



## **Thessaloniki Port Authority S.A. (ThPA S.A.)**

### **Replacement of a resigned member of the Board of Directors by a new one, indicated by the Hellenic Republic Asset Development Fund S.A. “HRADF” (art. 7§§6,7 of the articles of association of ThPA S.A., art. 79 L.4548/18). Composition of a body of members of the Board of Directors. Completion of the Audit Committee (art. 12 of the Articles of Association of ThPA S.A.) and the Nominations Committee after the vacancy of the resigned member**

ThPA S.A. (“Company”) announces that, the Hellenic Republic Asset Development Fund S.A. (HRADF) with its letter of 6/08/2021 informed that after the resignation of Mr. Angelos Vlachos from a non-executive member of the Board of Directors ThPA S.A. with a date of validity of 9/08/21, nominates in his replacement Mr. Charalambis Karamaneas son of Evangelos as a new member of the Board of Directors (art. 7§§6,7 of the Articles of Association of ThPA S.A., art. 79 L.4548/18) and to the Audit Committee of ThPA S.A. (art. 12 of the Articles of Association of ThPA SA), presenting a CV, according to which, among other things, it is mentioned indicatively of his experience in the sector in which the company operates, that he is a member of the Hellenic Republic Asset Development Fund S.A. and has served in the past in various senior executive and managerial positions for Greek and international companies in the design and construction of major infrastructure projects, that cover the entire spectra of the Construction and the Real Estate industries. He has also extensive managerial experience, representing the Greek State in the Board of Directors of Port Authorities. He completed his five-year Diploma degree studies in Civil/Structural Engineering at the University of Patras, where he was consequently awarded an MSc in Civil Engineering Infrastructure Projects. He holds an MBA from La Verne University of California, and an MSc in Finance & Banking from the Athens University of Economics and Business. He is a member of the Technical Chamber of Greece and of the Economical Chamber of Greece.

Following that, the Nominations Committee of ThPA S.A., after examining in detail the fulfillment of all the eligibility criteria for the replacement of the resigned member with the new one indicated by HRADF (art. 7§7 of the articles of association of ThPA S.A.) according to the Suitability Policy ThPA S.A. found the fulfillment of the eligibility criteria, which is a condition for the appointment by HRADF of a member of the Board (art. 4.4. Suitability Policy ThPA S.A.). Subsequently, the Board of Directors, after considering the determination of the fulfillment of the criteria by the Nominations Committee, decided to replace the resigned member Mr. Angelos Vlachos from the one nominated by HRADF, Mr. Charalambis Karamaneas son of Evangelos and constituted into a body, with a term until 12/07/2026, as follows:

1. Athanasios Liagkos, son of Eleftherios, executive member, Executive Chairman of the BoD,
2. Laurent Martens, son of Andre, non-executive member, Vice Chairman of the BoD,
3. Franco Nicola Cupolo, son of Giuseppe, executive member, Managing Director-Chief Executive Officer (CEO),

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4. Artur Davidian, son of Eduard, executive member, Chief Investments Officer,
5. FU Baiqiao (Leon), son of Jinlong, non-executive member,
6. Charalambis Karamaneas, son of Evangelos, non-executive member,
7. Panagiotis Michalopoulos, son of Angelos, independent, non-executive member,
8. Angeliki Samara, daughter of Dimitrios, independent, non-executive member,
9. Eirini Chadiari, daughter of Sotiri, independent, non-executive member,

At the same meeting, the Board of Directors re-examined and verified the fulfillment of all the eligibility criteria of the members of the Board of Directors as formed during its reconstruction, as all members without exception have the appropriate experience, sufficient knowledge, skills, independence of judgment or guarantees or good reputation, while they do not face any obstacles or incompatibility with the provisions of the relevant legislative and regulatory framework of ThPA S.A. The professional experience of Mr. Charalambis Karamaneas in the field in which the company operates, as mentioned above, strengthens the expertise regarding the business activity of ThPA S.A. and the confrontation of the risks related to it. Therefore, the entire composition of the Board of Directors as it is formed continues to fully perform the correct and effective exercise of its duties and responsibilities, reflecting the size, organization, and mode of operation of the company, maintaining the diversity of knowledge, skills, qualifications and experience, covering and strengthening the expertise related to every business activity of ThPA S.A. It is noted that the fulfillment of the criterion of adequate representation by gender is maintained, which is not less than twenty five percent (25%) of the total number of members of the Board of Directors [two (2) out of a total of nine (9) members], while the criteria of independence of art.9 of L.4706/2020 occur in persons who are not less than one third of the total number of its members [three (3) out of a total of nine (9) members].

The CVs of all members of the Board of Directors and its Committees are posted on the Company's website (<https://www.thpa.gr/index.php/en/olth/2014-01-04-22-57-18/board-of-directors>), for the purpose of complete, adequate and appropriate information of the shareholders of the Company, as well as the investing public.

