



NOMINATIONS COMMITTEE CHARTER

Version 1, as approved by the BoD on 05.07.2021



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PREAMBLE

In compliance with the legal framework on the corporate governance of public limited companies with shares or other securities listed in a regulated market in Greece, the companies must have a nomination committee which will identify and recommend to the Board of Directors individuals who are suitable to acquire the status of the member of the Board of Directors.

This Charter for the Nomination Committee (hereinafter the “**Charter**”) puts forth the general principles and procedures governing all operations of the Nomination Committee of the société anonyme with trade name “Thessaloniki Port Authority S.A.” (hereinafter “ThPA” or the “Company”) in the light of the regulative text framework, specifically the provisions of Law 4548/2018 (A’104) and Law 4706/20 (A’136) and the adopted Hellenic Corporate Governance Code 2021, by the Hellenic Corporate Governance Council.

The Charter, which was duly approved by the Board of Directors of ThPA by virtue of its decision no. 7582/05.07.2021, comprising of a total of seven (7) articles, which are as follows:

ARTICLE 1 – COMPOSITION OF COMMITTEE

1.1. The Nomination Committee has at least three members. The Board of Directors designates the precise number of members for this Committee.

1.2. The members of the Committee are designated by virtue of a decision by the Board of Directors of ThPA.

1.3. The Committee comprises of non-executive members of the Board of Directors, at least two (2) of whom are independent non-executive members. In any case, the independent non-executive members constitute the majority of the Committee’s members.

1.4. The Chairman of the Committee is an independent non-executive member, designated by the Board of Directors.

1.5. Where the Nomination Committee is separate from the Remuneration Committee, the Chairman of the Nomination Committee may not be the Chairman of the Remuneration Committee.

1.6. The Chairman of the Committee is responsible for the organization of the committee’s evaluation.

1.7. The Committee designates its Secretary.



1.8. This Charter governs the Operation of the Nomination Committee of ThPA SA. For as long as the Remuneration Committee has a composition meeting the conditions above, the duties and competences of the Nomination Committee may be also assigned to it, in which case it will constitute the uniform “Remuneration & Nomination Committee of ThPA SA”. In such a case, for its meetings where it performs its competences on issues falling under the scope of the obligations of this Charter, its members must abide with this Charter.

ARTICLE 2 – COMMITTEE TERM IN OFFICE

The term in office of the members of the nomination committee coincides with the term in office of the Board of Directors and may be renewed. In any case, their term in office in the committee shall not exceed a total of nine (9) years.

ARTICLE 3 – COMMITTEE OBJECTIVE - ROLE

The Nomination Committee shall assist the Board of Directors in the attainment of the following specific objectives:

3.1. To ensure that the composition, structure and operation of the Board of Directors meets the relevant legal, regulatory and supervisory requirements.

3.2. To ensure the adequate, effective, transparent and clearly designated procedure for the nomination of candidates to the Board of Directors and the implementation thereof, in a manner which will solidify its effectiveness.

3.3. To ensure the suitability of the members of the Board of Directors in compliance with the criteria in the relevant Policy of ThPA SA, both with respect to the individual suitability of the members, as well as with respect to their collective suitability.

3.4. To ensure the uninterrupted application of the eligibility (criteria) above, especially where there is a case of succession and continuity in the Board of Directors.

3.5. The estimation of the necessary time every member of the Board of Directors and its committees must have for the effective performance of its duties.

3.6. The dissemination of the culture and values of the company to the new members of the Board of Directors.

3.6. Any relevant objective and competent assigned to the Committee by the Board of Directors, including, for example, the identification and recommendation to the Board of Directors of individuals suitable to assume key posts in ThPA SA.

3.7. The periodic assessment and subsequently the needs to renew the Board of Directors.

ARTICLE 4 – COMMITTEE OBLIGATIONS

4.1. The Committee identifies and recommends to the Board of Directors individuals who are suitable to acquire the status of the member of the Board of Directors and its committees. For the selection of the candidates the Committee takes into account the factors and criteria established by ThPA SA in compliance with the Suitability Policy it possesses.

