

**DRAFT DECISIONS OF THE 21<sup>st</sup> APRIL 2022 ANNUAL GENERAL SHAREHOLDERS MEETING**
**Item 1: Submission and approval of the Annual Financial Statements of the 22<sup>nd</sup> fiscal year (01.01.2021 - 31.12.2021), with the relevant Reports and Declarations by the Board of Directors and the Certified 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 (1.1.2021 to 31.12.2021) and the accompanying statements, reports and declarations.

The Annual Financial Report consists 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 Management Report of the Board of Directors, part of which is the Corporate Governance Statement. The Financial Statements and the Management Report of the Board of Directors were approved by the Board of Directors on 28.03.2022 and are available to the shareholders on the Company's website. <https://www.thpa.gr/index.php/en/olth/investor-relations/annual-reports/item/662-annual-financial-report-2021-en>

**Item 2: Allocation of Annual Profit of 2021 and approval to distribute dividend 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 allocation of the profit for the fiscal year 2021 as per the following table:

Amounts in euro (€):

Profits before Tax	27.224.527,64
Income Tax	- 6.124.793,65
Profits after Tax	21.099.733,99
Remaining Profits for allocation	<b>21.099.733,99</b>
Legal Reserves (5%)	-1.054.986,70
Profit Remaining	<b>20.044.747,29</b>
Proposed Dividend (1.50 €)*	<b>-15.120.000,00</b>
Profit Remaining	<b>4.924.747,29</b>

\* The proposed minimum dividend calculated on 75,4% of profit after deduction of the Legal Reserves

According to the above table, the Board of Directors proposes to distribute the amount of € 15.120.000 as a dividend, that is, € 1,50 per share and after withholding the tax of 5 %, the net dividend payment per share is € 1,425. The ex-dividend proposed date is Wednesday, April 27, 2022, the dividend beneficiaries proposed date "Record date" is Thursday, April 28, 2022 and the proposed date of the dividend payment is Wednesday, May 4, 2022. 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: Update by the Audit Committee to shareholders about the activities of the Audit Committee during the year 2021 and submission of the annual activity report of the Audit Committee, according to article 44 par. 1i of Law No 4449/2017.**

**Required quorum: 1/5 (20%) of the Company's paid up capital**  
**The Annual Activity Report of the Audit Committee is submitted to the General Meeting in accordance with article 44, par.1i of Law 4449/2017, as in force and is not put to a vote.**

The Audit Committee updates the shareholders about the activities of the Audit Committee during the fiscal year 2021 and submits the annual activity 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, as per article 108 of Law No. 4548/2018, of the Overall Management by the Board of Directors for the financial year 2021 and the discharge of the Company's Auditors, in accordance with par.1, case γ, of article 117, 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 01.01.2021-31.12.2021, 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 2021, in accordance with par.1, case c of article 117 of Law 4548/2018.

**Item 5: Approval of the amendment of the Company's Remuneration Policy.**

**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 the amendment of the Remuneration Policy of the Company. Specifically, it proposes the addition of a paragraph for the remuneration of the independent non-executive members of the BoD who participate in committees of the BoD. The proposed wording of the new paragraph in article 3 of the current Remuneration Policy is as follows:

*"Additionally, a remuneration shall be paid by decision of the General Assembly to independent non-executive members of the Board of Directors in case they participate in any other committee, except for the Audit Committee and this remuneration shall be fixed regardless of the number of the committees each member participates at."*

In addition, it is proposed to rewrite paragraph 2 of article 3 of the Remuneration Policy, in order to harmonize the wording with the type of Audit Committee appointed by the General Meeting, as follows:

*"Non-executive members of the Board of Directors do not receive compensation or remuneration but are covered by travel and accommodation expenses for business trips for BoD-related obligations or representation of the Company. However, a fixed remuneration shall be paid by decision of the General Assembly to non-executive members of the Board of Directors in case they participate in the Audit Committee or in another remunerated Board of Directors committee, on the proposal of the Remuneration Committee and a decision of the competent body"*.

**Item 6: Approval of remuneration-compensation paid to the members of the Board of Directors and the Audit Committee members during the fiscal 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 proposal of the Board of Directors to the General Meeting is to approve the amount paid in fiscal year 2021 to the Executive Chairman of the BoD and the Managing Director-Chief Executive Officer based on the contracts of employment, as well as to the members of the Audit Committee for their remuneration, amounts to 675,854.98 € **gross** and is as follows:

- Executive Chairman of the BoD € 311.205,09
- Managing Director-Chief Executive Officer € 309.637,30
- Members of the Audit Committee € 55.012,59

**Item 7: Pre-approval of the remuneration-compensation of the members of the Board of Directors and the Committees of the Board of Directors, for the financial year 2022.**

**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 Annual General Meeting the 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 for the financial year 2022, as follows:

- For the members of the BoD, no remuneration to be paid for their participation in the BoD.
- Remuneration of Members of the Audit Committee: a total monthly payment of € 1,000 net per member, after taxes and deductions, the same as the previous year.
- Remuneration of independent non-executive members participating in any other Committee of the Board of Directors, except the Audit Committee, and regardless of the total number of Committees in which each member participates: a total monthly payment of € 1,000 net per member, after taxes and deductions, in accordance with the Company's Remuneration Policy.
- For non-executive members, as well as independent members who do not participate in Committees of the Board of Directors, no remuneration 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. 7641/28.03.2022 the submission of the Remuneration Report for the fiscal year 2021 and suggests 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 Certified Company for the fiscal year 2022 and approval of their remuneration.**

**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 2022 (regular and tax audit) with a fee of € 67.000.

**Item 10: Submission of the report by the independent non-executive members of the BoD, according to article 9 par. 5 of Law No. 4706/2020.**

**Required quorum: 1/5 (20%) of the Company's paid up capital**  
**The report of the independent non-executive members of the BoD is submitted to the General Meeting in accordance with article 9 par. 5 of Law 4706/2020 and is not put to a vote.**

The report of the independent non-executive members of the BoD is available to shareholders on the Company's website [https://www.thpa.gr/index.php/el/olth/investors/gen\\_meetings\\_en](https://www.thpa.gr/index.php/el/olth/investors/gen_meetings_en)

**Item 11: Amendment of the authorization granted according to article 98 par. 1 of Law 4548/2018 to the members of the Board of Directors, as well as to the Directors of the Company, to participate in the Boards of Directors or in the Management of other companies that pursue same or 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**

In order to harmonize the decisions of the General Meeting with the current regulatory framework and the Policy for the Prevention and Handling of Conflicts of Interest adopted by the company, the Board of Directors proposes to modify the authorization granted by the previous decisions of the General Meeting to the members of the BoD as well as to Directors of the Company to participate in the Board of Directors or the Management of companies pursuing same or similar purposes. In particular, the Board of Directors proposes to the General Meeting to grant to the members of the Board of Directors authorization in accordance with article 98 par. 1 of Law No. 4548/2018 to participate in Boards of Directors or the Management of companies pursuing same or similar purposes, as well as to grant authorization to the Directors of the Company in accordance with the same article as above to participate in Board of Directors of companies pursuing same or similar purposes, provided that it is a subsidiary company of the Company.

### **Announcements**

1. The Board of Directors announces the replacement of the resigned member of the Board of Directors, Mr. Angelos Vlachos, by the candidate proposed by the HRADF, Mr. Charalambis Karamaneas, who is deemed to fulfill the individual and collective suitability criteria, as ascertained in accordance with the Company's Suitability Policy.