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| PROXY DOCUMENT | | | | | | | | | |
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| **FOR PARTICIPATING REMOTELY BY TELECONFERENCE AT THE GENERAL MEETING OF**  **THE SHAREHOLDERS OF «THESSALONIKI PORT AUTHORITY S.A.»**  **ON 23rd OF JUNE 2021** | | | | | | | | | |
| The undersigned Shareholder of «Thessaloniki Port Authority S.A.» | | | | | | | | | |
| Name / Company Name | | |  | | | | | | |
| Address / Registered Office | | |  | | | | | | |
| Identity card number/Company’s Register Num. | | |  | | | | | | |
| Telephone number | | |  | | | | | | |
| Number of shares/voting rights | | |  | | | | | | |
| **DSS Investor Share (Αριθμός μερίδας Σ.Α.Τ.)** | | |  | | | | | | |
| DSS Securities Account | | |  | | | | | | |
| Operator | | |  | | | | | | |
| Name of the legal entity’s representative who signs the form (completed by legal entities only) | | |  | | | | | | |
| hereby authorize, empower and direct **([[1]](#footnote-1)), ([[2]](#footnote-2)), ([[3]](#footnote-3))** | | | | | | | | | |
| □ | | 1. The Executive Chairman «ThPA SA», Mr. Thanos Liagkos | | □ | | 2. another member of the B.o.D of «ThPA SA» | | | |
| Note: The above is a member of the Board, «THPA.SA». In case you appoint (1 or 2) as your representative, without instructing him with specific voting instructions (ie noting accordingly the fields "FOR" / "AGAINST" / "ABSTAIN") he will vote as per his own will. | | | | | | | | | |
|  | | | | | | | | | |
| □ 3. ………………………………………………………………………………………………………………. | | | | | | | | | |
| **Note:** In case your representative is the above (3) and no specific voting instructions are provided, your representative will vote as as per his/her own will.  **Mobile phone number of Representative (Required): …………………………….……….**  **E-mail of Representative (Required): …………………………….……….**  **Note:** Please write the **mobile phone number** & **e-mail** of your above (3) representative in order to create online account in the platform and to be notified by e-mail so that he can activate his account so that he can exercise the rights of the Shareholder in accordance with the provisions of the Invitation to the General Meeting. Otherwise, it will not be possible for him to participate in the General Assembly. Detailed instructions for the registration of the quorum as well as the recording of the vote of the participant of the General Assembly from a distance can be found in the "terms and conditions of remote participation of the General Meeting" on the company's web site : <https://www.thpa.gr/index.php/en/olth/investor-relations/gen_meetings_en> | | | | | | | | | |
| to represent me / the Legal Entity ([[4]](#footnote-4)), thereof and to vote in my name and on my behalf / in the name and on behalf of the Legal Entity(4), for all / ………………… voting rights owned by me / the Legal Entity on the Record Date, on the Items of the Agenda at the General Meeting of the Shareholders of «ThPA S.A.», to be held on Wednesday, 23rd of June 2021, at 14:00, through televoting and in real time, or any repetitive, ceased, adjourned Meeting, taking any and all necessary actions as follows ([[5]](#footnote-5)): | | | | | | | | | |
|  | | | | | | | | | |
|  | | | | | | | **FOR** | **AGAINST** | **ABSTAIN** |
| **ALL ITEMS ON THE AGENDA** | | | | | | | **□** | **□** | **□** |
| **or:** | | | | | | | | | |
|  | **ITEMS ON THE AGENDA** | | | | | | **FOR** | **AGAINST** | **ABSTAIN** |
| **1** | Submission and approval of the Company’s Annual Financial Report of the 21st fiscal year (01.01.2020 - 31.12.2020), together with the relevant Reports and Declarations by the Board of Directors and the Auditors. | | | | | | □ | □ | □ |
| **2** | Appropriation of Annual Earnings and approval on the distribution of dividends to the Company’s Shareholders | | | | | | □ | □ | □ |
