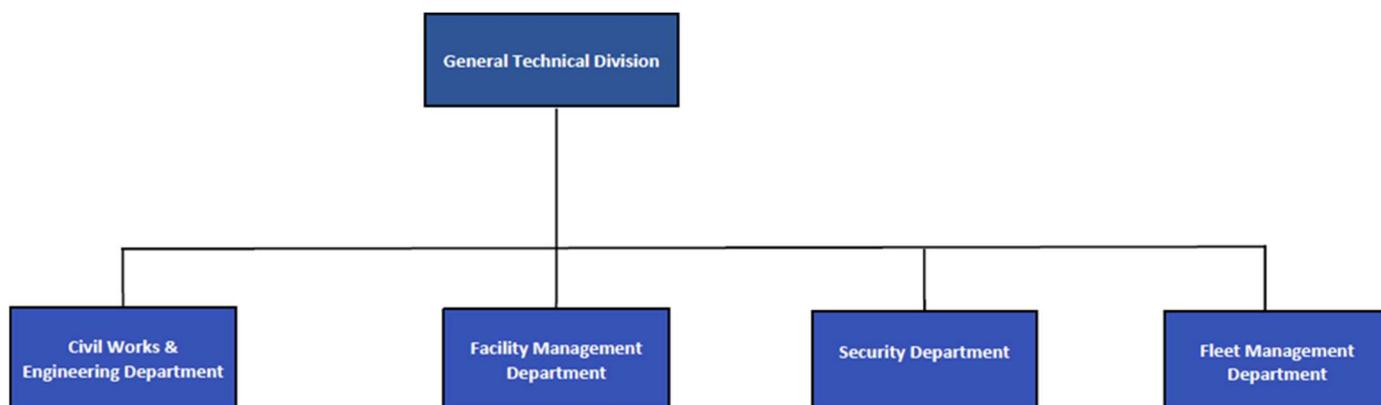
- Propose and implement IT processes that ensure effective and efficient use of IT and communications systems
- Introduce innovative technologies
- Ensure the smooth operation of the communications network, as well as the Company's systems for database storage/cloud utilization, installation of security controls, operational and secure network architecture and the continuous scanning, testing and traffic monitoring of all network functions

- Create and support new software and/or solutions that are ideally adapted to the needs of the Company
- Security of information and telecommunication systems
- Respond to data breaches and other security incidents
- Ensure that security practices are followed in software development systems or applications
- User support and provision of technical support, in case of technical failures and IT & telecommunications technology issues

#### 9.2.7.4.2. Digital Transformation Department

- Collaborate with teams across the Company to propose and introduce digital solutions for products, services, processes, customer and partner experiences

#### 9.2.8. General Technical Division



The mission of the General Technical Division is the planning, monitoring and implementation of the Company's technical projects, the maintenance of the infrastructure, the water supply and drainage networks, the safety and cleanliness of the company's premises, infrastructure and facilities and the management of passenger vehicles of the company, ensuring the necessary conditions of the existing operation as well as the further development of the activities of the Port.

The General Division consists of the following Departments:

##### 9.2.8.1. Facility Management Department

- Planning, organization, execution and supervision of projects for the repair and maintenance of infrastructure and building facilities
- Repair and restoration of damage to facilities and buildings
- Cleanliness of infrastructure and facilities

##### 9.2.8.2. Civil Works & Engineering Department

Elaboration/drafting of studies, management of studies and projects, coordination, supervision, evaluation and receipt of studies and projects regarding:

- Infrastructure works, Superstructure projects, Dredging Projects
- Topographic studies/imprints, bathymetric analysis

- Issuance of building permits
- Handling and monitoring of technical issues concerning the Company and the concession details, port projects, spatial planning and development, street planning, urban planning, land uses, fire safety of facilities, building conditions, land registry, archaeology, environmental and energy issues.

