



## **PIRAEUS PORT AUTHORITY S.A.**

**DRAFT DECISIONS/ BoD PROPOSALS ON THE ITEMS OF THE AGENDA  
OF THE EXTRAORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS  
OF 4th MARCH 2024**



**8th of FEBRUARY 2024**

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## **INVITATION TO SHAREHOLDERS OF THE COMPANY “PIRAEUS PORT AUTHORITY SOCIETE ANONYME” General Electronic Commercial Registry (GEMI) No 44259307000 TO THE EXTRAORDINARY GENERAL ASSEMBLY**

In accordance with the law and the Articles of Association of the Company, and the decision of its Board of Directors on 5 February 2024, shareholders of “PIRAEUS PORT AUTHORITY SOCIETE ANONYME” are invited to participate remotely in real-time via teleconference at the Extraordinary General Assembly, which will take place on **Monday 4 March 2024 at 12:00**, in order to discuss and decide on the following item of the agenda:

1. Amendment of the general framework for debts settlement, as approved by previous General Assembly decision (28-06-2017), of the business units of the Repair Areas of PPA SA (Perama Ship Repair Base, Hercules Pier, Drapetsona Pier) that have been included in the provisions of the aforementioned decision.

If the quorum, as required by the Law and the Articles of Association in order to decide any of the items of the original agenda, is not obtained during the meeting of 4 March 2024, the GENERAL ASSEMBLY will convene again in a Repetitive Meeting remotely in real-time by teleconference on **Monday 18 March 2024 at 12:00**.

It should be noted that, in accordance with par. 2 of article 130 of Law 4548/2018, a new invitation for the Repetitive General Assemblies will not be published.

In accordance with the provisions of article 125 par. 1 of Law 4548/2018 and the provisions in the current Articles of Association of the Company, the General Assembly on 4 March 2024 and any Repetitive Meeting, will take place remotely, in real-time by teleconference and the use of electronic means, under the conditions of article 125 of Law 4548/2018 and the specific provisions in the present invitation.

### **A. Right to participate and vote at the General Assembly**

At the General Assembly of 4 March 2024, only physical and legal persons that have the status of shareholder at the start of the fifth (5<sup>th</sup>) day before the meeting date of the Extraordinary General Assembly, i.e. on 28 February 2024 (“Record Date”) are entitled to participate and vote.

The record date of 28 February 2024 is the record date for the Repetitive General Assembly on 18 March 2024 (if the quorum, as required by the Law and the Articles of Association in order to decide any of the items of the original agenda on 4 March 2024 is not obtained during that meeting).

For the Company, shareholders who are entitled to participate in the General Assembly and to exercise the right to vote are those that are registered on the Record Date in the Dematerialized Securities System (DSS) of the company “HELLENIC CENTRAL SECURITIES DEPOSITORY (ATHEXCSD)” or the one identified as such based on the relevant date through registered intermediaries or other intermediaries in compliance with the provisions of the legislation (Law 4548/2018, Law 4569/2019, Law 4706/2020 and Regulation (EU) 2018/1212) as well as the Rulebook of Operation of the Hellenic Central Securities Depository (Government Gazette B/1007/16.03.2021).

The proof of shareholder status is done by any legal means and in any case based on information received by the Company until before the start of the General Assembly by ATHEXCSD or through the above intermediaries in accordance with the above provisions. A shareholder may participate in the General Assembly on the basis of confirmations or notifications of Articles 5 and 6 of Regulation (EU) 2018/1212 provided by the intermediary unless the Meeting refuses this participation for a good reason that justifies its refusal in accordance with the provisions in force (art. 19 par. 1 of Law 4569/2018, art. 124 par. 5 of Law 4548/2018).

Exercising these rights does not require either the blocking of the shares of the beneficiary or any other similar procedure which limits that ability to sell and transfer these shares during the period between the Record Date and the General Assembly.

