

DRAFT DECISIONS OF THE 14th MAY 2025 ANNUAL GENERAL SHAREHOLDERS MEETING

Item 1: Submission and approval of the Annual Financial Statements of the 25th fiscal year (01.01.2024 - 31.12.2024), 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 (1.1.2024 to 31.12.2024) 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 15.04.2025 and are available to the shareholders on the Company's website.

<https://www.thpa.gr/financial-results>

Item 2: Allocation of Annual Profit of 2024 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 2024 as per the following table:

Amounts in euro (€):

Profits before Tax	36.244.401,66
Income Tax	-8.229.341,30
Profits after Tax	28.015.060,36
Remaining Profits for allocation	28.015.060,36
Legal Reserves (5%)	0
Profit Remaining	28.015.060,36
Proposed Dividend (1.30 €)*	-20.160.000,00
Profit Remaining	7.855.060,36

* In 2024, 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 €20,160,000.00 as a dividend, that is, €2,00 per share and after withholding the tax of 5 %, the net dividend payment per share is €1,90. The ex-dividend proposed date is **Friday, May 16, 2025**, the dividend beneficiaries proposed date "Record date" is **Monday, May 19, 2025** and the proposed date of the dividend payment is **Thursday, May 22, 2025**. 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 2024 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 informs the shareholders about the activities of the Audit Committee during the fiscal year 2024 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 2024 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 01.01.2024-31.12.2024, 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 2024, 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 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 proposal of the Board of Directors to the General Meeting is to approve the amount paid in the fiscal year 2024 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 105.528,91 € 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 2025.

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 2025, 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. 7930/15.04.2025 the submission of the Remuneration Report for the fiscal year 2024 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 2025 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 2025 (regular and tax audit) with a fee of € 84.000.

Item 9: Appointment of an Audit Firm of Certified Public Accountants for the provision of limited assurance on the Sustainability Statement (CSRD) for the fiscal year 2025

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

Following a proposal of the Audit Committee, the Board of Directors proposes to the General Meeting the appointment of the firm "GRANT THORNTON S.A. CERTIFIED PUBLIC ACCOUNTANTS AND BUSINESS CONSULTANTS" as the Audit Firm for the provision of limited assurance on the Sustainability Statement (CSRD) for the fiscal year 2025, for a fee of € 34.200.

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/general-meetings>

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

- a) proposes to the General Meeting the election of:
 - Athanasios Liagkos
 - Masson Martin
 - Ioannis Tsaras
 - Konstantinos Fotiadis
 - Zonglyu (Jessie) LU
 - Panagiotis Michalopoulos
 - Angeliki Samara
 - Efstathios Koutmeridis
 - Evangelia Damigouas members of the new Board of Directors of the Company, and the designation of Mr. Panagiotis Michalopoulos, Mrs. Angeliki Samara, and Mr. Efstathios Koutmeridis as independent non-executive members of the new Board of Directors.
- b) It submits to the Ordinary General Meeting of Shareholders on 14.05.2025, the decision of the shareholder Hellenic Corporation of Assets and Participations S.A. (universal successor of the "Hellenic Republic Asset Development Fund S.A.") for the appointment of Mr. Panagiotis Stampoulidis as a non-executive member of the Board of Directors, in accordance with Article 7, paragraph 6 of the Company's Articles of Association and Article 79 of Law 4548/2018, as currently in force.
- c) Following the proposal of the Nomination Committee, the Board of Directors confirms that:
 - (i) Each proposed candidate member for the Board of Directors specifically, Mr. Athanasios Liagkos, Mr. Masson Martin, Mr. Ioannis Tsaras, Mr. Konstantinos Fotiadis, Mrs. Zonglyu (Jessie) LU, Mr. Panagiotis Michalopoulos, Mrs. Angeliki Samara, Mr. Efstathios Koutmeridis, Mrs. Evangelia

Damigou, as well as the appointed member Mr. Panagiotis Stampoulidis meets the individual suitability criteria defined in the Company's Suitability Policy. They possess appropriate experience, sufficient knowledge, skills, independence of judgment, integrity, good reputation, and have no conflicts of interest or incompatibilities according to the Policy and the applicable legal and regulatory framework.

(ii) Each proposed independent BoD member — Mr. Panagiotis Michalopoulos, Mrs. Angeliki Samara, and Mr. Efstathios Koutmeridis — meets the independence criteria according to Article 9 of Law 4706/2020 and the Company's Suitability Policy.

(iii) The proposed new Board of Directors will meet the collective suitability criteria established by the above-mentioned Policy, as the participation of each proposed member:

- Contributes to fulfilling and strengthening the BoD's expertise in the Company's field of activity, the implementation of its strategy, and its day-to-day operations
- Enhances the proper and effective execution of the BoD's duties and responsibilities, reflecting the Company's size, structure, and operation, while covering expertise relevant to all business activities and key risks, strategic planning, financial reporting, compliance, corporate governance, risk management, and technological impacts,
- Ensures adequate gender representation
- Includes members of three different nationalities, enriching the Company's leadership talent pool in terms of skills, experience, and vision, while enhancing its competitiveness, productivity, and innovation.

(iv) All proposed members of the new Board of Directors meet the suitability criteria defined by the above-mentioned Policy.

The CVs of the proposed members of the new Board of Directors are available to shareholders on the Company's website: <https://www.thpa.gr/general-meetings>

Item 12: Announcement of the BoD decision regarding the election of Mr. Ioannis Tsaras as Chief Executive Officer, replacing Mr. Arie Koppelaar who resigned.

This Announcement is submitted to the General Meeting in accordance with Article 82, paragraph 1 of Law 4548/2018 and is not subject to a vote.

By virtue of Decision No. 7853/22.08.2024 of the Board of Directors of ThPA S.A., it was resolved to elect Mr. Ioannis Tsaras, who has been a member of the Board of Directors since 10.05.2024, as Chief Executive Officer, replacing Mr. Arie Koppelaar, a member of the BoD and former CEO, who resigned effective 22.08.2024.

It was determined that Mr. Ioannis Tsaras meets the individual suitability criteria as defined by the Company's Suitability Policy.

It was also confirmed that, following this replacement, the Board of Directors continues to meet the collective suitability criteria, and that all BoD members meet the suitability criteria established by the Company's Suitability Policy.