



Thessaloniki Port Authority S.A.

Corporate Announcement

Announcement for the formation of the Board of Directors to a body, the election and formation of the Audit Committee, the Remuneration Committee and the Nomination Committee

Thessaloniki, 14/05/2024

ThPA S.A. ("Company") announces that, following the decision of the Annual General Meeting dated 10/05/2024 on the election of a new Board of Directors, a meeting of the newly elected Board of Directors followed on 13/05/2024, during which it was formed into 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. Arie Koppelaar son of Gerrit, 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 and
11. Ioannis Tsaras son of Georgios, independent non-executive member.

The Board of Directors also ascertained the following:

1. Each member meets the individual suitability criteria as a member of the Board of Directors of the Company, as he/she has the appropriate experience, sufficient knowledge, skills, independence of judgement, character requirements and good reputation and does not have impediments or incompatibility with the provisions of the Suitability Policy and the current legal and regulatory framework of the Company.

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2. The participation of each member in the eleven-member (11-member) composition of the new 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 Board of Directors allows for fulfilling and 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.
3. The new Board of Directors fulfil all the criteria and conditions set out in L.4706/2020 on corporate governance, the approved Suitability Policy of the Company's BoD members and the current 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 L.4706/2020 and the Suitability Policy of the Company's BoD members, as three (3) women participate out of a total of eleven (11) members, that is, the participation of the female gender amounts to 27,27%.
 - (b) The criteria of independence deriving from the law, are met by not less than 1/3 of the total number of BoD members, since four (4) out of a total of eleven (11) members, and in particular
 - Panagiotis Michalopoulos,
 - Angeliki Samara,
 - Efstathios Koutmeridis and
 - Ioannis Tsaras,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, which decided on the election of the new Board of Directors.
 - (c) The Board of Directors shall include members of four different nationalities enhancing the pool of skills and experience that the Company has for its most senior positions, as well as its 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 eleven-member (11) composition enhances 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 possess 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 new Board of Directors after evaluated the candidate members of the new **Audit Committee** and ascertained that article 44 of L.4449/2017 and the independence criteria of article 9 par. 1 & 2 of L.4706/2020, elected the new Audit Committee of ThPA SA, in accordance with the Company's Articles of Association (no. 12, 7§6), which constitutes a Committee of the Board of Directors and consists of three (3) non-executive members of the Board of Directors, of which two (2) independent members and one (1) non-executive, with a term of office until 10/05/2029, as decided by the Annual General Meeting of Shareholders of 10/05/2024.

Specifically, the new Audit Committee of ThPA SA consists of:

1. Panagiotis Michalopoulos son of Angelos, independent non-executive member,
2. Panagiotis Stampoulidis son of Grigorios, non-executive member,
3. Efstathios Koutmeridis son of Theodoros, independent non-executive member.

It is noted that:

1. the members of the Audit Committee have *sufficient knowledge of the sector in which the Company operates* in view of
 - (i) the professional experience of Mr. Panagiotis Michalopoulos and his participation in previous Audit Committees and the Board of Directors of the Company, through which he acquired clear and sufficient knowledge of the business environment and operating conditions of the Company,
 - (ii) the participation of Mr. Panagiotis Stampoulidis in the previous Audit Committee of the Company and the Board of Directors, as well as his experience in the operation of private and public organizations after a significant career in management, as well as in projects of reorganization and improvement of corporate processes.
 - (iii) the professional experience of Mr. Efstathios Koutmeridis in financial control and tax administration, holding relevant senior management positions, based on which he can understand the way the Company is organized and operates.
2. The criterion of *sufficient knowledge and experience in the field of auditing or accounting (and international standards)* is fulfilled due to:

- (i) the participation of Mr. Panagiotis Michalopoulos in the previous Audit Committees of the Company, as Chairman, his business activity and service in senior management positions, as Deputy Director and Vice-Chairman of the Board of Directors of the Special Cancer Hospital "METAXA", and his experience in preparing and auditing financial statements, and
 - (ii) the capacity of Mr. Efstathios Koutmeridis as a certified internal auditor, with professional experience in financial audit and tax administration, having served as a financial inspector with experience in conducting investigations – Administrative inquiries, Internal Management Audits, Asset Audits & Internal Audits,
3. 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 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.

