



**PIRAEUS PORT AUTHORITY S.A.**  
**DRAFT DECISIONS/ BoD PROPOSALS ON THE ITEMS OF THE AGENDA OF THE**  
**ANNUAL GENERAL ASSEMBLY OF SHAREHOLDERS**  
**OF 28th JUNE 2017**

**ITEM 1: Approval of the election of BoD members in lieu of resigned members pursuant to BoD decisions 169 and 170 of 10-08-2016, and appointment of a third independent member, for the remaining term of the Board.**

Required Quorum: 20% of the share capital	Required majority: 50% + 1 of the votes represented
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The General Assembly is asked:

- a) to approve, for the remaining term of the Board, the election of Messrs. WAN Min, FU Chengqiu, ZHU Jianhui, YE Weilong, FENG Boming, KWONG Che Keung Gordon, IP Sing Chi and ARVANITIS Nikolaos as BoD members, in lieu of the resigned BoD members pursuant to BoD decision 169/10-08-2016, under their designated capacities pursuant to BoD decision 170/10-08-2016, and
- b) to appoint, for the remaining term of the Board, as third independent BoD member, the non-executive member of the BoD Mr. IP Sing Chi, who satisfies all the independence criteria set out in Article 4 of Law 3016/2002.

After voting, the General Assembly by.....votes, i.e. by a majority of .....% of the votes represented in the General Assembly:

- a) approves, for the remaining term of the Board, the election of Messrs. WAN Min, FU Chengqiu, ZHU Jianhui, YE Weilong, FENG Boming, KWONG Che Keung Gordon, IP Sing Chi and ARVANITIS Nikolaos as BoD members, in lieu of the resigned BoD members pursuant to BoD decision 169/10-08-2016, under their designated capacities pursuant to BoD decision 170/10-08-2016, and
- b) appoints, for the remaining term of the Board, as third independent BoD member, the non-executive member of the BoD Mr. IP Sing Chi, who satisfies all the independence criteria set out in Article 4 of Law 3016/2002.

Shareholders representing .....votes vote against and shareholders representing .....votes abstain from the vote.

**ITEM 2: Replacement of Audit Committee member to fulfill the conditions of article 44 par 1 of Law 4449/2017 and reconstitution of the Audit Committee due to the replacement.**

Required Quorum: 20% of the share capital	Required majority: 50% + 1 of the votes represented
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The General Assembly is asked to replace an Audit Committee member to fulfill the conditions of article 44 par. 1 of L. 4449/2017, i.e. for the majority of its members to be independent from the Company, and to reconstitute the Audit Committee due to the replacement.

After voting, the General Assembly by.....votes, i.e. by a majority of .....% of the votes represented in the General Assembly, replaces the member of the Audit Committee Mr. Feng Boming by the independent, non – executive BoD member Mr. Nikolaos Arvanitis, and following the above replacement, the Audit Committee is reconstituted as following:

Mr. KWONG Che Keung Gordon, Independent, Non-executive BoD member, Chairman of the Audit Committee.

Mr. Liagkos Athanasios, Non-executive BoD member, Audit Committee member.

Mr. Arvanitis Nikolaos, Independent, Non-executive BoD member, Audit Committee member.

Shareholders representing .....votes vote against and shareholders representing .....votes abstain from the vote.

**ITEM 3: Approval of the Financial Statements of the fiscal year 2016, along with the Board of Director's Annual Report and the Independent Auditors' Report.**

Required Quorum: 20% of the share capital	Required majority: 50% + 1 of the votes represented
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By number 3/16-02-2017 resolution, the BoD submitted for approval to the General Assembly:

- the Annual Financial Statements for the fiscal year 2016,
- the Annual Report of the Board of Directors for the fiscal year 2016 including the Corporate Governance Statement and the Explanatory Report of the Board of Directors, pursuant to article 4 section 7 of Law 3556/2007, and
- The Report of Independent Auditors Marinou Despina and Sourmpis Dimitrios, of the audit firm "PricewaterhouseCoopers SA".

The Annual Financial Statements of the Company for the fiscal year 2016, the Annual Report, the Corporate Governance Statement, the Explanatory Report of the Board of Directors and the Independent Auditors' Report have been included in the Annual Financial Report of the Company for the fiscal year 2016, and are available since 16 February 2017 on the website of PPA SA [www.olp.gr](http://www.olp.gr) and of the Athens Exchange and have been also sent to Hellenic Capital Markets Commission.

The publication of the above in Business Registry (GEMI) under Articles 43b and 7b of Law 2190/1920 will take place within twenty days of their approval by the present Ordinary General Assembly.

The General Assembly is asked to approve the Financial Statements for the fiscal year 2016, the Annual Report of the BoD and the Report of the Independent Auditors.