Shareholders that do not comply with the deadline in par. 4 of article 128 of Law 4548/2018, i.e. that do not submit in writing or by electronic means the appointment of proxies or representatives to the Company at least forty-eight (48) hours before the appointed date of the General Assembly, participate at the General Assembly unless the General Assembly refuses this participation for good reason which justifies this refusal.

#### **B. Participating and exercising the right to vote at the General Assembly remotely in real-time by teleconference**

In order for shareholders to participate and vote at the Extraordinary General Assembly on 4 March 2024 or at any Repetitive meetings which will take place remotely, in real-time by teleconference, without their physical presence, they or their proxies must create and use an electronic shareholder account at the electronic platform that has been developed by the Athens Exchange Group to provide remote General Assembly services, in real-time, by teleconference to listed companies on the website <https://axia.athexgroup.gr/en/home>.

The internet platform is provided by ATHEXCSD, while for the teleconference the Zoom service is provided by Zoom Video Communications Inc.

In order to access the electronic platform a personal computer, a smartphone or a tablet is required, a browser installed, and internet access.

In order for a shareholder or his/her proxy to create an account in the electronic platform above, a valid electronic mail (email) account and a mobile telephone number are required by the shareholder or his/her proxy.

If, on accessing the electronic platform the above information entered by the shareholder does not match the information registered in the Dematerialized Securities System or the identification information that has been provided to the Company by the Hellenic Central Securities Depository or through intermediaries, as part of its services to facilitate shareholder identification for remote General Assemblies which are provided to listed companies in accordance with Part 3 of Decision No 8 of the Hellenic Central Securities Depository, "Technical terms and procedures for the provision of the Registry, Corporate and Other Related Actions Service", as well as the document "Terms and Conditions for the remote General Assembly of Shareholders", shareholders must provide or update the information above, in order to create the account.

For this purpose, and in order to avoid dysfunctions, shareholders are requested to contact without delay the Participant of the Securities Account in the DSS or other intermediary acting as custodian through which their shares are kept, in order to notify them or to update their valid email address and mobile telephone number for identification.

Further instructions to participate at the General Assembly by teleconference will be posted on the website of the Company and will be sent by the Company via email to shareholders that have completed the above procedure and are eligible to participate at the Annual General Assembly or any Repetitive meetings.

For any questions and for instructions, shareholders may contact the BoD Secretariat, Public Relations & Investor Relations Department of the Company by email at [olpmetox@olp.gr](mailto:olpmetox@olp.gr) or by telephone at +30 210 4550340 (daily between 08.30 to 16.30).

Furthermore, starting with the publication of the present and until the end of the GENERAL ASSEMBLY, information and support to shareholders and their representatives will be provided at + 30 210 3366426 or by email at [AXIAeShareholdersMeeting@athexgroup.gr](mailto:AXIAeShareholdersMeeting@athexgroup.gr).

At the date of the General Assembly, the Shareholders, in order to participate in its work, must log in in time through the Internet Platform, at least fifteen minutes (15 ') before the start time of the General Assembly announced in this Invitation and declare the number of voting rights with which they will participate in the General Assembly and will vote and, if they wish, to amend it (to the smallest).

Shareholders that participate at the General Assembly by teleconference in real-time are taken into consideration for the formation of the quorum and majority and will be able to exercise their rights effectively during the General Assembly.

Shareholders that have successfully connected to the internet platform will be able to participate in the General Assembly by teleconference in real-time via a link that will be sent to them by email.

By activating the teleconference application (Zoom) through the link at the start of the General Assembly, shareholders will be able to:

- a) follow the proceedings of the General Assembly with electronic or audiovisual means,
- b) take the floor and address the General Assembly orally during the General Assembly, while at the same time through the internet platform, they will be able to:
- c) vote in real-time during the GM on the matters of the agenda, and
- d) receive information on the recording of their vote.

### **C. Participation process and vote by proxy**

I. Shareholders participate in the Extraordinary General Assembly and vote either in person or by proxy. Each shareholder may appoint up to three (3) proxies. However, if a shareholder possesses shares of the Company that are held in more than one Investor Securities Account, the above restriction cannot prevent the shareholder from appointing different proxies for the shares in each investor account for a particular General Assembly. A proxy appointment can be freely recalled. A proxy that acts for more than one shareholder can vote differently for each shareholder.



