

ANNOUNCEMENT FOR THE SUBMISSION OF A VOLUNTARY TENDER OFFER

SUBMISSION OF A VOLUNTARY TENDER OFFER BY 'LEONIDSPORT B.V.' TO THE SHAREHOLDERS OF THE COMPANY 'ORGANIZATION PORT AUTHORITY OF THESSALONIKIS SOCIETE ANONYME' FOR THE ACQUISITION OF UP TO 2.116.800 ORDINARY REGISTERED SHARES WITH VOTING RIGHTS

Athens, 10 January 2025

The company under the name "LEONIDSPORT B.V.", incorporated and operating under the laws of the Netherlands, having its registered office at Strawinskylaan 569, 1077 XX Amsterdam, the Netherlands, with the registration number 95803203 (hereinafter the "**Offeror**") announces the submission of a voluntary tender offer (hereinafter the "**Tender Offer**"), pursuant to the provisions of Art. 3461/2006, as amended (hereinafter the "**Law**"), to all holders of ordinary registered, dematerialized, voting shares (hereinafter the "**Shares**") of the Greek société anonyme company "ORGANIZATION PORT AUTHORITY OF THESSALONIKIS SOCIETE ANONYME", (hereinafter the "**Company**" or "**Target Company**"), for the acquisition of part of the Company's Shares (hereinafter the "**Shareholders**").

The Offeror has initiated the process of this voluntary tender offer on 10th January 2025 (hereinafter the "**Tender Offer Date**"), by informing the Hellenic Capital Market Commission (hereinafter the "**HCMC**") and the Board of Directors of the Company and by submitting to them simultaneously a draft of the information memorandum, in accordance with article 10 par. 1 of the Law (hereinafter the "**Information Memorandum**").

The Tender Offer concerns the acquisition of part of the Company's Shares not exceeding a maximum of two million one hundred sixteen thousand and eight hundred (2.116.800) Shares representing 21,00 % of the total paid-up Share Capital and voting rights of the Company.

As at the date of the Tender Offer, the Offeror and the Shareholders of the Offeror (as referred to in Section 2 below), who by virtue of the unanimous resolution of the shareholders of the Offeror dated 23.12.2024, have decided to submit the Tender Offer,

with the coordinated exercise of the voting rights of the shareholders of the Offeror (hereinafter the "**Persons acting in concert with the Offeror**") do not directly or indirectly hold any Shares or voting rights in the Company. Apart from these persons, there are no other persons within the meaning of Article 2 (e) of the Law, acting in concert with the Offeror or persons controlled by the Offeror within the meaning of Article 3 par. 1 (c) of Law 3556/2007.

1. TARGET COMPANY

The Company under the name "ORGANIZATION PORT AUTHORITY OF THESSALONIKIS SOCIETE ANONYME" (in English "THESSALONIKI PORT AUTHORITY S.A.") and with the distinctive title "THPA S.A." (in English "THPA S.A.") was established in the year 1999 in Greece with the transformation of the Legal Entity of Public Law "Thessaloniki Port Authority" into a société anonyme, according to Law 2688/1999 (Government Gazette 40A/01.03.1999). The Company is registered in the Register of Joint Stock Companies of the Ministry of Economy and Development under the registration number 42807/06/B/99/30 and in the General Commercial Register under the number 58231004000. The registered office of the Company is located in the Municipality of Thessaloniki of the Region of Central Macedonia (A' Pier of Thessaloniki Port, P.C. 54110, tel. 2310 593 1101) and its duration according to its Articles of Association, as amended and in force after the decision of the Annual Ordinary General Meeting of the Shareholders of O.L.TH. S.A. on 23 June 2021, is set for an indefinite period of time.

2. OFFEROR

The Offeror is a company under the name Leonidsport B.V. incorporated on 16.12.2024 under the laws of the Netherlands with company number 95803203. The Offeror's registered office is located at Strawinskylaan 569, 1077 XX, Amsterdam, The Netherlands and its duration is indefinite.

The Offeror was established as a holding company for the purpose of participating in the capital of another entity and does not employ any employees.

On the date of the Tender Offer, the share capital of the Offeror amounts to one hundred Euro (€ 100.00) and is divided into 100,000 ordinary shares of nominal value of € 0.001 each. The sole shareholders of the Offeror are the following:

Shareholder	Number of shares and voting rights	Shareholding %
Margarita Olegovna Louis-Dreyfus , born in Leningrad, Russia, residing in Switzerland	24.925	24,925%
Kyryl Robert Leonid Louis-Dreyfus , born in Zurich, Switzerland, residing in Switzerland;	24.925	24,925%
Maurice Robert Thomas Louis-Dreyfus , born in Zurich, Switzerland, residing in Switzerland	24.925	24,925%
Eric Leonid Jean Louis-Dreyfus , born in Zurich, Switzerland, residing in Switzerland	24.925	24,925%
Igor Levin, born in Dnipro, Ukraine, residing in the United States of America	300	0,3%

Pursuant to the unanimous resolution of the Shareholders of the Offeror dated 23.12.2024, it was decided to submit the Tender Offer with the coordinated exercise of the voting rights of the Shareholders of the Offeror. The Shareholders of the Offeror jointly exercise ultimate control of the Offeror within the meaning of Article 3 par. 1 (c) of Law 3556/2007.