After voting, the General Assembly approves the Annual Financial Statements for the fiscal year 2016, the Annual Report of the Board of Directors and the Independent Auditors' Report for the fiscal year 2016 by.....votes, i.e. by a majority of .....% of the votes represented in the General Assembly.

Shareholders representing .....votes vote against and shareholders representing .....votes abstain from the vote.

**ITEM 4: Discharge of the BoD Members and the Independent Auditors from any liability for damages for the fiscal year 2016.**

Required Quorum: 20% of the share capital	Required majority: 50% + 1 of the votes represented
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The General Assembly is asked to approve, in accordance with article 35 of the Codified Law 2190/1920, the discharge of the members of the Board of Directors and the Independent Auditors, who audited the financial statements of the fiscal year 2016, from any liability for damages for the fiscal year 2016.

After voting, the General Assembly discharges the members of the Board of Directors and the Auditors from any liability for damages for the fiscal year 2016, by.....votes, i.e. by a majority of .....% of the votes represented in the General Assembly.

Shareholders representing .....votes vote against and shareholders representing .....votes abstain from the vote.

**ITEM 5: Distribution of dividend for the fiscal year 2016**

Required Quorum: 20% of the share capital	Required majority: 50% + 1 of the votes represented
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By resolution number 8/16-02-2017, the BoD proposes to the General Assembly, the distribution of dividend to the Company's Shareholders amounting to € 2,230,000.00, i.e. € 0,0892 per share.

As ex-dividend date is proposed the Wednesday, 19/07/2017.

As dividend beneficiaries date (Record day) is proposed the Thursday, 20/07/2017.

As commencement date of dividend payment is proposed the Wednesday, 26/07/2017

As designated bank through which the payment of dividend will be made is proposed Eurobank Ergasias S.A.

After voting, the General Assembly approves the distribution of dividend of the fiscal year 2016 as above, by.....votes, i.e. by a majority of .....% of the votes represented in the General Assembly.

Shareholders representing .....votes vote against and shareholders representing .....votes abstain from the vote.

**ITEM 6: Election of Independent Auditors, for the statutory audit of the financial statements of the Company for the fiscal year 2017 and determination of their remuneration.**

Required Quorum: 20% of the share capital	Required majority: 50% + 1 of the votes represented
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By resolution number 12/26-05-2017, the BoD, following same recommendation of the Audit Committee, proposes the re-election by the General Assembly for a second consecutive year, of the audit firm "PricewaterhouseCoopers S.A" (with register number 113 of the Institute of Certified Public Accountants of Greece (SOEL)), for the statutory audit of the Company's Financial Statements for the fiscal year 2017, for a remuneration of € .....plus VAT.

After voting, the General Assembly by.....votes, i.e. by a majority of .....% of the votes represented in the General Assembly, re-elects the audit firm "PricewaterhouseCoopers S.A" (with register number 113 of the Institute of Certified Public Accountants of Greece (SOEL)), for the statutory audit of the Company's Financial Statements for the fiscal year 2017 and determines their remuneration to € .....

Shareholders representing .....votes vote against and shareholders representing .....votes abstain from the vote.

**ITEM 7: a) Approval of the employment contracts between the company and members of the BoD, pursuant to article 23a, paragraph 2 of Law 2190/1920 as in force, b) Approval of the annual compensation of the BoD members for the fiscal year 2016, pursuant to article 24, paragraph 2 of Law 2190/1920 as in force, and pre-approval of their compensation for the fiscal year 2017**

Required Quorum: 20% of the share capital	Required majority: 50% + 1 of the votes represented
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The General Assembly is called:

- a) to approve, in accordance with article 23a, par 2 of Law 2190/1920, the employment contracts between the company and the BoD members Messrs. Fu Chengqiu, Kouvaris Ioannis and Liagkos Athanasios,
- b) to approve, in accordance with article 24, par 2 of Law 2190/1920, the compensations of the BoD members for the fiscal year 2016, and
- c) to pre-approve, in accordance with article 24, par 2 of Law 2190/1920, the compensations of the BoD members for the fiscal year 2017.

After voting, the General Assembly:

a) Approves, by.....votes, i.e. by a majority of .....% of the votes represented in the General Assembly, in accordance with article 23a, par 2 of Law 2190/1920, the employment contracts between the company and the BoD member Fu Chengqiu, with annual gross remuneration (€ 6.000 x 14), between the company and the BoD member Kouvaris Ioannis, with annual gross remuneration (€ 4.750 x 14), and between the company and the BoD member Liagkos Athanasios, with annual gross remuneration (€ 4.750 x 14).

Shareholders representing .....votes vote against and shareholders representing .....votes abstain from the vote.

b) Approves, by.....votes, i.e. by a majority of .....% of the votes represented in the General Assembly, in accordance with article 24, par 2 of Law 2190/1920, the compensations paid during the fiscal year 2016 to the BoD members, of total gross amount € 57,372.60, as such were pre-approved by the Ordinary General Assembly of 2016.