Shareholders may appoint a proxy for one or more General Assemblies and for a specific period of time. The proxy votes in accordance with the shareholder's instructions, if there are any. Non-compliance by the proxy with the instructions received does not affect the validity of the decisions of the General Assembly, even if the proxy's vote was decisive in achieving the majority.

The shareholder proxy is obliged to notify the Company, before the start of the General Assembly, about any specific event, which may be useful to shareholders in order to assess the risk that the proxy may serve other interests besides the interests of the shareholder. A conflict of interest may arise particularly when the representative is:

- a) A shareholder that exercises control of the Company, or other legal person or entity that is controlled by that shareholder,
- b) A member of the Board of Directors or in general of the management of the Company or a shareholder that exercises control of the Company, or other legal person or entity that is controlled by that shareholder, which exercises control of the Company.
- c) An employee or a certified auditor of the Company or a shareholder that exercises control, or other legal person or entity that is controlled by a shareholder that exercises control of the Company.
- d) A spouse or a relative in the first degree with one of the private individuals that are mentioned in cases a) to c).

The appointment and revocation or replacement of the proxy or representative takes place in writing or by electronic means that are submitted to the Company at least forty-eight (48) hours before the appointed date of the General Assembly. Notification of the appointment and revocation or replacement of the proxy by electronic means is by electronic mail at the email address on the Invitation to the General Assembly, or the case of shareholders that are identified through intermediaries, through confirmations or notifications of articles 5 and 6 of Regulation (EU) 2018/1212 provided by intermediaries.

II. Specifically for shareholder participation by proxy at the General Assembly on 4 March 2024 or any Repetitive Meetings, remotely in real-time by teleconference, or for shareholder participation by proxy in the vote on the items of the General Assembly that will take place before the General Assembly, shareholders or Participants in the Securities Accounts in the DSS or other intermediaries acting as custodians of the shareholders through which the share are kept, can appoint up to one (1) proxy, whose appointment must be made at least forty-eight (48) hours before the date of the General Assembly (i.e. by 12.00 on 02.03.2024 at the latest for the initial General Assembly and the latest by 12.00 on 16.03.2024 for the Repetitive Meeting).

Upon receipt of the information above by the Company, and based on the email address and mobile telephone of the representative, as declared in the proxy document, the Company creates an account for the proxy on the electronic platform; the proxy is informed by email in order to activate the account in order to exercise the rights of the shareholder in accordance with what is referred to in B. and C. above. The Company has made available documents:

- a) To appoint a proxy to participate in the General Assembly on 4 March 2024 remotely in real-time by teleconference; and

b) To appoint a proxy to vote on the items of the General Assembly that will take place before the General Assembly.

These documents are available to shareholders in hard copy at the BoD Secretariat, Public Relations & Investor Relations Department of the Company (10 Akti Miaouli str., 18538 Piraeus, tel. +30 210 4550340), and in electronic form on the website of the Company ([www.olp.gr](http://www.olp.gr)).

The appropriate document must be filled-in, signed with the authenticity of the signature verified, and submitted to the BoD Secretariat, Public Relations & Investor Relations Department of the Company at: 10 Akti Miaouli str., 18538 Piraeus, or digitally signed by using a recognized digital signature (qualified certificate) by the proxy or shareholder by e-mail at [olpmetox@olp.gr](mailto:olpmetox@olp.gr) at least forty eight (48) hours before the date of the GENERAL ASSEMBLY. Shareholders are asked to ensure that the proxy appointment document is successfully dispatched and received by the Company and may call for this purpose: +30 210 4550340 (BoD Secretariat, Public Relations & Investor Relations Department).

