



Thessaloniki Port Authority S.A.

Corporate Announcement

Announcement for the reformation of the Board of Directors to a body, the election of Executive Chairman of the BoD, Vice-Chairman of the BoD and Chief Executive Officer, election and formation of the Remuneration Committee and the Nominations Committee

Thessaloniki, 22/08/2024

ThPA S.A. ("Company") announces that today 22/08/2024 the Board of Directors (BoD) elected as new Chief Executive Officer the member of the BoD Mr. Ioannis Tsaras.

Specifically, following the Announcement dated 17/07/2024 for the resignation of Mr. Arie Koppelaar with effect from 23/08/2024, from the position of the Chief Executive Officer of the Company and member of its Board of Directors, the Board of Directors convened today 22/08/2024, with agenda its reformation to a body. During the meeting of the Board of Directors, Mr. Arie Koppelaar announced that his resignation has effect from today 22/08/2024.

Following the above, the Board of Directors was formed to a body, with a term of office until 10/05/2029, as follows:

1. Athanasios Liagkos son of Eleftherios, executive member, Executive Chairman of the BoD,
2. Panagiotis Michalopoulos son of Angelos, independent non-executive member, Vice-Chairman of the BoD,
3. Ioannis Tsaras son of Georgios, executive member, Chief Executive Officer,
4. Konstantinos Fotiadis son of Panagiotis, non-executive member,
5. Martin Masson son of Christian, non-executive member,
6. Zonglyu (Jessie) LU daughter of Yaomin LU, non-executive member,
7. Panagiotis Stampoulidis son of Grigorios, non-executive member,
8. Evangelia Damigou daughter of Emmanuel, non-executive member,
9. Angeliki Samara daughter of Dimitrios, independent non-executive member,
10. Efstathios Koutmeridis son of Theodoros, independent non-executive member.

The Board of Directors also ascertained the following:

1. The participation of each member in the ten-member (10-member) composition of the Board of Directors of the Company contributes to the fulfilment of the collective suitability of the Board of Directors and in particular: his/her participation in the

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- Board of Directors allows for enhancing the expertise of the Board in the field of the Company's activities, the implementation of the Company's strategy and the running of the daily operation of the Company.
2. The Board of Directors continues to fulfil all the criteria and conditions set out in the provisions of Law 4706/2020 on corporate governance, the approved Suitability Policy of the Company's BoD Members and its overall legal and regulatory framework. In particular, in its composition:
- (a) The Board of Directors covers the adequate representation per gender exceeding the minimum provisions of Law 4706/2020 and the Suitability Policy of the Company's Board of Directors, as three (3) women participate out of a total of ten (10) members, i.e. the participation of the female gender amounts to 30%.
- (b) The criteria of independence deriving from the law, are met by not less than 1/3 of the total number of BoD members (as per the Law "If a fraction results, it shall be rounded to the nearest whole number"), since three (3) out of a total of ten (10) members, and in particular
- Panagiotis Michalopoulos,
 - Angeliki Samara and
 - Efstathios Koutmeridis
- meet the criteria of independence in accordance with article 9 of L.4706/2020, as:
- (i) they do not directly or indirectly hold more than 0,5% of the Company's share capital and
- (ii) they are free from any financial, business, family or other kind of dependency relationship, which may affect their decisions and their independent and objective judgment.
- The independence has been ascertained by the General Meeting of Shareholders of the Company of 10/05/2024 and confirmed in the 22/08/2024 meeting of the BoD.
- (c) The Board of Directors includes members of three different nationalities with a diverse pool of skills, experience and vision, contributing to the Company's competitiveness, productivity and innovation.
- (d) All the members of the Board of Directors have the appropriate experience, sufficient knowledge, skills, independence of judgment, integrity and good reputation, have no impediments and do not lack suitability in accordance with the approved Suitability Policy and the applicable legal and regulatory framework of the Company.
- (e) The ten-member (10-member) composition covers the proper and effective exercise of the BoD's duties and responsibilities, reflects the Company's size, organization, and mode of operation; also, the BoD members cover a wide range of knowledge, skills, qualifications and experience, which cover the expertise related to each business activity of the Company and the main risks associated with it, strategic planning, financial reports, compliance with the legal and regulatory framework, corporate governance issues, ability to identify and manage risks and impacts of the technology on the Company.