4.2. The Nomination Committee assists the Board of Directors in the control that all of the members of the Board of Directors continue to meet the eligibility criteria cited in the Suitability Policy of ThPA SA and the relevant provisions, including the control that all independent non-executive members of the Board of Directors meet the independence requirements. The Committee will periodically proceed with this control and at least once (1) every year. To this end, all necessary solemn declarations will be produced at least once every year and whenever it is so requested by the Committee, including the relevant solemn declarations by all independent non-executive members.

4.3. At least once (1) per year and in order to assist the Board of Directors in the preparation of the corporate governance statement by the latter, the Committee is obliged to audit and proceed with the preparation of a report in which at least the following shall mandatorily be cited:

- the satisfaction of the criteria of the Suitability Policy for members of the Board of Directors and any findings and observations ensuing from its audit. It will, indicatively, proceed with the appraisal of the skills and experience of every member of the Board of Directors, as well as of the Board of directors collectively.
- Information relating to possible conflicts of interests which impede the ability of the members to exercise their duties independently and objectively.
- The proceedings and meetings of the Committee itself.
- The presence of the members of the Board of Directors in the meetings either in person (by physical presence or teleconference) or represented.

Account is taken of the drafted report for the issue of the Board of Director's decision regarding the corporate governance statement, which complements the annual financial report and the financial statements of ThPA SA.

4.4. The Nomination Committee examines periodically and consistently the renewal needs of the Board of Directors

4.5. The Nomination Committee supervises the updating and keeping by ThPA SA of the Record of Solemn Declarations – Curricula Vitae and Information on Candidate Members and Members for the Board of Directors, which may also be kept electronically. The submitted Solemn Declarations, curricula vitae and information on the candidate members and the members of the Board of Directors of ThPA SA shall be kept in this record for a period of twenty (20) years.

4.6. Identical Solemn Declarations and information are kept in the same file also for the persons to whom managerial and representation powers for ThPA SA have been assigned.

4.7. At the same time with the updating of the Archive of Responsible Statements-Curriculum Vitae and Details of Candidates and Members of the Board of Directors, the Committee takes care of the respective updating of the Register of "Related Parties-Conflict of Interest", maintained by the Risk Management & Compliance Department.

4.8. The Nomination Committee ensures that the Board of Directors abides by its obligation to keep updated curricula vitae for every member of the Board of directors posted on the website of ThPA SA, throughout its term in office.

4.9. Has the competence to check, develop and submit proposals for the amendment and improvement of:

4.9.1. the Suitability Policy for Members of the Board of Directors, provided it is deemed purposeful;

4.9.2. the plan for the succession of senior executives and those holding key posts in ThPA SA;

4.9.3 the Policy on the continuous education and training of the members of the Board of Directors and upper and top-level executives.

4.10. Establishes, based on best practices, the evaluation parameters and directs the following:

- evaluation of the suitability of the Board of Director's body;
- succession plan for the Managing Director and the members of the Board of Directors;
- targeted composition profile for the Board of Directors with respect to the eligibility strategy and policy of the company.

4.11. Ensures the availability of the resources required to support its works.

ARTICLE 5 – PROCEDURE FOR THE FULFILLMENT OF THE COMMITTEE’S OBJECTIVE

5.1. The Board of Directors assigns to the Committee to identify and recommend individuals who are suitable to acquire the status of the member of the Board of Directors or/and its committees.

5.2. To identify and recommend to the Board of Directors individuals who are suitable to acquire the status of the member of the Board of Directors and its committees, the Committee must draft and produce to the Board an evaluation report on the candidates containing a full justification of its recommendation.

5.3. To prepare the evaluation report, the following procedure is observed:

5.3.1. The Committee proceeds with a description of each post for which an evaluation is requested. This description must cite the competences the post entails, if such are executive or non-executive, the key duties and competences of the person who will be called upon to participate as a member and an approximation of the required time it deems necessary for the member to make available in order to fulfill its duties, the potential commencement date and designated term in office.

5.3.2. To identify potential candidates the Committee may utilize the services offered by specialized Executive Human Resources Consulting Firms or other means.

5.3.3. To receive detailed curricula vitae by all candidates, containing detailed information relating to their education and professional experience, possible Certificates of Professional Qualifications and the trade name and nature of all organizations they have worked for, as well as the nature of their duties in such.