3. OFFEROR'S ADVISOR

ALPHA BANK S.A. is acting as advisor to the Offeror for the Tender Offer, pursuant to Article 12 of the Law (the "**Advisor**"). ALPHA BANK S.A. is incorporated in Greece, with its registered office in the municipality of Athens, at 40 Stadiou Street, P.O. Box 105 64 and is registered with the General Register of Companies under the number 159029160000. The Advisor is a credit institution entitled to provide in Greece the investment service of Annex I, Section A, items 6 and 7 of Law 4514/2018, as amended.

4. NUMBER OF SHARES IN THE COMPANY HELD BY THE OFFEROR

As of the date of the Tender Offer, the paid-up share capital of the Company amounts to thirty million two hundred and forty thousand euros (€ 30,240,000) and is divided into ten million eighty thousand (10,080,000) ordinary, registered shares, in dematerialized form, with a nominal value of € 3.00 each.

As at the Tender Offer Date, the Offeror or/and Persons Acting in Concert with the Offeror do not directly or indirectly hold any Shares and voting rights in the Company.

5. TENDER OFFER SHARES

The Tender Offer concerns the acquisition of part of the Company's Shares, not exceeding a maximum of two million one hundred sixteen thousand and eight hundred (2.116.800) Shares, representing up to 21,00% of the total paid-up share capital and voting rights of the Company (hereinafter the "**Tender Offer Shares**").

6. MAXIMUM NUMBER OF SHARES WHICH THE OFFEROR UNDERTAKES TO ACQUIRE

Pursuant to Article 6 of the Law, the Offeror undertakes to acquire a maximum of up to two million one hundred sixteen thousand and eight hundred (2.116.800) Shares of the Company, representing up to 21,00 % of the total paid-up share capital and voting rights of the Company, including the Shares of the Company that he may acquire, during the period from the Tender Offer Date until the end of the Acceptance Period, through the Stock Exchange or over-the-counter.(hereinafter referred to as the "**Maximum Number of Tender Offer Shares**"). In the event that the number of Tender Offer Shares exceeds the Maximum Number of Tender Offer Shares, after deducting any Shares acquired by the Offeror through the Stock Exchange or over-the-counter until the end of the Acceptance Period (hereinafter referred to as the "**Pro Rata Satisfaction Number of Shares**"), the declarations of acceptance ("**Declaration of Acceptance**") submitted by the Shareholders will be satisfied on a pro rata basis in respect of the Pro Rata Satisfaction Number of Shares, based on the number of Offered Shares of each accepting shareholder ("**Accepting Shareholder**") to the total number of Offered Shares of all Accepting Shareholders. If fractional balances result from the application of the pro rata allocation, the number of Shares to which each Accepting Shareholder is entitled will be rounded to the nearest lower whole number without taking into account decimal digits. If, in accordance with the above, there are any unallocated Shares, one (1) additional whole Share will be allotted to the Accepting Shareholders with the highest number of Offer

Shares in descending order. In the event that two or more Accepting Shareholders have submitted Acceptance Declarations for the same number of Offer Shares, the Accepting Shareholder who submitted an earlier Acceptance Declaration will be given priority.

7. MINIMUM NUMBER OF SHARES WHICH THE OFFEROR UNDERTAKES TO ACQUIRE

There is no minimum number of Shares that must be offered to the Offeror in order for the Tender Offer to be valid. The Offeror undertakes to acquire all the Shares which are the objective of the Tender Offer, subject to the Maximum Number of Shares in the Tender Offer.

8. SHARES ACQUISITION

The Offeror intends during the period from the date of the Tender Offer until the end of the acceptance period of the Tender Offer (hereinafter the "**Acceptance Period**") to acquire, through the Stock Exchange or over-the-counter, at a price per Share not exceeding the Offered Price. All acquisitions of Shares will be declared and published in accordance with article 24, par. 2 of the Law, as well as the provisions of Law 3556/2007 and Regulation (EU) No. 596/2014 (MAR), where applicable.

9. SPECIFIC AGREEMENTS RELATING TO THE TENDER OFFER

Pursuant to the unanimous resolution of the shareholders of the Offeror dated 23.12.2024, it was decided to submit the Tender Offer, with the coordinated exercise of the voting rights of the shareholders of the Offeror. There are no other specific agreements relating to the Tender Offer and/or the exercise of rights arising from the Shares. The Offeror and/or the Persons Acting in Concert with the Offeror have not entered into any agreement with the majority shareholder of the Company.

10. OFFERED PRICE

The price offered by the Offeror, in cash, for the acquisition of each Tender Offer Share that will be lawfully and validly tendered to it (hereinafter the "**Offered Shares**") during the Acceptance Period of the Tender Offer, amounts to twenty-seven euros (€ 27.00) (hereinafter the "**Offered Price**"). The Offeror does not intend to revise the Tender Offer in accordance with Article 21 of the Law and the Offered Price is the final and maximum consideration that the Offeror intends to offer for the acquisition of the Tender Offer Shares subject to paragraph 2 article 9 of the Law.

