



THESSALONIKI PORT AUTHORITY  
SOCIETE ANONYME  
(ThPA SA)  
TRADE REG. NO. 42807/06/B/99/30  
GEMI No. 58231004000  
Registered Office: Thessaloniki

## INVITATION TO THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING

The Board of Directors of the Company with the corporate name "ORGANISMOS LIMENOS THESSALONIKIS SOCIETE ANONYME" [THESSALONIKI PORT AUTHORITY S.A.] trading as OLTH S.A. (LC Reg. No. 42807/06/B/99/30, Company's Reg.No. 58231004000), with registered offices in Thessaloniki, hereby

### Invites

its Shareholders according to Law 4548/2018 "Reform of the legislation of Sociétés Anonymes", as currently in force and the Company's Association, following the decision of the Board of Directors, to the Extraordinary General Meeting to be held on Thursday, 29<sup>th</sup> of August 2019 at 10:30, in Thessaloniki, at «Makedonia Palace» Hotel (Megalou Alexandrou 2 Avenue) «Alexandros 1» hall, on the following Agenda items:

### AGENDA ITEMS

1. Change of the number of independent members of the Board of Directors with reduction from three (3) to two (2) members and election of new members.
2. Amendment of Article 12 of the Company's Articles of Association regarding the Audit Committee
3. Announcements:

Pursuant to Articles 121 (4), 124 (6), 128 and 141 of Law 4548/2018, the Company informs the shareholders of the following:

#### I. Right to participate in the General Meeting

The right to participate in the Extraordinary General Meeting on Thursday, 29<sup>th</sup> of August 2019, has any person appearing as shareholder of ordinary shares of the Company in the registry of the Dematerialised Securities System managed by Hellenic Central Securities Depository S.A. (HCSD), at the beginning of the fifth (5<sup>th</sup>) day 24/08/2019 before the date of the Extraordinary General Meeting (**Record Date**). The aforementioned record date is applicable for the Repeat Meeting as well.

The proof of shareholder status is certified electronically based on the information received by the company through the participants and registered intermediaries in the Central Securities Depository. Only those who have shareholder's capacity on the Record Date shall have the right to participate and vote at the General Meeting.

The exercise of this right does not require the blocking of shares or any other process which restricts the shareholders' ability to sell and/or transfer shares during the period between the Record Date and the

Extraordinary General Meeting. Each share is entitled to one vote. The participation in the General Meeting by electronic means and voting by distance through electronic means are not possible.

## **II. Procedure for the exercise of voting rights by proxy**

The shareholder may participate in the Extraordinary General Meeting in person or through a proxy. A representative acting for more than one shareholder may vote differently for each shareholder. The shareholder may appoint a representative for one or more general meetings and for a certain time. The representative shall vote, in accordance with the instructions of the shareholder, if they exist. Any noncompliance of the proxy with the instructions it has received does not affect the validity of the decisions of the General Meeting, even if the representative's vote was decisive for achieving the majority.

The appointment and revocation or replacement of the representative shall be submitted in writing to the Company **forty-eight (48) hours** prior to the scheduled date of the meeting. Each shareholder may appoint up to three (3) proxies. However, if the shareholder holds company shares that appear on more than one securities account, this limitation does not prevent the shareholder from designating different representatives for the shares appearing in each securities account in relation to a particular general meeting. Proxies are freely revocable.

Before the commencement of the General Meeting, the proxy must disclose to the Company any particular facts that may be of relevance for shareholders in assessing the risk that the proxy may pursue interests other than those of the shareholder. A conflict of interest may arise in particular when the proxy:

- a) is a controlling shareholder of the Company or is another controlled entity by such shareholder;
- b) is a member of the Board of Directors or of the Management of the Company or of a controlling shareholder or an controlled entity by such shareholder;
- c) is an employee or an auditor of the Company, or of a controlling shareholder or an controlled entity by such shareholder;
- d) is the spouse or a close relative (1st degree) of any natural person referred to in (a) to (c) hereinabove.

