



**PIRAEUS PORT AUTHORITY S.A.**  
**STRATEGY COMMITTEE OPERATION REGULATION**



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# **PPA SA STRATEGY COMMITTEE**

## **OPERATION REGULATION**

### **1. PURPOSE**

This Regulation sets out in detail the principles, competences and operating procedures of the Strategy Committee [hereinafter the Committee] of the Board of Directors of the Company with the corporate name PIRAEUS PORT AUTHORITY S.A. or PPA [hereinafter the Company] in accordance with the applicable legislation, the Corporate Governance Code and the Company's Regulations.

The Committee is informed, analyses, evaluates and advises the Company's Management and its Board of Directors [BoD], in accordance with the provisions of article 4 of this Regulation, on issues related to the general strategy of the Company, and also specifically on issues of strategy regarding sustainable development, as well as new technologies and innovation, including the Company's digital transformation and sustainability through innovative technologies. The ultimate goal of the Committee is the sustainable development and optimization of the Company's value.

## **2. COMPOSITION AND TERM OF COMMITTEE MEMBERS**

In determining the Committee structure and composition, the principles applying as per the Policy - Methodology on reviewing the composition of BoD Committees shall be followed, and any further individual guidance on BoD compositions/membership adopted upon BoD resolution or recommendation of the Nomination Committee. In any case, the composition of the Committee shall follow all relevant legal and regulatory provisions, including the corporate governance framework to which the Company is subject.

The Committee shall have a total number of members as each time determined in accordance with BoD resolution. As Committee Members can be elected BoD members of the Company and upon BoD resolution the synthesis of the Committee can also include Members of Top Management (DCEO level).

### **2.1 Membership – Term of service**

Participation by a BoD member in the Committee shall not preclude the participation in other Committees of the Company, where this does not affect the proper performance of their duties as a member of the Committee.

The term of office of the members of the Committee is the same as the term of BoD members and can be extended by a decision of the BoD. Where a member or members of the Committee resigns or lose their position in any other manner, the Company's BoD shall elect one of its members as a replacement for the remainder of the term in office of the member or members who are replaced.

### **2.2 Appointment and Role of the Committee Chair / Vice-Chair**

The Committee Chair shall be appointed by the BoD. The Chair of the Committee shall:

- ▶ Oversee and coordinate the Committee meetings:
  - request that the Committee Secretary convenes the Committee meetings,
  - specify the agenda, the frequency and the length of meetings, and promote the Committee's effectiveness in discharging its duties;
  - decide upon meetings via video/conference call and/or meetings via circulation of minutes,
- ▶ Oversee and coordinate the Committee's workings, as described herein.

Should the Chair be absent or impeded, he/she shall be substituted by the Vice Chair (if any) or the Committee's most senior member or any other member that the Committee shall appoint.

### **2.3 Conflict of Interest**

Committee members should not, during their term of office, hold posts or have capacities or carry out transactions that could be deemed incompatible with the Committee's mission.

### **2.4 Remuneration relevant to Committee duties**

The BoD recommends to the General Assembly of Shareholders any fees or any kind of remuneration to the members of the Committee, in accordance with the provisions of law 4548/2018 and the Remuneration Policy of the Company.

The Remuneration related to Committee duties is determined within the framework of Company's Corporate Governance Code, the Remuneration Policy, and is subject to approval by the General Assembly of Shareholders.

### **3. DUTIES AND RESPONSIBILITIES OF STRATEGY COMMITTEE**

To fulfil its purpose, the Committee, among other:

1. Stays up-to-date, evaluates, advises and expresses an opinion on the main long-term strategic goals of the Company and its medium-term strategy, in compliance with the guidelines and objectives set by the BoD.
2. Stays up-to-date, evaluates, advises and expresses an opinion on Greek, European and international Sustainable Development trends, as well as the best practices that may have a significant impact on the Company's business activities and performance. In this context, it monitors the work of other international organizations and entities in Greece and abroad, respecting the principle of confidentiality and the rules of competition.
3. Stays up-to-date, evaluates, advises and expresses an opinion on the strategy relating to new technologies, innovation and transformation of the Company.
4. Stays up-to-date, evaluates, advises and expresses an opinion on the strategy regarding issues of risk from digital and new technologies.
5. Stays up-to-date, evaluates, advises and expresses an opinion on the strategy regarding the implementation of the Sustainable Development Policy, in accordance with the Company's relevant strategy.
6. Monitors the implementation of the Company's strategy on a semi-annual basis, regarding the Company's strategic projects as well as innovation and digital transformation projects. Provides an opinion to the BoD in the framework of the preparation of the annual budget and the investment plan regarding the above.
7. Examines and approves the process of defining the essential issues of sustainable development, validating, whenever appropriate, the results that form the structure of the Sustainable Development Annual Report of the Company.
8. Stays up-to-date and approves the context of the Sustainable Development Annual Report of the Company.
9. Organizes presentations in cooperation with Management at the invitation of Management or the BoD or on its own initiative in order to inform the BoD Members on the issues within its competence.
10. Submits to the BoD a Regular Annual Report on matters of Strategy of the Company. It can also submit specialized reports on specific technologies or innovations when needed or requested by BoD.

The Strategy Committee assists the BoD in its responsibilities regarding the goals, the vision and the strategic direction of the Company.

