

## DRAFT DECISIONS OF THE 9<sup>th</sup> MAY 2023 ANNUAL GENERAL SHAREHOLDERS MEETING

### **Item 1: Submission and approval of the Annual Financial Statements of the 23<sup>rd</sup> fiscal year (01.01.2022 - 31.12.2022), 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 (1.1.2022 to 31.12.2022) 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 06.04.2023 and are available to the shareholders on the Company's website.  
<https://www.thpa.gr/index.php/en/olth/investor-relations/annual-reports/itemlist/category/181-2022>

### **Item 2: Allocation of Annual Profit of 2022 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 2022 as per the following table:

Amounts in euro (€):

Profits before Tax	<b>25.406.367,65</b>
Income Tax	-5.620.734,78
Profits after Tax	<b>19.785.632,87</b>
Remaining Profits for allocation	<b>19.785.632,87</b>
Legal Reserves (5%)*	0
Profit Remaining	19.785.632,87
Proposed Dividend (1.45€)	<b>-14.616.000,00</b>
Profit Remaining	5.169.632,87

\* In 2022, the Company did not proceed with the formation of a statutory reserve, because it has exceeded the legally required limit of 1/3 of its share capital.

According to the above table, the Board of Directors proposes to distribute the amount of € 14.616.000 as a dividend, that is, € 1,45 per share and after withholding the tax of 5 %, the net dividend payment per share is € 1,3775. The ex-dividend proposed date is Thursday, May 11, 2023, the dividend beneficiaries proposed date "Record date" is Friday, May 12, 2023 and the proposed date of the dividend payment is Wednesday, May 17, 2023. The payment of the dividend will take place in accordance with the provisions of the Athens Exchange Rulebook, through its 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 2022 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 2022 and submits the annual activity report of the Audit Committee, according to article 44 par. 11 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 2022 and the discharge of the Company's Auditors, in accordance with par.1, case c, 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 01.01.2022-31.12.2022, in accordance with article 108 of Law 4548/2018, and to discharge the Certified Auditors that carried out the audit of the financial statements for the fiscal year 2022, 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 an article for the concept of "significant remuneration" of article 9 par. 2 A L. 4706/2020. The proposed wording of the new article 5 of the current Remuneration Policy is as follows:

*"The Independent Non-Executive Members of the Board of Directors may not receive any significant remuneration or benefit, or participate in a rights scheme for the purchase of shares or in any other remuneration or benefit system related to performance, except for the fixed remuneration for their participation in Committees of the Board of Directors in accordance with par.3 hereof.*

*Significant remuneration is one that due to its amount or nature is likely to affect the independent judgment of the Independent Non-Executive Member of the Board of Directors. The criteria based on which the meaning of significant remuneration or benefit is defined are set out in the Company's Remuneration Policy.*

*(a) Qualitative Criteria*

*The concept of significant remuneration is determined by qualitative criteria, which are linked to the size of the Company, its activities and the risks it undertakes in the context of its activities and in particular:*

- The non-dependence or other kind of connection of the remuneration or provision with the short-term financial performance of the Company,*
- The remuneration or the benefit must not be able to provide strong incentives to the Independent Non-Executive Member of the Board of Directors to achieve corporate objectives that may increase the Company's risk exposure; and*
- The remuneration or benefit should not depend on the results of the Company.*

*(b) Quantitative Criteria*

*The remuneration or the benefit is considered quantitatively significant if it equals or exceeds, per year and per person, 50% of the annual remuneration received by the Independent Non-Executive Member from his/her participation in the BoD Committees.*

*Remuneration that creates a business or financial or other kind of relationship of dependence of the Member with the Company, within the meaning of article 9 par. 1 Law 4706/2020 and can affect its decision and its independent and objective judgment is considered significant regardless of its amount and/or its nature".*

**Item 6: Approval of remuneration-compensation paid to the members of the Board of Directors and the Committees of the Board of Directors of the Company during the fiscal 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 proposal of the Board of Directors to the General Meeting is to approve the amount paid in the fiscal year 2022 to the members of the Audit Committee and the independent non-executive members participating in any other Committee of the Board of Directors, except the Audit Committee, for their remuneration, amounted to 66.888,25 € gross and is analyzed as follows:

- For the members of the BoD, no remuneration was 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.
- 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 participated: 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 didn't participate in Committees of the Board of Directors, no remuneration was paid.

**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 2023.**

**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 its Committees for the financial year 2023, 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 € 1,700 net per member, after taxes and deductions. The rise in the remuneration of the Members of the Audit Committee is proposed due to the increased duties of the Committee following the changes in the legislation and the supervision of the Internal Audit.
- 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. 7735/06.04.2023 the submission of the Remuneration Report for the fiscal year 2022 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 Auditors for the fiscal year 2023 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 2023 (regular and tax audit) with a fee of € 73.000.

**Item 10: Submission of a 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 independent non-executive members jointly submit a report to the General Meeting. 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: Redefinition of term of office of the Audit Committee 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**

According to article 44 par. 1 a), aa) L. 4449/2017, article 12 of Articles of Association of ThPA S.A. and the decision of the Annual General Meeting of 23.06.2021, the Audit Committee is comprised of three (3) members of the Board of Directors, at least two (2) of them being independent members, with a tenure of two years from the election of the Audit Committee by the Annual General Meeting, i.e. until 23.06.2023. In view of the upcoming expiration of the tenure of the current Audit Committee on 23.06.2023, the Board of Directors proposes to the Annual General Meeting the tenure of the new Audit Committee to commence on 24.06.2023 and to be equal to the remaining term of the current Board of Directors i.e. until 12.07.2026.

**Announcements**

1. Mr. Franco Nicola Cupolo resigned from his position as Managing Director and Member of the Board of Directors on 15.07.2022, he was not replaced, and the Executive Chairman of the Board of Directors Mr. Athanasios Liagkos has been appointed as Managing Director from 15.07.2022.
2. With Decision no. 7669/28.9.2022 of the Board of Directors of ThPA SA, it was decided to replace the resigned member of the Board of Directors Mr. Baiqiao (Leon) FU, by Ms. Zonglyu (Jessie) LU who was ascertained to fulfill the suitability criteria in accordance with the Company Suitability Policy.
3. With Decision no. 7704/12.1.2023 of the Board of Directors of ThPA SA, it was decided to replace the resigned member of the Board of Directors Mr. Charalampis Karamaneas by the candidate proposed by the HRADF Mr. Panagiotis Stampoulidis who was ascertained to fulfill the suitability criteria in accordance with the Company Suitability Policy.
4. With Decision no. 7720/24.3.2023 of the Board of Directors of ThPA SA, it was decided to replace the resigned member of the Board of Directors Mr. Artur Davidian by Mr. Konstantinos Fotiadis who was ascertained to fulfill the suitability criteria in accordance with the Company Suitability Policy