#### **D. Deadlines for exercising minority shareholder rights (par. 2, 3, 6 and 7 of article 141 of Law 4548/2018)**

1. At the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors is obliged to include additional items on the agenda of the General Assembly, which has already been convened, if the relevant request is received by the Board of Directors at least fifteen (15) days prior to the General Assembly, i.e. by 18 February 2024 at the latest. The additional items must be published or disclosed, under the responsibility of the Board of Directors, in accordance with article 122 of Law 4548/2018, at least seven (7) days before the General Assembly, i.e. by 26 February 2024 at the latest. The request to include additional items on the agenda is accompanied by a justification or a draft decision for approval by the General Assembly, and the revised agenda is published in a similar manner as the previous agenda, thirteen (13) days before the date of the General Assembly, i.e. by 20 February 2024 at the latest, and simultaneously made available to shareholders on the website of the Company together with the justification or the draft decision that has been submitted by shareholders, in accordance with the provisions in paragraph 4 of article 123 of Law 4548/2018. If these items are not published, the requesting shareholders are entitled to request the postponement of the General Assembly, in accordance with paragraph 5 of article 141 of Law 4548/2018 and to make the publication themselves, in accordance with the second subparagraph of paragraph 2 of the article 141 of the Law 4548/2018, at the expense of the Company.

2. Shareholders representing one twentieth (1/20) of the paid-up share capital have the right to submit draft decisions for items that are included in the initial or any revised agenda of the General Assembly. The request must reach the Board of Directors seven (7) days before the date of the General Assembly, i.e. by 26 February 2024 at the latest, and the draft decisions are made available to shareholders in accordance with the provisions of paragraph 3 of article 123 of law 4548/2018 at least six (6) days before the date of the General Assembly, i.e. by 27 February 2024 at the latest.

3. Following a request by any shareholder, which is submitted to the company at least five (5) full days before the General Assembly, i.e. by 27 February 2024 at the latest, the Board of Directors is obliged to provide the General Assembly with the information specifically requested concerning Company affairs, insofar as they are relevant to the

items on the agenda. There is no obligation to provide information, when the information is already available on the website of the Company, especially if it is available in the form of questions and answers. In all of the abovementioned cases, the Board of Directors may refuse to provide such information for sufficiently important reason, which is recorded in the minutes. Such a reason may be the representation of the requesting shareholders to the Board of Directors, in accordance with articles 79 or 80 of Law 4548/2018. In the cases referred to paragraph 6 of article 141 of the Law 4548/2018, the Board of Directors may answer once to shareholder requests having the same content.

4. At the request of shareholders representing one tenth (1/10) of the paid-up share capital, which is submitted to the Company at least five (5) full days before the General Assembly, i.e. by 27 February 2024 at the latest, the Board of Directors is obliged to provide to the General Assembly information about the course of corporate affairs and the assets of the Company. The Board of Directors may refuse to provide information for sufficiently important reason which is recorded in the minutes. Such a reason may be the representation of the requesting shareholders on the Board of Directors, in accordance with articles 79 or 80 of Law 4548/2018, provided that the corresponding members of the Board of Directors have received this information in a manner that is adequate.

In all of the abovementioned cases, requesting shareholders are obliged to prove their shareholder status and, with the exception of the case of the first subparagraph of paragraph 3 of the present invitation, the number of shares they possess during the exercise of the relevant right.

Proof of the status of shareholder can be provided by any legal means, and in any case based on the information received by the Company electronically from the company "Hellenic Central Securities Depository" with an electronic connection of the Company to DSS or through the Participant of the Securities Account in the DSS or another intermediary acting as custodian of the shareholder through which shares are kept. For more information regarding the minority shareholder rights, shareholders may refer to the provisions of article 141 of Law 4548/2018.

All of the above information on minority rights and the terms for enforcing them are available on the website of the Company ([www.olp.gr](http://www.olp.gr)).