Subsequently, the Board of Directors, after evaluation, elected the new **Remuneration Committee** of the Company in accordance with article 11 of L.4706/2020, consisting of five (5) non-executive members of the BoD, of which three (3) independent non-executive members of the BoD, within the meaning of article 9 of L.4706/2020, with a term equal to the term of office of the Board of Directors, that is until 10/05/2029.

Specifically, the new Remuneration Committee of ThPA S.A. consists of:

1. Panagiotis Michalopoulos son of Angelos, independent non-executive member of the BoD,
2. Angeliki Samara daughter of Dimitrios, independent non-executive member of the BoD,
3. Efstathios Koutmeridis son of Theodoros, independent non-executive member of the BoD,
4. Martin Masson son of Christian, non-executive member of the BoD and
5. Konstantinos Fotiadis son of Panagiotis, non-executive member of the BoD

It is noted that:

1. The members of the Remuneration Committee collectively have the appropriate knowledge, experience and expertise regarding remuneration policies and practices, as well as risk management, in order to ensure compliance of the remuneration policy with the risk profile of the Company. Each member of the Remuneration Committee has the appropriate expertise and professional experience in the risk management of the Company as:
 - Mr. Panagiotis Michalopoulos has experience in management of companies, organizations and associations of the public and private sector and has served in the previous Remuneration Committees of the Company.
 - Mrs. Angeliki Samara has experience in the oversight of financial reporting and audit.
 - Mr. Efstathios Koutmeridis has professional experience in financial control and tax administration, holding relevant senior management positions.
 - Mr. Martin Masson holds a MSc in Accounting and Management, he is a Chartered Financial Analyst and he has extensive managerial experience as well as experience in the field of Audit.
 - Mr. Konstantinos Fotiadis is serving as the Chief Legal Officer in a company, and legal advisor and member of the BoD of several companies.
2. The requirements and independence criteria set by the current regulatory framework (article 9 par. 1 & 2 of L.4706/2020) are met by the majority of the members of the Committee and in particular by Mr. Panagiotis Michalopoulos, Mrs. Angeliki Samara and Mr. Efstathios Koutmeridis, as:
 - (i) they do not hold, directly or indirectly, more than 0,5% of the Company's share capital and
 - (ii) they are free from any financial, business, family, or other kind relationship of dependence, which may influence their decisions and their independent and objective judgment.

Their independence was ascertained by the Annual General Meeting of 10/05/2024 and was confirmed by the 22/08/2024 meeting of the BoD.

Following the above decision of the Board of Directors of 22/08/2024, the Remuneration Committee met and was formed into a body as follows:

1. Panagiotis Michalopoulos son of Angelos, independent non-executive member of the BoD, Chairman of the Remuneration Committee.
2. Angeliki Samara daughter of Dimitrios, independent non-executive member of the BoD, Member of the Remuneration Committee
3. Efstathios Koutmeridis son of Theodoros, independent non-executive member of the BoD, Member of the Remuneration Committee,
4. Martin Masson son of Christian, non-executive member of the BoD, Member of the Remuneration Committee and
5. Konstantinos Fotiadis son of Panagiotis, non-executive member of the BoD, Member of the Remuneration Committee.

The Chairman of the Remuneration Committee is an independent, non-executive member of the BoD, within the meaning of article 9 par. 1 & 2 of L.4706/2020.