5.3.4. Other professional commitments of the members of the Board of Directors (including substantial non-executive commitments in companies and non-profit institutions) are disclosed beforehand to the Nomination Committee in order to be taken into account at its evaluation. Changes relating to the commitments above are reported to the Committee in question, as soon as they ensue.

5.3.5. The candidates shall produce a solemn declaration to the Committee, the contents of which will demonstrate that there is no impediment for the acquisition of the status of the member of the board of directors and that the criteria of personal eligibility are met, in compliance with the provisions in the Suitability Policy for Members of the Board of Directors of ThPA SA.

5.4. The Committee may request the candidate to appear in person, to be interviewed, to fill-out a questionnaire or to produce any document or information

the Committee deems necessary. Minutes are kept on every action of the Committee.

5.5. The aforementioned are followed by an evaluation by the Nomination Committee of ThPA SA, for which it proceeds to check all of the criteria in compliance with the Suitability Policy for Members of the BoD of ThPA SA and the entire regulative framework governing ThPA SA, including the Internal Organization & Operation Regulations (IOOR), as well as the supervisory law rules of the Corporate Governance Code implemented by ThPA SA. Taken into account for the personal evaluation is the status of the member (executive, non-executive, independent), its participation in committees, the assumption of special competences/works, the time devoted, its conduct, as well as the utilization of knowledge and experience. For the overall evaluation, account is taken of the composition, diversity and efficient collaboration of the members of the Board of Directors for the performance of their duties.

5.6. The findings of the evaluation culminate at the proposal of the Committee to the Board of Directors, with a concise citation of its justification, complemented by the relevant evidence relating to the recommended candidate, which are submitted to the Board of Directors in order for the latter to make a decision.

ARTICLE 6 – COMMITTEE MEETING

6.1. The Committee shall meet at least once annually.

6.2. The Chairman of the Committee convokes the Committee to a meeting at any time it deems purposeful and at any place, where it is provided the Board of Directors may validly meet in compliance with the Articles of the Association of ThPA SA. For the convocation of the meeting, the Chairman designates the items on its agenda and mandates the Secretary of the Committee to send an invitation encompassing them, on his own diligence and responsibility, to all members at least five (5) days before the designated meeting date. Provided there is supporting material for the items, it will be dispatched by the Secretary together with the invitation to the meeting.

6.3. Every member of the Committee may request the convocation of a meeting if it deems so to be necessary or purposeful, indicating the relevant item for the agenda of the meeting to the Chairman of the Committee, who proceeds with the convocation of the meeting as soon as possible.

6.4. The Committee is in quorum provided present (in person or via teleconference with any electronic medium) or represented is the absolute majority of members. Any member may represent only one other member. Every member is entitled to one (1) vote. Decisions are taken by the majority of present or

represented members. In case of an equal number of votes, the Chairman has a casting vote. The minority views are entered in the Minutes, provided it is so requested by any member.

6.5. The Secretary of the Committee keeps the minutes of the Committee's meetings, which include the present or represented members, the items on the agenda, a summary of the discussions and the decisions taken. The minutes of the Committee's meetings are drafted in Greek and English and are signed by the members present in the meeting. The signatures of the members or their proxies in the minutes may be replaced by an exchange of e-mails or other electronic media. In case where a member refuses to sign, this is noted in the minutes. Minutes are signed, within a reasonable time, by all members who were present in the meeting.

6.6. Only members reserve the right to vote in a meeting, which the Chairman of the Board of Directors of ThPA SA may attend the proceedings, as well as any third party is summoned by the Committee, including any executive of ThPA SA, at its discretion.

6.7. The Members of the Committee are prevented from attending, from participating in discussions of the Committee and from voting on subjects relating to their placement, reelection, resignation or replacement from the Board of Directors or/and its Committees, as well as the control of their independence with respect to ThPA SA and its subsidiaries.

6.8. The frequency of attendance of every member of the Board of Directors on an annual basis at the meetings of the Board of Directors and the committees in which each member participates, shall be made public in the Corporate Governance statement.

ARTICLE 7 – REVISION – OTHER PROVISIONS

7.1. This Charter shall remain posted, in its updated form on each occasion, on the website of ThPA SA.

7.2. The Board of Directors may at any time proceed to revise this Charter. The Committee may proceed at any time it deems so to be purposeful with a proposal to amend this Charter.