With regard to the Offered Price, the following is noted:

1. The average stock exchange price of the Share weighted by the trading volume ("**WAMP**") during the last six (6) months preceding the date of the Tender Offer, i.e. 10.01.2025, amounts to € 21.33;
2. The Offeror did not acquire any Shares during the twelve (12) months preceding the date of the Public Offer, i.e. 10.01.2025.

It is noted that the Offeror will not undertake on behalf of the Shareholders who legally and validly accept the Tender Offer, the payment of the liquidation rights provided for the transfer of the Transferred Shares in favor of ATHEXCSD., as provided for in the Annex of the codified resolution no.18 (meeting 311/22.02.2021) of the Board of Directors of ATHEXCSD and currently amounting to 0.08% of the transfer value, with a minimum charge of an amount equal to the lesser of €20 and 20% of the transaction value for each Accepting Shareholder, as applicable.

Furthermore, the Offeror does not undertake on behalf of the Shareholders who lawfully and validly accept the Tender Offer to pay the amount of the stock exchange transaction tax, which currently amounts to 0.20% and is calculated on the transaction value for the transfer of the Transferred Shares to the Offeror, which will be borne by the Accepting Shareholders.

Accordingly, the Accepting Shareholders will receive the total amount of the Offered Price reduced by the amount of the anticipated liquidation rights of the Transferred Shares in favour of ATHEXCSD and the aforementioned tax.

According to Article 9, para. 3 of the Law, the credit institution "Bank Vontobel Europe AG", legally established and operating in the Federal Republic of Germany with its registered office at Alter Hof 5, 80331 Munich, Germany, and authorized as a credit institution as defined in Article 4(1)(1) of Directive (EU) No 575/2013, as amended and in force, with an authorization number. BaFin-ID: 1012168 has confirmed that the Offeror has the necessary means for the payment of the Offered Price and the above, payable by him, in the part concerning him, the clearing rights of the over the counter transfer of the Transferred Shares to ATHEXCSD .However, the credit institution Bank Vontobel Europe AG does not provide any guarantee, within the meaning of Articles 847 et seq. of the Greek Civil Code, for the performance of the monetary or other obligations undertaken by the Offeror in the context of the Tender Offer.

11. CONDITIONS OF TENDER OFFER

The Tender Offer is not subject to any condition within the meaning of Article 22 of the Law, subject to its revocation in accordance with Article 20 of the Law.

12. NOTES ON THE TENDER OFFER

12.1. The implementation of the Tender Offer is subject to the approval of the Information Memorandum by the Hellenic Capital Markets Commission, which will include all the terms of the Tender Offer.

12.2. The Acceptance Period, pursuant to Article 18, paragraph 2 of the Law, will start from the publication of the Information Memorandum after its approval by the Hellenic Capital Markets Commission.

12.3. The Tender Offer is optional and will be effective, irrespective of the number of Shares that are lawfully and validly tendered until the end of the Acceptance Period, subject to the Maximum Number of Shares of the Tender Offer.

13. IMPORTANT NOTES

13.1. The Tender Offer is addressed exclusively to persons to whom it may lawfully be addressed and does not constitute an offer to purchase shares or is directed in any manner or form (written or otherwise), directly or indirectly, to any person (legal or natural) in any jurisdiction other than the Greek territory where the making of such an offer or the mailing/distribution of this announcement is unlawful or in violation of any applicable law, regulation or ordinance or subject to any restrictions (the "**Excluded Countries**").

13.2. Persons who are nationals, residents or domiciled in a country outside Greece or their agents, custodians, trustees or fiduciaries may participate in the Tender Offer only to the extent permitted by the laws of the relevant jurisdiction. Accordingly, copies of the Information Memorandum and related documents are not being and should not be sent, transmitted, forwarded or distributed, in whole or in part, within or from any Excluded Country.

13.3. Any natural or legal person listed above who wishes to accept the Tender Offer must be informed of the legal framework governing the Tender Offer and follow the procedures set out in the Law and the Information Memorandum, as well as the laws of the jurisdiction to which it is subject. If any of the above persons is in doubt in relation to the foregoing, they should seek advice from a professional adviser of their choice. The

Offeror and the Advisor shall not be liable for any breach of the above prohibitions by any person.

13.4. If any natural or legal person forwards the Information Memorandum or any other Offering Document or material relating to the Tender Offer in, to or from any Excluded Country or uses the mail or any other means of any Excluded Country, such person must draw the attention of the recipient to the corresponding section of the Information Memorandum. No Declaration of Acceptance will be received by any Excluded Country or by any person who is a national, resident or domiciled in any Excluded Country, nor will the Offered Consideration be paid into an account or sent to an address within any Excluded Country. The Accepting Shareholder will be deemed not to have validly accepted the Tender Offer if the Acceptance Notice has not been fully and validly completed in accordance with the terms and conditions set out therein and Law.

13.5. The Notice is not a substitute for the full text of the Information Memorandum, which should be referred to and studied by all interested parties.