

**DRAFT DECISIONS OF THE 10<sup>th</sup> MAY 2024 ANNUAL GENERAL SHAREHOLDERS MEETING**

**Item 1: Submission and approval of the Annual Financial Statements of the 24<sup>th</sup> fiscal year (01.01.2023 - 31.12.2023), 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 (1.1.2023 to 31.12.2023) 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 17.04.2024 and are available to the shareholders on the Company's website.  
<https://www.thpa.gr/financial-results/>

**Item 2: Allocation of Annual Profit of 2023 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 2023 as per the following table:

Amounts in euro (€):

Profits before Tax	<b>23.669.035,21</b>
Income Tax	-6.141.742,71
Profits after Tax	<b>17.527.292,50</b>
Remaining Profits for allocation	<b>17.527.292,50</b>
Legal Reserves (5%)	N/A
Profit Remaining	<b>17.527.292,50</b>
Proposed Dividend (1.30 €)*	<b>-13.104.000,00</b>
Profit Remaining	4.423.292,50

\* In 2023, 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 € 13.104.000 as a dividend, that is, € 1,30 per share and after withholding the tax of 5 %, the net dividend payment per share is € 1,235. The ex-dividend proposed date is Tuesday, May 14, 2024, the dividend beneficiaries proposed date "Record date" is Wednesday, May 15, 2024 and the proposed date of the dividend payment is Monday, May 20, 2024. 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 2023 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 2023 and submits the annual activity report of the Audit Committee, according to article 44 par. 1i of Law 4449/2017, which has been posted on Company's website.  
<https://www.thpa.gr/general-meetings/>.

**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 2023 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 01.01.2023-31.12.2023, 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 2023, in accordance with par.1, case c of article 117 of Law 4548/2018.

**Item 5: 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 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 proposal of the Board of Directors to the General Meeting is to approve the amount paid in the fiscal year 2023 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 98.456,79 € 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 € 1,700 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 6: 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 2024.**

**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 2024, 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 7: 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. 7836/17.04.2024 the submission of the Remuneration Report for the fiscal year 2023 and suggests the approval of its content, as it is available to shareholders on the Company's website.  
<https://www.thpa.gr/general-meetings/>.

**Item 8: Appointment of the Certified Auditors for the fiscal year 2024 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 2024 (regular and tax audit) with a fee of € 77.000.

**Item 9: 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/general-meetings/>.

**Item 10: Amendment of the authorization granted according to article 98 par. 1 of Law No. 4548/2018, to the members of the Board of Directors, as well as to Directors of the Company.**

**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, or to be sole shareholders or partners in 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.

**Item 11: Election of new Board of Directors.**

**Required quorum: 1/5 (20%) of the Company's paid up capital**  
**Required majority: 50% +1 of the votes represented at the General Meeting**

The Board of Directors does not propose a draft decision, but it will take a position specifically as soon as it receives a shareholder proposal regarding the proposed for election members of the Board of Directors.

**Announcements**

1. With Decision no. 7779/02.10.2023 of the Board of Directors of ThPA SA, it was decided to appoint Mr. Arie Koppelaar as a member of the Board of Directors and Chief Executive Officer in replacement of the member of the Board of Directors Mr. Franco Nicola Cupolo, who resigned on 15.07.2022. Mr.



Arie Koppelaar was ascertained to fulfill the suitability criteria in accordance with the Company Suitability Policy.