| **3** | Briefing from the Audit Committee to the shareholders about the activities of the Audit Committee during the financial year 2020 and submission of the annual report of the activities of the Audit Committee, according to article 44 par. 1 of Law 4449/2017. | | | | | | ---- | ---- | ---- |
| **4** | Approval of the Overall Management by the Board of Directors for the fiscal year **2020** in accordance with article 108 of Law 4548/2018 and the discharge of the Company’s Auditors in accordance with par.1, case c) of article 117 of Law 4548/2018 | | | | | | □ | □ | □ |
| **5** | Approval of the Overall Management by the Board of Directors for the fiscal year **2019** in accordance with article 108 of Law 4548/2018 and the discharge of the Company’s Auditors in accordance with par.1, case c) of article 117 of Law 4548/2018 | | | | | | □ | □ | □ |
| **6** | Approval of remuneration-compensation paid to the members of the Board of Directors and to the Audit Committee members, for the fiscal year 2020. | | | | | | □ | □ | □ |
| **7** | Pre-approval of the remuneration-compensation of the members of the Board of Directors and the Committees of the BoD, for the fiscal year 2021. | | | | | | □ | □ | □ |
| **8** | Submission for discussion and approval of the Remuneration Report in accordance with article 112 of Law 4548/2018. | | | | | | □ | □ | □ |
| **9** | Appointment of the Chartered Auditor Company for the fiscal year 2021 and approval of their fee. | | | | | | □ | □ | □ |
| **10** | Amendments of Articles No 3, 4, 7§4, 8§1, 9§§1,3,5, 10 (addition §3) and 12 of the Articles of Association of ThPA S.A. (Adaptation to Law 4706/2020 and expansion of the activity of ThPA S.A.). | | | | | | □ | □ | □ |
| **11** | Approval of the Suitability Policy of the members of the board of directors. (article 3§3 Law 4706/2020). | | | | | | □ | □ | □ |
| **12** | Granting permission pursuant to article 98 par. 1 of Law 4548/2018 at the members of the Board of Directors, as well as to the Executive Officers of the Company, to participate in the Board of Directors or in the Management of other companies pursuing similar purposes. | | | | | | □ | □ | □ |
| **13** | Election of new Board of Directors. | | | | | | □ | □ | □ |
| **14** | Election of a new Audit Committee (redefinition of type, composition, number, and term of office) and amendment of Article 12 of Association of ThPA S.A. | | | | | | □ | □ | □ |
|  | Announcements   1. Acceptance of the resignation of Mr. Boris Wenzel from a Member of the Board and from the position of the Deputy Chairman of the Board. | | | | | | For information | | |
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| This form is completed, signed by the shareholder, certified by a public authority and then submitted at the Company's Treasury & IR Department by e-mail at [shares@thpa.gr](mailto:shares@thpa.gr) or by post to the address, Thessaloniki Port (Gate 11), Technical Services Building (Tel. +30 2310 593335), 2nd floor p.c 54625, Thessaloniki, Greece at least forty eight (48) hours prior the Annual General Meeting. The same deadline applies to any revocation hereof. | | | | | | | | | |
| **Place and date: .........................** | | | | | | | | | |
| **\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**  **(name/surname)** | | | | | **\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**  **(signature)** | | | | |

1. *Please select one (1) proxy by marking the appropriate box 1-2 with a √ or/and add your proxy under 3. If more are selected, the first three will be deemed to have been appointed.* [↑](#footnote-ref-1)
2. *The proxy could be either a natural person or a legal entity.*  [↑](#footnote-ref-2)
3. *Relevant information on voting by proxy is included in the Invitation of the General Meeting and the web site of the Company* [*www.thpa.gr*](http://www.thpa.gr)*.*  [↑](#footnote-ref-3)
4. *Delete as appropriate.* [↑](#footnote-ref-4)
5. *Please mark the appropriate box with a √.* [↑](#footnote-ref-5)