



Special Annual Report on
Gender-Balanced Representation on the
Board of Directors
pursuant to Article 3C of Law 4706/2020,
as added by Article 7 of Law 5178/2025

September 2026

This special annual report on gender-balanced representation on the Board of Directors (the **“Report”**) of Thessaloniki Port Authority S.A. (the **“Company”**) is prepared and published in accordance with the provisions of Article 3C of Law 4706/2020, as added by Article 7 of Law 5178/2025, as in force, and taking into consideration: (a) the letters No. 150/29.01.2026 and No. 434/24.02.2025 of the Hellenic Capital Market Commission (**“HCMC”**) addressed to companies with securities listed on the Athens Exchange; (b) the updated HCMC Circular No. 60/29.04.2025 issued pursuant to Law 5178/2025; and (c) the letters No. 12678/08.09.2025 and No. 15016/30.06.2026 of the General Secretariat for Gender Equality and Human Rights of the Ministry of Social Cohesion and Family.

The Company is fully compliant with the applicable legislative and regulatory requirements regarding gender-balanced representation on the Board of Directors and exceeds the applicable requirements, thereby demonstrating in practice its commitment, as part of its broader strategy, to fostering a corporate culture based on the principles of equality, inclusion and respect for diversity.

Part A: Company Information

This part sets out the key information relating to the Company’s corporate identity and business activities:

Company Name:	Thessaloniki Port Authority S.A.
General Commercial Registry (G.E.MI.) No.:	058231004000
Tax Identification Number:	099356700
Company’s Business Sector:	The Company operates in the sector of auxiliary and related transport activities (STAKOD 2008, Code 52), providing cargo handling and storage services, other port services, passenger traffic services, etc.
Company headcount (on an individual level):	As of the reference date of 31 December 2025: 566 employees ¹
Annual Turnover:	As of the reference date of 31 December 2025: €107,386,000 ² (Annual Financial Report for FY 2025)
Annual Balance Sheet of the Company:	As of the reference date of 31 December 2025: €281,319,000 ³ (Annual Financial Report for FY 2025)

Part B: Gender-balanced representation on the Company’s Board of Directors

¹ 432 salaried employees (permanent staff) and 134 daily-wage employees (dockworkers and seasonal workers). In addition, as of 31 December 2025, there were 12 TEI students and 8 students participating in the OAED apprenticeship programme.

² On an individual level.

³ On an individual level.

The Board of Directors of the Company (the “**Board**”) was elected by the Ordinary General Meeting of the Company’s shareholders held on 14 May 2025 for a two-year term of office, ending on 14 May 2027. The Board was initially constituted as a body pursuant to its decision dated 14 May 2025. Subsequently, pursuant to the Board’s decision dated 10 November 2025, the Board was reconstituted following the election of a new non-executive member to replace a resigned non-executive member, for the remainder of the latter’s term of office, until 14 May 2027. It should be noted that such replacement had a positive impact on the gender balance of the Board, as the resigned member (male) was replaced by a female member, thereby strengthening the representation of the underrepresented gender on the Board.

Accordingly, the current composition of the Company’s Board comprises a total of nine (9) members. Of these, one (1) member is executive and eight (8) are non-executive, including three (3) independent non-executive members. With regard to the gender distribution of the Board, the underrepresented gender is female. Specifically, of the nine (9) members in total, four (4) are female and the remaining five (5) members, including the executive member, are male.

The gender representation data in the Company’s current Board as at the date hereof are set out in the table below:

	Total number of members	Male members	Female members	Percentage of members of the underrepresented gender
Members	9	5	4	44.44%
Executive Members	1	1	0	0%
Non-Executive Members	5	2	3	60%
Independent Non-Executive Members	3	2	1	33.33%
Reference to the latest decision regarding the constitution of the Board as a body:		Decision No. 8026 of the Company’s Board dated 10 November 2025, pursuant to which the Board was reconstituted as a body (G.E.MI. registration number 5636594).		

Pursuant to paragraphs 3, 4 and 5 of Article 3A of Law 4706/2020, (as added by Article 5 of Law 5178/2025), which entered into force on 30 June 2026 (pursuant to paragraph 2 of Article 42 of Law 5178/2025), companies employing two hundred and fifty (250) or more employees and having an annual turnover of at least fifty million euros (€50,000,000) or annual balance sheet assets of at least forty-three million euros (€43,000,000) are required to ensure that:

- the percentage of representation of the underrepresented gender on the Board is not less than 33% of the total number of Board members (paragraph

- 3 of Article 3A). In the event of a fraction, such percentage shall be rounded to the nearest whole number (paragraph 5 of Article 3A); and
- the aforementioned 33% representation includes at least one (1) executive member of the underrepresented gender, provided that three (3) or more executive members serve on the Board of the company concerned (paragraph 4 of Article 3A).

In light of the above, it follows that, since November 2025, the Company has already been fully compliant with the provisions set out in paragraph 3 of Article 3A of Law 4706/2020 regarding the representation of the underrepresented gender on the Board of Directors, as, from November 2025 to date, the composition of the Board has exceeded the statutory minimum representation threshold for the underrepresented gender, namely 33%. Specifically, four (4) out of the nine (9) members of the current Board belong to the underrepresented gender (female), corresponding to **44.44%** of the total number of Board members.

Furthermore, it is noted that the current composition of the Company's Board includes one (1) executive member. Therefore, the Company does not fall within the scope of paragraph 4 of Article 3A of Law 4706/2020.

The Company also ensures gender diversity through the participation of female members in the committees of the Board. Where the composition of committees is institutionally determined on the basis of governance positions and roles, appointments to such positions are made based on merit and equal opportunities for career advancement.

