

REMUNERATION POLICY

INTRODUCTION: Adoption of a Remuneration Policy by Thessaloniki Port Authority Societe Anonyme

This Remuneration Policy has been drafted in accordance with the legislation in force on companies listed on a regulated market, and in particular in accordance with the provisions of Law 4548/2018 (A-104) and the Directives 2007/36/ EC & 2017/828/EU of the European Parliament and of the Council on Exercise of rights of shareholders of listed companies and encouraging long-term active participation of shareholders.

Preparation hereof has taken into account the Company's strategic objectives for the implementation of the infrastructure and equipment investment plan by 2025, and the evolution of the Port of Thessaloniki into a transit hub and gateway for Southeast European markets, as well as the modernization program for the Company structures and working conditions, after its evolution into a private enterprise under Law 4522/2018.(A 39).

1. OBJECTIVE

The objective of this Remuneration Policy is to maximize the value of the Company by enhancing and adopting procedures of continuous improvement, evolution, high performance & commitment, taking into account all parties involved, being thus in line with and contributing to the Company's business strategy.

It aims to attract and retain highly qualified executives from the international market. Moreover, it helps prevent or minimize conflict of interest situations and promotes sound and effective risk management while discouraging excessive risk taking, as long as pay is not related to achieving excessive profits but to the firm's steady growth path.

2. REMUNERATION COMMITTEE

In addition to this Remuneration Policy, the Company has also set up a Remuneration Committee on the Board of Directors, which includes reviewing and updating remuneration procedures and conditions, so that these are always aligned with the business objectives and the applicable regulatory framework.*

3. SCOPE

Pursuant to Articles 109 & 110 of Law 4548/2018, this Remuneration Policy applies to THPA S.A to persons holding the following positions:

Members of BoD

Non-executive members of the Board of Directors do not receive compensation or remuneration but are covered by travel and accommodation expenses for business trips for BoD-related obligations or representation of the Company. However, a fixed remuneration shall be paid to non-executive members of the Board of Directors in case they participate in the Audit Committee by decision of the General Assembly (for their participation and remuneration) or in another remunerated Board of Directors committee, on the proposal of the Remunerations Committee and a decision of the competent body.

The aforementioned members of the Board of Directors and Executive Directors of the Company, elected to the Boards of Directors of companies affiliated with ThPA S.A. may receive separate remuneration, except for the aforementioned.

4. REMUNERATION / BENEFITS, COMPONENTS & REMUNERATION STRUCTURE

4.1. Remuneration / Benefits: This policy covers all remuneration and any benefits and allowances paid to the above persons by the Company, such as:

- fixed and variable cash pay, representation expenses and costs for corporate/ business obligations
- provision of voluntary benefits such as the provision of a corporate car, the cost of living / rent costs, coverage of operating costs such as the provision of a mobile phone, the use of a corporate card, participation in benefits applicable to all employees such as a health insurance policy and life / accident programs.

4.2. Components and Remuneration Structure: Remuneration may include both a fixed and a variable part, in accordance with their alignment with business growth and effectiveness.

- i. Fixed remuneration, payments or benefits, irrespective of any performance criteria, paid on a regular basis in accordance with the terms of the respective contracts.
- ii. Variable remuneration, additional payments or benefits depending on performance criteria.

The following criteria shall be used in determining the granting of the above remunerations :

Fixed remuneration shall be determined by the responsibilities/ complexity related to a given position and are usually competitive, in order to be able to attract and retain executives who have the proper skills, competences, experience, knowledge and attitudes that the Company needs to achieve the objectives of its mid-term / long-term development strategy. Maintaining competitiveness is ensured by monitoring remuneration levels in the field of port activity at European / international level. In order to determine the level of fixed remuneration, in addition to assessing the complexity of a position, previous experience in a similar position of responsibility with positive results, degree and readiness to fulfill the requirements of the position, personal traits such as team inspiration and leadership skills, academic background (specialized studies), as well as the degree of difficulty in finding the skills / qualifications required for the particular position shall be taken into account. It is aimed that the level of remuneration satisfies and motivates the executive staff of the Company to achieve its goals. At the same time, the level of remuneration should be on the average of a comparable sample market (European Ports of equivalent capacity with the expected capacity of ThPA SA after the investment has been implemented).

In determining the remuneration of the Board of Directors members who are affiliated with the Company on a contractual basis and are Managing Directors of the Company, account shall be taken, in addition to the above, of their responsibilities and their individual conditions of employment.

Fixed remuneration shall be paid, after all legal deductions, directly to the beneficiaries' bank accounts.

The Company may also use a variable remuneration system based on predetermined measurable quantitative and qualitative criteria, both short-term and long-term. These variable remunerations may be linked to both individual performance and the performance of the Company. Indicative criteria for calculating the amount of variable remuneration may be:

- a) Achievement of a set of personal goals, which may vary according to the management's position and expectations and which are agreed before the start of the evaluation period (in this case, effectiveness and dedication of the assessee to the agreed goals shall be evaluated).

- b) based on operating profit
- c) demonstrating business initiative
- d) form of annualized bonus, depending on the level of achievement of the annual business plan.
The level of achievement of the goal shall be decided by the Board of Directors, upon recommendation by the Remuneration Committee.