Subsequently, the Board of Directors, after evaluation, elected the new **Nominations Committee** of the Company in accordance with article 12 of L.4706/2020, consisting of five (5) non-executive members of the BoD, of which three (3) independent non-executive members of the BoD, within the meaning of article 9 of L.4706/2020, with a term equal to the term of office of the Board of Directors, i.e. until 10/05/2029.

Specifically, the new Nominations Committee of ThPA S.A. consists of:

1. Angeliki Samara daughter of Dimitrios, independent non-executive member of the BoD,
2. Panagiotis Michalopoulos son of Angelos, independent non-executive member of the BoD,
3. Efstathios Koutmeridis son of Theodoros, independent non-executive member of the BoD,
4. Martin Masson son of Christian, non-executive member of the BoD and
5. Konstantinos Fotiadis son of Panagiotis, non-executive member of the BoD

It is noted that:

1. The members of the Nominations Committee collectively have the appropriate knowledge, experience and expertise regarding corporate governance issues, as well as the business activity of the Company and the key risks associated as:
 - Mrs. Angeliki Samara has served as the Chairperson of the previous Nominations Committee of the Company and is an Independent Non-Executive Member of Board of Directors of listed companies.
 - Mr. Panagiotis Michalopoulos has served as a member of the previous Nominations Committee and he has experience in management of companies, organizations and associations of the public and private sector.
 - Mr. Efstathios Koutmeridis has professional experience in financial control and tax administration, holding relevant senior management positions.
 - Mr. Martin Masson has extensive managerial experience in the Company's field of activity as he serves as a Managing Director in a company which owns 21 terminals worldwide.

- Mr. Konstantinos Fotiadis has extensive experience on corporate governance matters of societe anonyme, some of them in the fields of tourism and transportation.
 - 2. The requirements and independence criteria set by the current regulatory framework (article 9 par. 1 & 2 of L.4706/2020) are met by the majority of the members of the Committee and in particular by Mrs. Angeliki Samara, Mr. Panagiotis Michalopoulos and Mr. Efstathios Koutmeridis, as:
 - (i) they do not hold, directly or indirectly, more than 0,5% of the Company's share capital and
 - (ii) they are free from any financial, business, family or other kind relationship of dependence, which may influence their decisions and their independent and objective judgment.
- Their independence was ascertained by the Annual General Meeting of 10/05/2024 and was confirmed in the 22/08/2024 meeting of the BoD.

The Board of Directors elected also Mrs. Angeliki Samara, independent non-executive member of the BoD, as Chairwoman of the Nominations Committee.

With the above decision of the Board of Directors of 22/08/2024, the Company's Nomination Committee is as follows:

1. Angeliki Samara daughter of Dimitrios, independent non-executive member of the BoD, Chairwoman of the Nomination Committee.
2. Panagiotis Michalopoulos son of Angelos, independent non-executive member of the BoD, Member of the Nomination Committee.
3. Efstathios Koutmeridis son of Theodoros, independent non-executive member of the BoD, Member of the Nomination Committee
4. Martin Masson son of Christian, non-executive member of the BoD, Member of the Nomination Committee and
5. Konstantinos Fotiadis son of Panagiotis, non-executive member of the BoD, Member of the Nomination Committee.

It is highlighted that the Audit Committee remains as is, with the following composition:

1. Panagiotis Michalopoulos son of Angelos, independent non-executive member of the BoD, Chairman of the Audit Committee
2. Panagiotis Stampoulidis son of Grigorios, non-executive member of the BoD, Member of the Audit Committee
3. Efstathios Koutmeridis son of Theodoros, independent non-executive member of the BoD, Member of the Audit Committee

The Chairman of the Audit Committee is an independent, non-executive member of the BoD, within the meaning of article 9 par. 1 & 2 of L.4706/2020.

The CVs of the members of the BoD and the Committees of the BoD are posted on the Company's website (<https://www.thpa.gr/board-of-directors/>), for the purpose of full, adequate and appropriate information to both the Company's shareholders and the investors.