Part C: Measures implemented by the Company to improve gender-balanced representation on the Board

Gender-balanced representation on the Board and ensuring equal treatment and equal opportunities constitute fundamental pillars of the Company's modern identity and sustainable development. In alignment with applicable legislative requirements, the Company implements targeted measures aimed at strengthening gender balance on the Board, as well as diversity and inclusion. In particular:

As evidenced by the information set out in Part B of this Report, since November 2025 the Company has remained continuously compliant with the applicable legislative framework, maintaining a Board composition that consistently exceeds the statutory minimum representation threshold for the underrepresented gender. Furthermore, the election of a female independent non-executive member as Chair of the Board, who also serves as Chair of the Remuneration and Nominations Committee, demonstrates the Company's practical commitment to promoting gender balance and equal representation in key positions of responsibility and decision-making.

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In addition, the Company proceeded with a revision of its Suitability Policy for the members of the Board (the **"Suitability Policy"**), which was approved by decision of the Extraordinary General Meeting of the Company's shareholders dated 31 October 2025 and is available on the Company's website. Through this amendment, the Company's Suitability Policy was aligned with Law 4706/2020, as amended by Law 5178/2025, and with Circular No. 60/29.04.2025 of the HCMC. Although the provisions of Articles 3A (paragraphs 3, 4 and 5) and 3B of Law 4706/2020 entered into force on 30 June 2026, the Company proceeded with the alignment of its Suitability Policy as early as October 2025, thereby adopting the new requirements regarding gender-balanced representation in a timely manner.

The Suitability Policy sets out the fundamental principles and framework governing the selection, renewal of the term of office and replacement of Board members, as well as the criteria established for such purposes. Within this framework, the Suitability Policy sets out, inter alia, the criteria for assessing the suitability of Board members, the diversity criteria applicable to their selection, as well as the criteria and procedure for their selection, while ensuring compliance with the applicable gender-balance requirements for the Board under the prevailing legislative framework.

Pursuant to the Suitability Policy, diversity and adequate representation of each gender constitute criteria for the collective suitability of the Board.

The selection criteria for candidate Board members are determined in advance and applied at all stages of the selection process, in order to ensure that, where the required percentage for gender-balanced representation is not met, preference is given, among candidates with equivalent qualifications and performance, to the candidate belonging to the underrepresented gender, unless there are specifically justified exceptional circumstances. Accordingly, the Company ensures that decisions on filling Board positions are adequately justified. Upon request by a candidate for appointment to a Board member, the Company provides the candidate with the

assessment criteria, the objective comparative assessment, and any specific reasons, that led to the exceptional selection of a candidate belonging to the non-underrepresented gender.

Within the same framework, the Remuneration and Nominations Committee, in participating in the process of nominating and assessing the suitability of Board members and monitoring the implementation of the Suitability Policy, applies the principles and criteria set out in the Suitability Policy and applicable legislation, taking into account, inter alia, the diversity criterion, pursuant to which any exclusion from participation on the Board on the grounds of discrimination is prohibited.

At the same time, the Company ensures equal opportunities and equal treatment of Board members, irrespective of gender, including with regards to access to education, training and opportunities for the further development of their knowledge and skills. In this way, the Company supports the effective and equal participation of all members in the performance of their duties and in the decision-making process and, consequently, establishes a framework that contributes to maintaining and further strengthening gender balance on the Board.

With a view to ensuring the continuous fulfilment of the suitability criteria and the ongoing monitoring of the effectiveness of its composition, the Board conducts an annual self-assessment, during which, among other criteria, gender balance within its composition is also assessed.

Furthermore, through the Diversity Policy adopted by the Company, equal treatment, diversity and equal opportunities are promoted.

The diversity criterion applicable to the Board extends to gender, as well as to skills, views, abilities, knowledge, qualifications and experience. The objective is to form a diverse group of Board members that ensures pluralism and effective decision-making. At the same time, exclusion from participation on the Board on the grounds of gender or other characteristics is prohibited.

In the same spirit, the Company has adopted a Diversity, Equality and Inclusion Policy, which applies to all Company employees as well as to Board members. The Policy promotes a working environment based on equal opportunities, respect for diversity and meritocracy, free from discrimination, harassment or exclusion, and aims to promote transparency and inclusion, as well as the continuous awareness-raising and training of the Company's personnel on related matters.

Finally, the Company has a Remuneration Policy that ensures equal treatment of Board members by providing equal benefits to all members in connection with their participation on the Board, irrespective of gender, through transparent and merit-based procedures.

The Company places at the core of its operations the establishment of a corporate culture based on equality, meritocracy, transparency and inclusion. A key priority is the promotion of gender equality and its continuous improvement. To this end, the Company systematically monitors its compliance with the applicable institutional framework and relevant legislative and regulatory developments, ensuring the adoption of best corporate governance practices and remaining vigilant regarding the continuous monitoring and adjustment of its policies and procedures.

The Report is published on the Company's official website ([Official Website](#)).

In addition, the Report is submitted to:

- the Hellenic Capital Market Commission;
- the Documentation, Research and Digital Support Department (Gender Equality Observatory) of the General Secretariat for Equality and Human Rights of the Ministry of Social Cohesion and Family; and
- the Greek Ombudsman.

Information regarding the composition of the Board and gender-balanced representation on the Board, in compliance with the applicable legislative requirements, is included in the Corporate Governance Statement prepared annually by the Company pursuant to Article 152 of Law 4548/2018.

The Chair of the Board of Directors

The CEO

Angeliki Samara

Dr. Ioannis Tsaras