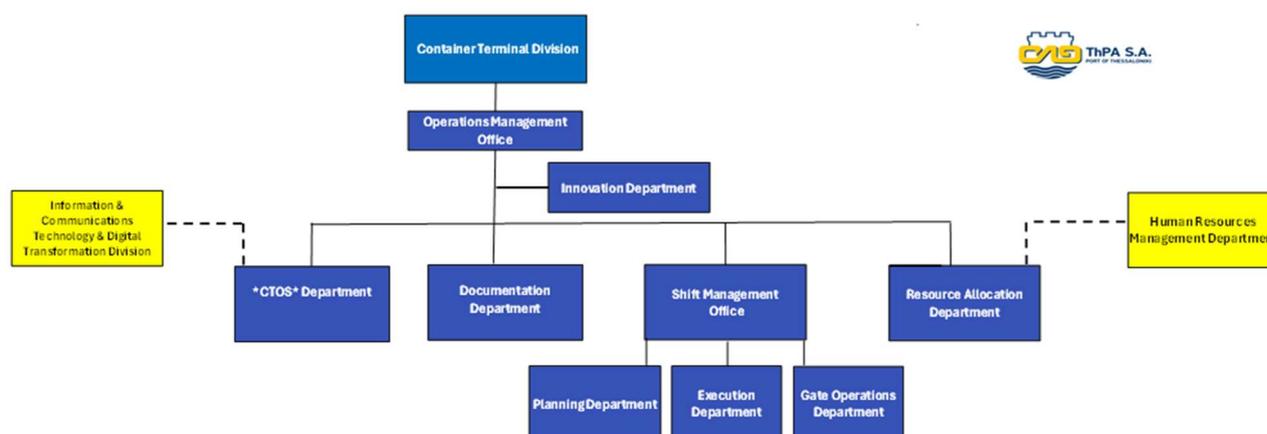
### 9.2.8.3. Fleet Management Department

- Coordination and allocation of vehicle resources to support the Company's executives

### 9.2.8.4. Security Department

- Overall security of the Port, the Free Zone and Implementation of ISPS Code Provisions

### 9.2.9. Container Terminal Division



The Container Terminal Manager is responsible, indicatively, for the development of the container terminal, increase of productivity, ensuring maximum efficiency in relation to cost balance, supervising and organizing the individual departments with target to the efficiency in order to ensure all health and safety rules.

#### 9.2.9.1. Operations Management Office

- Coordinating and overseeing all CT operations (e.g. ships, yard and rail operations etc.) and overall station manning with Shift Managers, to achieve performance targets while maintaining safety standards

#### 9.2.9.2. Innovation Department

- Conduct research to identify new and emerging technologies, trends and market opportunities that can be leveraged to create new optimized processes or services
- Analysis, design and implementation of new software or hardware systems that automate processes, leading to the rationalization and optimization of company processes.

#### 9.2.9.3. \*CTOS\* Department

- Participation in the formation of CT's strategy and procedures through the utilization of information systems.
- Monitoring the smooth operation of CT's information systems and solving any problems in cooperation with the IT department.
- Cooperation with the information system providers to record and solve the problems of the existing information systems.

#### **9.2.9.4 Documentation Department**

- Control/manage documentation related to CT warehouse container shipments and invoicing, accounting and financial clearance of all services provided by the container terminal.
- Checking and exchanging electronic messages/advances for the unloading, depositing and loading of containers from/to ships and land vehicles within the predetermined time.
- Checking and receiving requests from transactors through the B.T.X platform. and transmission for the issuance of a Customs Certificate (B.T.X) in the electronic customs system (ICISnet) of the land/indirect exit from the Free Zone.
- Submission of requests to ICIS net for the issuance of B.T.X. of containers leaving via ship/ directly from the Free Zone
- Checking/recording in the logistics warehouse with the Warehouse Logistics Registration Number (A.K.L.A.) of the accompanying customs/loading documents of the containers entering CT by land means of transport
- Control of delivery orders, customs documents and issuance of permits for delivery/loading of containers on land means of transport and ships
- Container record keeping in the logistics warehouse
- Issuing invoices for all rights and services provided on containers
- Issuance of invoices for fees and services on berthed container ships

#### **9.2.9.5. Shift Management Office**

- Real-time responsibility for business productivity after each shift and responsibility for productivity and performance.
- Always ensures a safe and efficient working environment, utilizing the resources to their maximum potential for the benefit of the terminal and its customers.
- Responsibility for the execution and coordination of operations making full use of the resources available from the company.

##### **9.2.9.5.1. Planning Department**

- Scheduling of all ship/docking/yard/rail activities at the container terminal, with the objective of efficient operation of the Terminal.

