

## DRAFT DECISIONS OF THE 12<sup>th</sup> MAY 2026 ANNUAL GENERAL SHAREHOLDERS MEETING

### **Item 1: Submission and approval of the Annual Financial Statements of the 26<sup>th</sup> fiscal year (01.01.2025 - 31.12.2025), 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 Board of Directors proposes to the General Meeting the approval of the Company's Annual Financial Report (1.1.2025 to 31.12.2025), as well as the Statements, Reports and Declarations that accompany it.

The Annual Financial Report consists of the Statement of Financial Position, the Statement of Comprehensive Income, the Statement of Changes in Equity, the Statement of Cash Flows, the explanatory Notes to the Financial Statements, the Management Report of the Board of Directors, part of which is the Sustainability Statement, the Corporate Governance Statement and the Reports of the Independent Auditors. The annual Financial Report was approved by the Board of Directors at its meeting on 15.04.2026 and is available to shareholders on the Company's website.

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

### **Item 2: Allocation of Annual Profit of 2025 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 2025 as per the following table:

Amounts in euro (€):

Description	Company
Profit before tax	40.263.265,76
Income tax	(9.460.057,02)
<b>Profit after tax</b>	<b>30.803.208,74</b>
<b>Allocation of profits:</b>	
Legal reserve (5%)	N/A
<b>Profits available for distribution</b>	<b>30.803.208,74</b>
Proposed dividend distribution (2,20€)	(22.176.000,00)
<b>Retained earnings carried forward</b>	<b>8.627.208,74</b>

\* In 2025, 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 the Annual General Meeting to distribute the amount of € 22.176.000,00 as a dividend, that is, € 2,20 per share and after the 5% withholding tax where applicable, the net dividend payment per share is € 2,09. The ex-dividend proposed date is **Thursday, May 14, 2026**, the dividend beneficiaries proposed date "Record date" is **Friday, May 15, 2026** and the proposed date of the dividend payment is **Wednesday, May 20, 2026**. 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 2025 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 2025 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 2025 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**

Due to an investigation concerning Mr. Athanasios Liagkos, which is ongoing, 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 01.01.2025 - 31.12.2025, in accordance with article 108 of Law 4548/2018, for all members of the Board, with the exception of Mr. Athanasios Liagkos. Additionally, the Board of Directors proposes to the General Meeting to discharge the Certified Auditors that carried out the audit of the financial statements for the fiscal year 2025, in accordance with par.1, case c of article 117 of Law 4548/2018.

**Item 5: Approval, as per article 108 of Law No. 4548/2018, of the Overall Management by the Board of Directors for the financial year 2024, 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**

Due to an investigation concerning Mr. Athanasios Liagkos which is ongoing, as well as an ongoing civil case involving Mr. Athanasios Liagkos and Mr. Arie Koppelaar, which remains under examination, 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, for all members of the Board, with the exception of Mr. Athanasios Liagkos and Mr. Arie Koppelaar.

**Item 6: Approval of remuneration and 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 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 Extraordinary General Meeting of 31.10.2025, further to the decision of the Annual General Meeting of Shareholders dated 14/5/2025, pre-approved the payment of remuneration and compensation to the members of the Board of Directors and the Committees of the Board of Directors, for the financial year 01.01.2025 – 31.12.2025, as follows:

- Chairperson of the Board of Directors: total monthly payment of € 5.000 net, after taxes and deductions.
- Chairperson of the Audit Committee: total monthly payment of € 3.000 net, after taxes and deductions.
- Member of the Audit Committee: total monthly payment of € 2.500 net, after taxes and deductions.
- Chairperson of the Remuneration and Nominations Committee: total monthly payment of € 2.000 net, after taxes and deductions.
- Independent Non-Executive BoD member – Member of the Remuneration and Nominations Committee: total monthly payment of € 2.000 net, after taxes and deductions.

Non-executive members of the Board of Directors who hold more than one of the above positions shall receive remuneration for only one of them, specifically for the position with the highest remuneration.