More specifically, in carrying out its purpose the Committee shall undertake the following duties and responsibilities:

**i. Business Plan**

Submits proposal to the BoD on the approval of the business plan, reviews it at least annually or where deemed necessary and monitor on a regular basis its implementation. To this effect, the Committee shall review all material information and documentation relating to planning and strategy (including for example, significant efforts on commercial model, operating model, technology, and ESG - Climate & Environment issues) and shall develop goals, vision and strategic initiatives as well as its main innovative programs and services, according to the needs of the Company, and innovative solutions based on changes in the market, the needs of the community and other factors

**ii. Annual Budget**

Reviews and proposes to the BoD for approval the Annual Budget of the Company and monitors its implementation on a semiannual basis.

**iii. Strategic and Organizational Transformation**

Submits proposals with regard to initiatives taken in the context of strategic and corporate transformation, oversees related activities and monitors on a regular basis the implementation of Strategic and Corporate Transformation Projects undertaken by the Company.

**iv. Corporate Structure related Actions, Strategic Transactions, Mergers, Acquisitions and Partnerships**

Reviews all significant actions concerning Company's structure, such as divestments, mergers, acquisitions of shareholdings in other companies or the creation of special purpose companies, the formation of joint ventures, partnerships and any other major investments by Company, apart from those which are purely related to Concession Agreement and where deemed necessary, make proposals, to the BoD on all of the

above issues. To this effect, should be ensured that the Committee is apprised of all relevant, material information in a timely manner.

Reviews transactions and provides guidance, as stipulated within the applicable Mergers and Acquisitions (M&A) and Partnership framework of the Company, as each time in force, in which context the Committee can engage in the early stages of a potential transaction and have a role in providing initial guidance.

#### **v. Issues of strategic importance**

Review and, as needed, make proposals to the BoD on other issues of strategic importance to the Company, as put forward for discussion by the Chair or the CEO and in conjunction with competences of the BoD for discussion on matters of strategic importance.

## **4. STRATEGY COMMITTEE OPERATION**

### **4.1 Convening Meetings & Notice to Members**

- (1) The Committee is convened exclusively by the Chairman or, where he/she is absent or unable to attend, by his/her Vice- chairman.
- (2) The committee meets at least twice per year or on an extraordinary basis as many times as required to fulfil its mission.
- (3) More specifically, the Chairman of the Committee reserves the right to convene extraordinary meetings, when necessary, to discuss important issues. The Committee meets following an invitation from its Chairman who prepares the agenda and makes recommendations on the items on the agenda. Each member of the Committee reserves the right to request in writing that the Chairman of the Committee convene a meeting to discuss specific issues.
- (4) Convening of the Committee shall be notified to the other members at least 2 working days before the meeting. The invitation sets out the items on the agenda, the date, time and place of the Committee meeting. An invitation is not required where all members are present on the date of the meeting and none of them disagrees with the meeting being held.

### **4.2 Meeting Methods**

Members of the Committee may meet either in the physical presence at the Company's seat or at any location suitable for the purpose of the meeting, or remotely via teleconference or in with any other manner considered appropriate. One member of the Committee may be represented by another single member following special authorization notified to the Chairman of the Committee before the meeting.

### **4.3 Quorum of Meetings & Attendance Guidelines**

- (1) The Committee has a quorum and is validly met on the items on the agenda when more than half of its members are present or represented.
- (2) Member attendance at Committee meetings shall be disclosed in the annual corporate governance statement.
- (3) Decisions of the Committee are taken by majority of members present or represented at the meeting.

(4) The Committee may invite, if necessary, Company executives or external experts to its meetings to provide information and support. Moreover, the Committee may cooperate with any relevant committees or similar entities and Organizations in Greece and abroad, strictly adhering to the current institutional framework, the principle of confidentiality and the rules of competition.

#### **4.4 Agenda and Minutes of Meetings**

(1) The Committee is supported by a secretary who, in cooperation with the Chairman of the Committee, collects the items for the agenda, prepares the agenda table and distributes it to Committee members in a secure manner along with the relevant information, at least 2 working days before the Committee meeting. Relevant documents can also be sent by email. The secretary also keeps minutes of Committee meetings whether ordinary or extraordinary.

(2) For each meeting, the Committee keeps minutes which set out the decisions taken, the persons present, the agreed actions and the implementing officers. In cases of decisions taken by majority, the minority opinion is also recorded in the minutes. The minutes of meetings are signed by the Chairman of the Committee and all members present. The Chairman of the Committee may confirm the minutes kept (including the cases of minutes kept through circulation).

(3) The Company is obliged to provide the Committee with all resources necessary to ensure its problem-free operation, including its ability to request the assistance of a third-party expert, if it considers necessary, in the context of performance its duties.

(4) The Committee has full access to all information and documents kept electronically or otherwise and may consult any other persons it considers useful in order to obtain the information necessary for the performance of its duties.

(5) The Committee re-examines its Regulation regularly and submits a recommendation to the BoD about any supplements or revisions it considers useful.

## **5. PUBLICITY OBLIGATIONS**

The Committee's Regulation is approved by the Company's BoD, take effect from the said approval and are published on the Company's website. The Committee's Regulation is revised and amended solely by decision of the BoD, following a recommendation from the Committee.

The work of the Committee and the number of its meetings during the year are included in the Company's Corporate Governance statement.

This Regulation is entered into effect following Decision 71/28-11-2025 of the BoD of the Company.