##### **9.2.9.5.2. Execution Department**

Execution of all loading and unloading operations, delivery and receipt of containers:

- Vessel Dispatchers
- Yard Dispatchers
- Rail Dispatchers Unit

- STS Operators
- Straddle Carrier & Other Plant Operator
- Reefer services

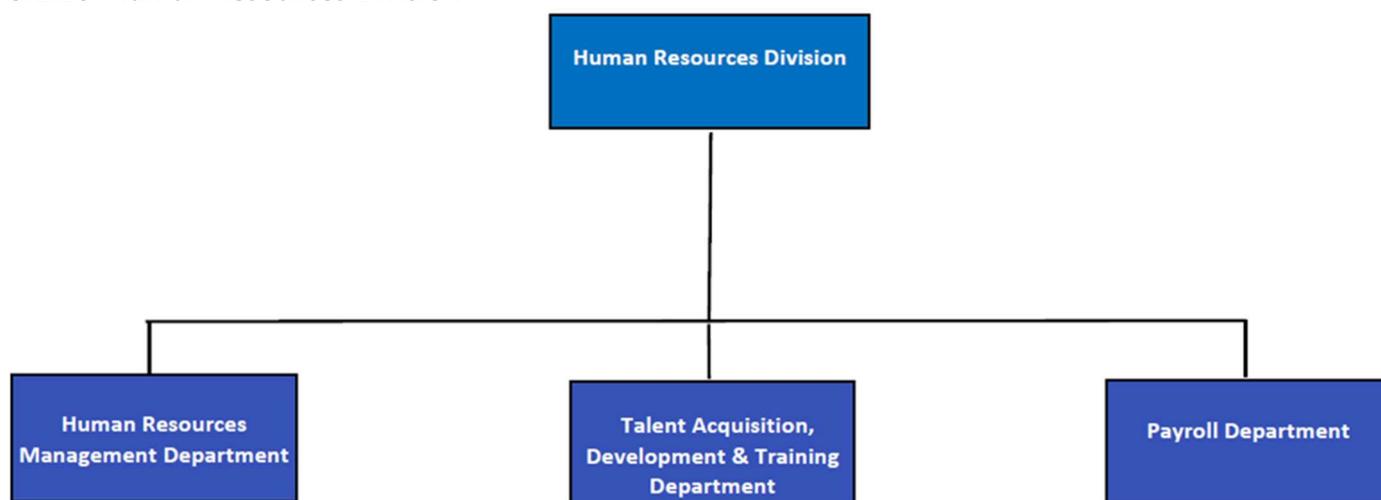
### 9.2.9.5.3 Gate Operation Department

- Ensuring gates are operating at maximum capacity and efficiency by following all procedures and policies while ensuring all procedures and policies are strictly adhered.

### 9.2.9.6. Resource Allocation Department

- Timely availability of the required mechanical means and operators, for the loading and unloading and handling of containers, according to the planning and the relevant request of the Planning and Monitoring Department of the CT.
- Registration of shifts related to human resources and machinery through the roster application according to demand.
- Periodic inspection of the condition of the cargo handling equipment.

### 9.2.10. Human Resources Division



The Human Resources Director is indicatively responsible for all the activities related to the planning, management, utilization and development of the company's human resources, manages all kinds of issues that arise in relation to employment relationships, participates in the preparation of the Collective Bargaining Agreements and the General Staff Regulations and always in combination with the requirements of labor and insurance legislation etc.

The Human Resources (HR) Division provides oversight and advice the management on strategic staffing plans, compensation, benefits, training and development.

#### 9.2.10.1. Human Resources Management Department

- Monitoring and submission of all obligations arising from labor legislation in the Information System ERGANI
- Monitoring of leave Forms and registering them in the HRMS system
- Receive of any kind of leave form, checking and registration to the system
- Receive and implement of employee's requests for issues related to their employment

- Drafting of the decisions and correspondence for issues related with labor relationships, remuneration and benefits
- Continues update as it concerns the labor law.
- Drafting of all employment contracts

#### **9.2.10.2. Talent Acquisition, Development & Training Department**

- Collection/Processing of CVs
- Conduct of interviews for new hirings
- Compilation of the suggestions of the Divisions concerning the training needs of the staff
- Organization, coordination and control of the implementation of the approved annual training program and the smooth conduct of training programs.
- Designing and implementation of induction program for new employees
- Design and implementation of the evaluation system
- Monitoring and recording of remuneration and benefits policy

#### **9.2.10.3. Payroll Department**

- Payroll calculation, preparation of payroll statements and payment thereof
- Calculation of compensation for members of the BoD/ThPA SA
- Creation and changes of monthly work programs based on the requests received from the respective Divisions
- Working Time Analysis Control – Timekeeping
- Drafting of the Annual Remuneration Report

### **10. POLICIES - PROCEDURES**

#### **10.1. Recruitment - Evaluation Procedures for Senior Executives and Managers**

##### **10.1.1. Recruitment procedure**

Recognizing that the staff is the most important asset of the Company, the recruitment process aims to fill all jobs, including managerial positions with candidates capable of contributing greatly to the efforts to achieve high performance goals, while seeking to provide possibilities and development opportunities to the existing staff.