At present, the variable remuneration system of ThPA S.A. does not include participation to profit or disposition of shares in the form of stock options. If the Company chooses, upon decision of the competent bodies, to use disposition of shares as part of the variable remuneration system, it should follow the procedure provided for in Articles 113 and 114 of Law 4548/2018.

The Board of Directors of the Company, on the proposal of the Remuneration Committee, may decide on the conditions for deferral of payment of the variable remuneration or even recovery of such variable remuneration by the Company, such as in the event of a serious error proving that the Company has suffered damage or fraud.

5. COMPANY CONTRACT DETAILS WITH A BOARD MEMBER

Contracts entered into by the Company shall be subject to this Remuneration Policy. These are concluded in accordance with the relevant provisions of the applicable law. Their duration shall be fixed-term and may include renewal clauses that are not related to additional remuneration. The contracts of the members of the Board of Directors may include special conditions that provide for retirement allowances, on the condition to have been approved by the General Assembly of shareholders.

The notice deadlines for termination of such contracts and compensations that each party (Company and / or Board member) has to pay are established by the provisions of the existing legislation. In the event of termination of the contract with the Executive Board member at the initiative of the Company, the notice deadlines and the compensation payment shall be made as set forth in the relevant legislation.

The Executive Board members of the Company, in this capacity, are not entitled to lump sum payments or other compensation by the Company for the loss of their position in the event of termination of their contract. The Company does not undertake to pay any form of compensation or other benefits in case of resignation, revocation or non-re-election of any member of the Board of Directors who is not affiliated with the Company under an employment contract.

The Company does not adopt any supplementary or early retirement plans of the Board of Directors.

6. TERM OF THE REMUNERATION POLICY

This Remuneration Policy is valid from 01/01/2019 after its approval by the General Assembly, unless there is a substantial change of the conditions on which this Remuneration Policy was drawn up, and resulting in a revision hereof. The factors and criteria taken into consideration in the preparation of this Remuneration Policy shall be applied and taken into account in the reform, revision and review of the Remuneration Policy, unless it is considered that new factors must be considered and evaluated. In the event of a revision, the Remuneration Committee report approved by the Board of Directors of ThPA SA must clearly describe and explain all changes. Next, the relevant decision of the General Assembly should outline the views of shareholders on the policy and how the votes were taken into account.

7. ANNUAL REMUNERATION REPORT / Disclosure Rules

The Company is required to prepare a clear and informative remuneration report with a comprehensive overview of the total remuneration received by the members of the executive staff included in this Remuneration Policy. This report is submitted to the General Assembly as a separate item on the agenda and the vote of shareholders is advisory.

The remuneration report shall be posted on the Company website, subject to the provisions of the EU General Data Protection Regulation (2016/ 679), and shall remain available on the company website for a period of 10 years. It is at the Company's sole discretion to maintain exposure on the Website for more than 10 years.

8. TEMPORARY EXEMPTION FROM THE REMUNERATION POLICY

In special circumstances and at the discretion of the Board of Directors / ThPA SA, on the proposal of the Remuneration Committee, a temporary derogation from the Remuneration Policy may be allowed, if this is required by the need to ensure viability and long-term achievement of the Company's interests and to the benefit of its shareholders. The extraordinary remuneration referred to in this paragraph is included in the annual remuneration report submitted to the Company's General Assembly, accompanied by a documentation report.

9. ADVANCE PAYMENT OF REMUNERATION

The General Assembly of the Company may allow advance payment of remunerations until the next ordinary General Assembly. Advance payment of remuneration is subject to the approval by the next ordinary General Assembly.

** Duties of the Remuneration Committee*

The remuneration committee's duties include verifying, reviewing, and regularly updating the procedures and conditions for remuneration at corporate level, so that these align with both the business objectives and the applicable regulatory framework. Specifically, these duties include:

- Submitting proposals to the Board of Directors regarding remuneration of each member of the executive staff, including variable remuneration, i.e. bonuses and motive-based remuneration related to the distribution of shares or profits.
- Examination and submission of proposals to the BoD regarding the overall size of the annual variable remuneration, excluding salaries.
- Consideration and submission of proposals to the BoD and, through it, to the General Assembly (when required) regarding stock options or equity issuance programs.
- Submission of suggested performance goals related to the variable remuneration of BoD members or targets linked to stock options or equity programs.
- Regular review of the salaries of executive members of the Board of Directors and other terms of their contracts with the Company, including retirement allowances and pension arrangements.
- Proposals to the Board of Directors with written documentation in exceptional cases of temporary exemption from the Remuneration Policy
- Submitting proposals to the Board of Directors for any remuneration-related business policy
- Analysis of the annual remuneration report.

The Committee should meet regularly to carry out its tasks effectively. The updated Corporate Governance Code shall include the Committee's rules of procedure, which should explain its role and responsibilities. The corporate governance statement included in the annual financial statements should also outline the work of the Remuneration Committee and indicate the number of its meetings during the year.

The Remuneration Committee might address to the services external consultants and should therefore be provided with sufficient funds to this end.