The above remunerations shall apply for the entire financial year 2025. Accordingly, non-executive members of the Board of Directors who held the relevant positions during 2025 shall receive total remuneration, as described above, for the period during which, each member held the relevant position. The total remuneration shall be paid for only one of the positions that a non-executive member may have held, specifically for the position carrying the highest remuneration as described above.

For the period during which the Remuneration Committee and the Nomination Committee operated separately, the above provisions relating to the Remuneration and Nomination Committee shall apply correspondingly to each individual Committee.

Apart from the above, Mr. Athanasios Liagkos, who served as the Executive Chairman of the Board of Directors from 01.01.2025-14.05.2025 received total remuneration € 252.981,34 gross, exclusively for his services as Executive Chairman of the Board of Directors.

Based on the above, the amount paid in 2025 to the members of the Board of Directors and the Committees of the Board of Directors amounts to € 506.460,05 gross.

The proposal of the Board of Directors to the General Meeting is to approve the amount paid in the fiscal year 2025 to the members of the Board of Directors.

**Item 7: Pre-approval of the remuneration and compensation of the members of the Board of Directors and the Committees of the Board of Directors for the financial year 2026.**

**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 compensation and remuneration that will be paid to the non-executive members of the Board of Directors and its Committees for the financial year 2026, as follows:

- Chairperson of the Board of Directors: total monthly payment of € 5.000 net, after taxes and deductions.
- Chairperson of the Audit Committee: total monthly payment of € 3.000 net, after taxes and deductions.
- Member of the Audit Committee: total monthly payment of € 2.500 net, after taxes and deductions.
- Chairperson of the Remuneration and Nominations Committee: total monthly payment of € 2.000 net, after taxes and deductions.
- Independent Non-Executive BoD member – Member of the Remuneration and Nominations Committee: total monthly payment of € 2.000 net, after taxes and deductions.

Non-executive members of the Board of Directors who hold more than one of the above positions shall receive remuneration for only one of them, specifically for the position with the highest remuneration.

**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 and Nominations Committee, the Board of Directors approved by its Decision-Nr. 8084/15.04.2026 the submission of the Remuneration Report for the fiscal year 2025 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 9: 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 «ERNST & YOUNG (ΕΛΛΑΣ) Ορκωτοί Ελεγκτές Λογιστές Α.Ε.» as the Audit Company for the fiscal year 2026 (Regular & Tax Audit, ESEF File, Remuneration Report, Concession Agreement Compliance Audit and Audit and Certification of Consolidated Statements) with a fee of € 114.000.

**Item 10: Appointment of an Audit Firm of Certified Public Accountants for the provision of limited assurance on the Sustainability Statement (CSR) for the fiscal year 2026**

**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 «ERNST & YOUNG (ΕΛΛΑΣ) Ορκωτοί Ελεγκτές Λογιστές Α.Ε.», as the Audit Firm for the provision of limited assurance on the Sustainability Statement (CSR) for the fiscal year 2026, for a fee of € 30.000.

**Item 11: 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 the shareholders on the Company's website <https://www.thpa.gr/general-meetings>

**Item 12: Announcement of the Board of Directors' decision to elect Ms. Afroditi Nestora as non-executive member of the BoD, in replacement of the resigned Mr. Panagiotis Stampoulidis.**

**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 8026/10.11.2025 of the Board of Directors of ThPA S.A., it was resolved to elect Ms. Afroditi Nestora, who was appointed by the Hellenic Corporation of Assets and Participations S.A. (HCAP), as a new non-executive member of the BoD, replacing, Mr. Panagiotis Stampoulidis who resigned on 07.10.2025 (articles 7 §§6,7 of the Articles of Association of ThPA S.A., article 79 of Law 4548/2018, and article 12 of the Articles of Association of ThPA S.A.). It was determined that Ms. Afroditi Nestora meets the individual suitability criteria as defined by the Company's Suitability Policy.

It was also confirmed that, following the 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.