Subsequently, after the vacancy of the position of Mr. Angelos Vlachos son of Fotios, non-executive member of the Board of Directors, both from the Audit Committee and from the Nomination Committee of ThPA S.A., in which he participated as a member, the Nomination Committee of ThPA SA proceeded to a meeting on 9/08/21 to examine and determine the fulfillment of the eligibility criteria for filling the vacancies in the person of the member proposed by HRADF, Mr. Charalambis Karamaneas, for his participation in the composition of these committees. Following that, the Board of Directors of ThPA S.A. during its meeting on 11/08/21, after considering the minutes of the decision of the Nominations Committee, found the fulfillment of the eligibility criteria in the person of Mr. Charalambis Karamaneas and the replacement of the resigned Mr. Angelos Vlachos from the aforementioned, to both the Audit Committee and Nominations Committee and in particular:

Regarding the Audit Committee of ThPA S.A., which was elected by the decision of the Board of Directors dated 12/07/2021 and constitutes in accordance with the Company's Articles of Association (art.12, 7§6), Committee of the Board of Directors consisting of three ( 3) non-executive members of the Board of Directors, of which two (2) independent members (within the meaning of article 9 par. 1&2 L.4706/2020) and one (1) non-executive, with term until 23/06/2023, the Board of Directors, after evaluating the new candidate member Mr. Charalambis Karamaneas for the supplementation of the vacant position, and thoroughly examining and ascertaining the fulfillment of the criteria of article 44 of Law 4449/2017 in the

entire composition of the Committee and the maintenance of the independence criteria of art. 9 of L.4706/2020 in the person of the two independent non-executive members of the Committee, who already participated in the Audit Committee, elected Charalambis Karamaneas to fill the vacant position of Mr. Angelos Vlachos, so the Audit Committee of ThPA S.A. consists of:

1. Panagiotis Michalopoulos, son of Angelos, independent, non-executive member,
2. Angeliki Samara, daughter of Dimitrios, independent, non-executive member,
3. Charalambis Karamaneas, son of Evangelos, non-executive member.

The members of the Audit Committee have in their entirety *sufficient knowledge* of the sector in which the Company operates as both Mr. Michalopoulos and the new member Mr. Charalambis Karamaneas due to their previous professional experience and their participation in Audit Committees, in the exercise of their duties, have a clear and sufficient knowledge of the subject matter of this Committee as well as the business environment and its operating conditions, while Ms. Samara - due to the wider professional of her experience and capacity as Assistant Professor of Accounting in the Department of Accounting and Finance of the School of Business Administration of the University of Macedonia and as a member of the Quality Control Board (QCB) of the Hellenic Accounting and Auditing Standards Oversight Board (HAASOB) and the Quality Control Committee (QCC) of SOEL - can fully understand the way of organization and operation of the Company.

The criterion of *sufficient knowledge and experience in auditing or accounting* is met, provenly, (a) in the person of Mr. Panagiotis Michalopoulos, given his business activity as well as his service in organizations in senior management positions of responsibility, even as Deputy Director and Vice President of the BoD of the Special Cancer Hospital "Metaxa" in Piraeus from 17/10/2011 to 27/12/2013, having extensive experience in the preparation and control of financial statements, as well as (b) Mrs. Angeliki Samara, given that she is an Assistant Professor of Accounting in the Department of Accounting and Finance of the School of Business Administration of the University of Macedonia, member of the Quality Control Board (QCB) of the Hellenic Accounting and Auditing Standards Oversight Board (HAASOB) and the Quality Control Committee (QCQ) of SOEL, Chairman of the Examination Committee of SOEL for the conduct of professional examinations; she is also certified by the Body of Certified Public Accountants (CPA) and has extensive experience in the field of accounting and supervision of financial reporting and auditing.

The conditions and criteria of independence imposed by the current regulatory framework (article 9 par. 1&2 of law 4706/2020) are met in the person of: 1) Mr. Panagiotis Michalopoulos son of Angelos and 2) Mrs. Angeliki Samara daughter of Dimitrios, since the above persons: (a) do not hold directly or indirectly a percentage of voting rights greater than 0,5% of the Company's share capital, and (b) are free from any financial, business, family or other dependent relationship which may affect their decisions and their independent and objective judgment.

Following the above decision of the BoD of 11/08/2021, the Audit Committee convened on 11/08/2021 and was constituted in a body as follows:

1. Panagiotis Michalopoulos, son of Angelos, independent non-executive member of the Board, Chairman of the Audit Committee,
2. Angeliki Samara, daughter of Dimitrios, independent non-executive member of the Board, Member,

3. Charalambis Karamaneas, son of Evangelos, non-executive member of the Board, Member.

Furthermore, regarding the Nominations Committee, which was established by the decision of the Board of Directors dated 12/07/2021 in accordance with art.12 L.4706/2020 as consisting of three (3) non-executive members of the Board of Directors, from of which two (2) independent members (within the meaning of article 9 par. 1&2 L.4706/2020) and one (1) non-executive, with an identical term of the Board of Directors until 12/07/2026, the Board of Directors, after evaluated the new candidate member Mr. Charalambis Karamaneas for the filling of the vacant position, after thoroughly examining and ascertaining the fulfillment of the suitability criteria in the face of the candidate and in the whole composition of the Committee and the maintenance of the independence criteria of art.9 of L.4706/2020 in the person of the two independent non-executive members of the Committee, who had already participated in the Nominations Committee, elected Mr. Charalambis Karamaneas to fill the vacant position of Mr. Angelos Vlachos, retaining the election of Ms. Angeliki Samara as Chairman of the Committee according to the decision of the Board of Directors of ThPA S.A. dated 12/07/21, at which time the Nominations Committee of ThPA S.A. consists of:

1. Angeliki Samara, daughter of Dimitrios, independent non-executive member, as Chairman,
2. Eirini Chadiari, daughter of Sotiri, independent non-executive, Member,
3. Charalambis Karamaneas, son of Evangelos, non-executive member, Member.

Following the decision of the Board of Directors dated 11/08/2021, the Nominations Committee met on the same day and convened into a body as above.