The shareholder 's representative shall record the voting instructions for at least one (1) year, from the date of the General Meeting or, in case of postponement, the last repeat assembly in which he has used the proxy.

A proxy form is available to the shareholders on the Company's website [www.thpa.gr](http://www.thpa.gr) and in printed form by the Financial, Investors Relations And Company's Releases Department, at Thessaloniki Port (11th Gate), Technical Services Building, 2nd floor tel. +30 2310 593320. This form must be filled in and signed by the shareholder in the relevant department of the Company or sent by post to this address or by e-mail to [shares@thpa.gr](mailto:shares@thpa.gr) **at least forty-eight (48) hours** before the Extraordinary General Meeting.

## **III. Rights of minority shareholders**

Pursuant to article 141 of Law 4548/2018, shareholders are informed that they have, among other things, the following rights

1. Shareholders representing 1/20 of the paid-up share capital of the Company may request:

(a) to include additional items in the Agenda of the Extraordinary General Meeting, provided that the request is communicated to the Board at least fifteen (15) days 14/08/2019 prior to the General Meeting, accompanied by a justification or a draft resolution to be approved by the General Meeting. Additional matters must be published or disclosed, under the responsibility of the Board of Directors, in accordance with article 122, at least seven (7) days prior to the General Meeting, ie no later than 22/08/2019. The revised agenda is published in the same way as the previous agenda on 16/08/2019, ie thirteen (13) days prior to the date of the General Meeting and at the same time is made available to the shareholders on the Company's website, together with the justification or the draft resolution submitted by the shareholders according to the provisions of article 123 par 4 of Law 4548/2018.

(b) to make available to shareholders six (6) days prior 23/08/2019 to the General Meeting at the latest, any draft resolutions on the items included in the initial or revised agenda, provided that the request is communicated to the Board at least seven (7) days 22/08/2019 prior to the General Meeting.

The Board of Directors is not obliged to enter issues on the agenda or to publish or to disclose them together with justifications and draft resolutions submitted by shareholders in accordance with paragraphs a and b respectively if their content is obviously in conflict by law or morality.

c) from the chairman of the meeting shall be obliged to postpone the decision of the general meeting only once, either regular or extraordinary, on all or certain issues, setting a day for the continuation of the meeting, as specified in the shareholder request, but which can not be more than twenty(20) days from the date of postponement.

The postponing general meeting is a continuation of the previous one and does not require the resumption of the publication of the call for shareholders, which may be attended by new shareholders, in accordance with article 124 par.6 of Law 4548/2018.

2. Any shareholder may request, provided that the said request is filed with the Company at least five (5) full days 24/08/2019 prior to the General Meeting, to provide the General Meeting with the information regarding the affairs of the Company, insofar as such information is relevant to the items on the agenda.

3. Shareholders representing 1/10 of the paid-up capital of the Company may request, provided that the said request is filed with the Company at least five (5) full days 24/08/2019 prior to the General Meeting, to provide the General Meeting with information on the course of the business affairs and financial status of the Company.

Detailed information regarding minority shareholders' rights and the specific conditions to exercise these rights, are available on the Company's website. ([www.thpa.gr](http://www.thpa.gr)).

#### **Available Documents and information**

The information of par. 3 and 4 of article 123 of Law 4548/2018 and in particular the Invitation of the Extraordinary General Meeting, the total number of shares and voting rights that the shares incorporate at the date of the invitation the representative appointment forms and the draft decisions on the items on the agenda are available in electronic form on the Company's website ([www.thpa.gr](http://www.thpa.gr)) and in printed form at the Department of Finance, Investor Relations & Corporate Announcements, at the Port of Thessaloniki (Gate 11), Technical Services Building, 2nd floor tel. +30 2310593320, where shareholders can receive copies.

Thessaloniki, 30 July 2019

The Board of Directors