The new recruitments, including the executives, are approved by the management as described in detail in the Decision on the Delegation of Authorities of ThPA SA Bodies, as in force, and in accordance with the Company's Recruitment Policy as in force and as applicable.

##### **10.1.2. Senior Executives and Managers Performance Evaluation Process**

The evaluation of the executives is carried out, based on specific criteria, hierarchically as defined by the organization chart.

The evaluation of the General Managers and Directors is performed by the Chief Executive Officer and the Chairman of the Board of Directors at least annually on the basis of the respective goals and the strategy of the Company.

The following are considered and taken into account as criteria for the evaluation of the above persons:

- Knowledge of the subject, perception, interest and creativity

- Intracompany relationships and behavior
- Administrative skills
- Effectiveness

After the completion of the process and the completion of any remarks in the corresponding field of the evaluation form, the forms are signed and sent to the Human Resources Division.

## **10.2. Compliance procedures with obligations from Regulation (DD) 596/2014 on market abuse**

ThPA ensures the strict observance of EU, national and supervisory law to prevent market abuse by both executives, employees and trading parties, directly or indirectly, as well as by external factors in its own environment, through its Procedures for: a) the management of privileged information and proper information of the public and b) the transactions by persons exercising managerial duties and the obligation to disclose them.

They expressly prohibit the abuse or attempt to abuse privileged information.

The concepts of privileged information - an indicative list thereof is provided - and the concept of abuse of privileged information are specified, while the penalties in case of abuse of privileged information are also indicated.

Also, it indicates the procedure by which the transactions carried out by persons exercising managerial duties and persons with close ties with them are disclosed and defines the keeping of a list of persons exercising managerial duties and persons with close ties with them.

## **10.3. Notification of any dependent relations of the independent non-executive members of the Board of Directors and the persons who have close ties with them.**

ThPA SA provides in the Suitability Policy of the BoD Members of ThPA SA all the cases which according to the existing legal provisions constitute a dependent relationship and must not occur for rendering someone as an independent non-executive member of the Board of Directors.

Also, a Procedure has been established to avoid the case of someone being elected a member of the Board of Directors as an independent non-executive member or to remain as a member with this capacity, while he has a dependent relation with ThPA SA or a subsidiary thereof of that member or candidate member, as well as persons with close ties to them.

In addition, there is an obligation to notify immediately any dependent relationship of both the members themselves and the persons who have close ties with them, as well as the data and the procedure to be followed for such notification.

## **10.4. Compliance procedure of ThPA SA regarding transactions with related parties.**

ThPA SA demonstrates great sensitivity in the protection of shareholders and investors in the best possible way and for this reason has a Procedure for ThPA Transactions with related parties.

This Procedure determines who are the related persons with ThPA SA and distinguishes the types of transactions of ThPA SA with them, into:

- a) current transactions, which are usual in relation to the operations and the object of the business activity of ThPA SA, i.e. they fall within the transactions that are prepared in the framework of its daily activity in terms of their type and size, i.e. with regard to their terms, they are concluded with the usual market conditions, i.e. the terms of the contracts concluded by ThPA SA with the other trading parties, and
- b) significant-non-current transactions, which are not current, i.e. the object of the transactions that are not prepared in the framework of the daily activity of the Company or that as far as its content and its

particular terms, they exceed the usual measure for the specific case, as determined from the activity of ThPA, its financial strength and the usual practice in such transactions.

Furthermore, it provides for keeping a Register of Related Parties-Conflict of Interest, a procedure for distinguishing the two types of transactions and all the obligations in case of a significant transaction with related parties.

Finally, it provides for the measures on the basis of which the control and the application of the provided procedure are ensured.

#### **10.5. Policies and Procedures for the prevention and response to situations of conflict of interests.**

The Board of Directors establishes a Policy for the identification, avoidance and response to situations of conflicts of interest between the interests of the Company and those of its members or persons to whom the Board of Directors has assigned some of its responsibilities.

This Policy is based on clear procedures, which define the manner of timely and complete notification to the Board of Directors of any interests in transactions between related parties or any other potential conflict of interest with the Company or its subsidiaries. The measures and procedures are evaluated and reviewed to ensure their effectiveness.