The CVs of the members of the Audit Committee are posted on the Company's website (<https://www.thpa.gr/general-meetings/>), in order to provide full, adequate and appropriate information to both the Company's shareholders and the investors.

Following the above decision of the Board of Directors of 13/05/2024, the Audit Committee met on 13/05/2024 and was formed into a body as follows:

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.

Subsequently, the new Board of Directors, after evaluating the candidate members of 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, elected the new Remuneration Committee of ThPA SA, 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 SA consists of:

1. Panagiotis Michalopoulos son of Angelos, independent non-executive member of the BoD,
2. Martin Masson son of Christian, non-executive member of the BoD
3. Angeliki Samara daughter of Dimitrios, independent non-executive member of the BoD,
4. Ioannis Tsaras son of Georgios, independent 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 managing the Company's risks as:
 - Mr. Panagiotis Michalopoulos has experience in the management of companies, organizations and associations of the public and private sector and has served in the previous Remuneration Committees of the Company.
 - Mr. Martin Masson holds a Master's degree 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.
 - Ms. Angeliki Samara has experience in the oversight of financial reporting and audit.
 - Mr. Ioannis Tsaras has experience in management and business development in companies and organizations, including the maritime sector and port industry, both at national and European level.
 - Mr. Konstantinos Fotiadis is serving as the Chief Legal Officer in a company with wide range of activities, as well as legal advisor and member of the Board of Directors 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. Ioannis Tsaras, 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.

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

Following the above decision of the Board of Directors of 13/5/2024, 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. Martin Masson son of Christian, non-executive member of the BoD, Member of the Remuneration Committee
3. Angeliki Samara daughter of Dimitrios, independent non-executive member of the BoD, Member of the Remuneration Committee
4. Ioannis Tsaras son of Georgios, independent 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 new Board of Directors, after evaluating the candidate members of the new **Nomination 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, elected the new Nomination Committee of ThPA SA, with a term equal to the term of office of the Board of Directors, i.e. until 10/05/2029.

Specifically, the new Nomination Committee of ThPA SA consists of:

1. Angeliki Samara daughter of Dimitrios, independent non-executive member of the BoD,
2. Martin Masson son of Christian, non-executive member of the BoD
3. Panagiotis Michalopoulos son of Angelos, independent non-executive member of the BoD,
4. Ioannis Tsaras son of Georgios, independent 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 Nomination Committee collectively have the appropriate knowledge, experience and expertise regarding corporate governance issues, as well as the Company's business activity and the key risks associated with it, as:

- Ms. Angeliki Samara has served as the Chairperson of the previous Nomination Committee of the Company and is an independent non-executive member of listed companies.
 - Mr. Martin Masson has extensive managerial experience in the company's field of activity, as he serves as the Managing Director of a company that owns 21 terminals worldwide.
 - Mr. Panagiotis Michalopoulos has served as a member of the previous Nomination Committee of the Company and has experience in the management of companies, organizations and associations of the public and private sector.
 - Mr. Ioannis Tsaras has experience in business administration and development in companies and organizations, including the shipping sector and port industry, both nationally and Europeanly.
 - Mr. Konstantinos Fotiadis has experience in corporate governance matters of sociétés anonymes, 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. Ioannis Tsaras, 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.

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

With the above decision of the Board of Directors of 13/05/2024, 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. Martin Masson son of Christian, non-executive member of the BoD, Member of the Nomination Committee
3. Panagiotis Michalopoulos son of Angelos, independent non-executive member of the BoD, Member of the Nomination Committee.
4. Ioannis Tsaras son of Georgios, independent 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.