#### **E. Availability of documents and information**

The information of par. 3 and 4 of article 123 of Law 4548/2018, and in particular the Invitation to the General Assembly, the total number of shares and voting rights that these shares incorporate on the Invitation date, the documents for exercising the right to vote by proxy, the documents that will be submitted to the General Assembly, the draft decisions on the items of the proposed agenda, as well as information regarding the exercise of minority rights of par. 2, 3, 6 and 7 of article 141 of Law 4548/2018 are available in electronic form on the website of the Company ([www.olp.gr](http://www.olp.gr)) and in hard copy at the BoD Secretariat, Public Relations & Investor Relations Department of the Company (10 Akti Miaouli str., 18538 Piraeus, tel. +30-210 4550340).

Piraeus, 05 February 2024

The Board of Directors



**ITEM 1st: Amendment of the general framework for debts settlement, as approved by previous General Assembly decision (28-06-2017), of the business units of the Repair Areas of PPA SA (Perama Ship Repair Base, Hercules Pier, Drapetsona Pier) that have been included in the provisions of the aforementioned decision.**

Required Quorum: 20% of the share capital	Required majority: 50% + 1 of the votes represented
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The Board of Directors, following a Ship Repair Department proposal and respective decision taking by the Chairman's Board, unanimously proposes by its no 04/05-02-2024 decision to the Extraordinary General Assembly, the, *for the purposes of settling the pending long-term setting off and final accounting settlement of the compensation of the additional amounts which had been paid by the ship repair business units towards PPA SA*, submission of proposal to the General Assembly of PPA SA Shareholders, for the amendment of the general framework for debt settlement, as approved by previous General Assembly decision (28-06-2017), of the business units of the Ship Repair Areas of PPA SA (Perama Ship Repair Base, Hercules Pier, Drapetsona Pier) that had been included in the in the provisions of the aforementioned decision, as follows:

The total refund by PPA SA of the remaining additional amounts (as they were formed on 1-1-2024) which had been paid by the ship repair business units towards PPA SA, in one installment, according to the table below:

No	CUSTOMER NAME	Balance for the following years after the 1st Payment on 2019
1	SHIPS SAFE Ltd	-1.795,75
2	TSELEKOS NIK. (ex GEORGOULIS - TSELEKOS up to 31-12-18)	-924,75
3	MICHALAKIS D. & SIA EE	-2.671,26
4	KARVELIS GEORGIOS	-4.518,45
5	MEGATUGS SALVAGE TOWAGE (ex J/V MEGALACHARI GREEK TUGBOATS up to 31-12-18)	-7.140,25
6	DIONYSOPOULOS IKE (ex DIONYSOPOULOS THEODOROS up to 31-12-17)	-9.181,96
7	SIDIROPOULOS PAVLOS	-4.571,73
8	SEGREDAKIS N. KATADITIKI Ltd	-8.454,05
9	VARDIKOS MARKOS	-8.416,76
10	PANAGIOTOU AN. THEODOROS (ex RACOR HELLAS SA up to 31-12-15)	-11.531,54
11	LIMPOUSAKIS JOINT VENTURE TUGBOATS	-7.841,05
12	SMYNRAIOS FRAGISKOS	-16.604,22
13	SOPILIADIS VASILIOS	-14.992,50
14	ARCO Ltd	-18.456,60
15	NIKOLITSIS IOAN. & SIA Ltd-"DYNAMIC"	-34.914,76
16	NEODOCHOS Ltd	-48.722,29
	<b>Total</b>	<b>-200.737,92</b>

In the case that there are outstanding debts of the ship repair business units towards PPA SA upon the return of the above remaining additional amounts, these, should either be paid before the return, or set off with it.

After voting, the Extraordinary General Assembly, taking into account the proposal of the Company's Board of Directors, approves by ..... votes, i.e. with a majority .....% of the votes represented in the Extraordinary General Assembly the respective proposal for amendment of the general framework for debts settlement, as approved by previous General Assembly decision (28-06-2017), of the business units of the Repair Areas of PPA SA (Perama Ship Repair Base, Hercules Pier, Drapetsona Pier) that have been included in the provisions of the aforementioned decision.

Shareholders representing .....votes vote against.

Shareholders representing .....votes abstain from the vote.