#### **10.6. Policies and Procedures of compliance with the laws and regulations governing the organization and operation of ThPA SA and its activities.**

ThPA SA has established and updated a Policy and Procedure, in order to achieve in a timely manner the full and continuous compliance of ThPA SA with the applicable regulatory framework and to have at any time a complete picture of the degree of achievement of this goal.

#### **10.7. Training Policy of the BoD Members, the managers and other executives.**

The Company implements an introductory training process for the newly elected/newly appointed members of the BoD and the Audit, Nominations and Remuneration Committees, in order to facilitate the understanding of its members regarding the structure of the Company and its subsidiaries, the business model, the risk profile, the governance arrangements and their role in them. In this context, the Company ensures that the newly elected/newly appointed members are provided with all the information and training required to contribute effectively to the works of the BoD and the Committees and to the fulfilment of their mission.

Prior to their first participation in a meeting of the BoD, the newly elected / newly appointed members are accepted by the Chairman of the BoD and meet with the CEO, senior executives of the Company and the heads of risk management and internal audit organizational units, with the possibility to ask questions about the Company and its activities.

Given the evaluation based on the Suitability Policy submitted to the newly elected/newly appointed members, it is expected that they have the necessary knowledge, experience and know-how to fulfil their role. However, they are not necessarily all experts in all matters or aspects of governance. For this reason, training is a key factor for the continuous effectiveness of the BoD and a permanent commitment of the Company's BoD members.

The Company provides the necessary financial and human resources for the implementation of appropriate introductory and training programs on a continuous and personalized basis.

In addition, presentations are made on a regular basis to the members of the BoD by the Company executives and external partners, in order to inform them about changes concerning the Company, the legal and regulatory framework, the requirements of the market and the industry.

Furthermore, ThPA SA applies a Training and Development Policy for all executives, and especially those involved in internal audit, risk management, regulatory compliance and information systems, as well as to all ThPA SA employees in general, depending on the Company needs and priorities. They concern both relationships and professional networking, and structured training with participation in social skills training programs (Soft Skills) or technical skills training programs.

The executives identify and communicate their training needs throughout the year to their supervisors, who support every opportunity for training and upgrading of knowledge and skills and guide, record and evaluate the needs based on the role of each executive, their goals and the skillset and attitudes required to achieve these goals.

Development actions are communicated in order to decide the training and development program. The General Managers communicate their training needs directly to the rest of the Management Team in order to decide on the appropriate training and development program, which meets the needs, is in line with the priorities and strengthens the Company's strategy. Every year the annual training plan of the next year is prepared and the Training and Development budget is formed accordingly. An update is provided every four months by the Human Resources Division regarding the implementation and course of the approved plan. Each completed program is followed by an evaluation of its effectiveness.

At the same time, participation in conferences and workshops is encouraged, following communication with the Human Resources Department.

#### **10.8. Succession Plan of BoD Members**

The Board of Directors ensures for the Company the appropriate succession plan, for the smooth continuation of the management of the Company's affairs and decision-making after the departure of its members, especially executives and members of committees. In particular, the Board of Directors approves a framework for filling positions and succession of the BoD members, in order to identify in a timely manner the needs for filling positions or replacements and to ensure the smooth continuation of the management and the achievement of the Company's purpose.

The Company seeks the smooth succession of the members of the Board of Directors with their gradual replacement, in order to avoid the lack of management. The succession framework shall take into account in particular the findings of the evaluation of the Board of Directors, in order to achieve the required changes in composition or skills and to maximize the effectiveness and the collective suitability of the Board of Directors.

The Company has a succession plan of the Chief Executive Officer, the preparation of which may be assigned to the Nomination Committee.

#### **10.9. Sustainable Development Policy**

The promotion of the corporate interest and the competitiveness of the Company is connected with its sustainability. Sustainability is determined by the impact of the Company's activities on the environment and the wider community and is measured on the basis of non-financial factors related to the environment, social responsibility and governance (Environmental, Social, Governance (ESG)) that are economically significant (essential) for the Company and the collective interests of key stakeholders, such as employees, customers, suppliers, local communities and other key bodies.

The Board of Directors ensures the existence of mechanisms for the knowledge and understanding the interests of the stakeholders and monitors their effectiveness. The Board of Directors also monitors the executive management for issues related to new technologies and environmental issues.

The Company adopts and implements a policy on ESG and sustainable development issues.