Shareholders representing .....votes vote against and shareholders representing .....votes abstain from the vote.

c) Pre-approves, by.....votes, i.e. by a majority of .....% of the votes represented in the General Assembly, in accordance with article 24, par 2 of Law 2190/1920, an annual gross compensation of € 55,500 for each BoD member for the fiscal year 2017.

Shareholders representing .....votes vote against and shareholders representing .....votes abstain from the vote.

**ITEM 8: Ratification of BoD decision 9/16-02-2017 concerning the legal coverage of the Chairman and BoD Members.**

Required Quorum: 20% of the share capital	Required majority: 50% + 1 of the votes represented
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The BoD proposes the ratification of BoD resolution number 9/16-02-2017, concerning the legal coverage of the Chairman and BoD Members, as following:

«A) Apart from possible relevant provisions in individual employment agreements the coverage of the legal expenses in favor of the Chairman and BoD Members is regulated by the present Decision that specifies in detail the relevant terms and conditions.

B) The case should relate to civil, penal or administrative liability of the BoD Member that occurred on the occasion of the performance of their duties and due to acts or omissions aiming at securing the interests of the Company in the framework of the assigned tasks.

Cases of accusations on the grounds of abuse of office or other criminal offence charged to the BoD Member that led to financial or other damages of the Company are explicitly excluded hereby. Before the approval of any relevant expense, the legal department of the Company should deliver opinion on whether the terms and conditions set out hereby are met.

C) The Company shall provide to the BoD Member all the fees occurred for the legal proceedings apart from the legal assistance costs. The legal assistance will be provided by the salaried lawyers of PPA SA.

D) The coverage of the legal costs shall not include personal claims, accusations or other legal proceeding that the Member raises for the purpose of defending themselves, unless they are raised on Company's part upon a relevant resolution and approval by the Board of Directors.

Company's budget includes the relevant expenses upon proposal by the legal department and approval by the competent Director.

The Company shall not cover civil liability, bail payment or administrative fines charged personally to the BoD Member and not the Company. If they are charged to the Company and burden the BoD Member who acts as their legal representative, then they shall be paid by the Company. The legal department of the Company shall report to the CEO, the Deputy CEO in charge of the Financial Directorate and the Deputy CEO in charge of the Administrative Directorate in monthly basis.

E) The present Decision comes into force upon publication and shall be submitted to the General Assembly for approval.

F) BoD Decisions No 204/19.9.2000 and 50/26.2.2003, as well as any provision contrary to the terms hereof, are abolished hereby.

G) BoD Decisions No 175/16.11.1999 and 49/26.2.2003 are amended and applied as specifically regulated by this Decision».

After voting, the General Assembly approves the ratification of BoD decision concerning the legal coverage of the Chairman and BoD Members, by.....votes, i.e. by a majority of .....% of the votes represented in the General Assembly.

Shareholders representing .....votes vote against and shareholders representing .....votes abstain from the vote.

**ITEM 9: Amendment of the general framework for debts settlement, as approved by previous General Assembly decision (01-04-2016), and land sites concessions extensions signing of business units, which have been included in the provisions of the aforementioned decision and continue to operate in land sites of PPA SA Ship Repair Areas (Perama Ship Repair Base, Hercules Pier, Drapetsona Pier).**

Required Quorum: 20% of the share capital	Required majority: 50% + 1 of the votes represented
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The BoD proposes the amendment of the 01-04-2016 General Assembly resolution concerning the "General framework for the outstanding debts settlement of ship-repair business units, operating in land sites of PPA SA", as following:

"Amendment of the general framework of outstanding debt settlement approved with previous General Assembly decision (01-04-2016) and the signing of concessions extensions for leased sites/areas usage with the business units that have been included in the above mentioned settlement and continue their operation in PPA SA Ship Repair Areas (Perama Repair Base, Hercules Pier, Drapetsonas Pier), even under a new corporate name or new legal form, according to the following principles:

1. For the signing of any concession of land sites usage (of the above mentioned areas), the counterparties will have to provide a guarantee letter in favor of the PPA SA, of an amount equal to three (3) monthly payments.

2. The duration of the concessions that will be signed between the above and PPA SA, will be one year and be renewed annually up to twenty two (22) years, if the counterparties: a) make timely the respective payments for the land use of the above leased areas and b) make timely payments for their outstanding debts in case they have signed debt settlement agreement.

3. For the concession tariffs (of outdoor and indoor spaces) determined by the 01-04-2016 General Assembly of Shareholders, both for the Ship Repair leased areas and for maritime companies performing repair activities and which are granted outdoor spaces and sea front, the annual tariff increase is set at 3% (instead of CPI), with only exemption the year 2017, where, the following apply:

For the period from 01-01-2017 to 30-04-2017 the applied pricing policy will be same as for the year 2016.

For the period 01-05-2017 to 31-12-2017, the above concession tariff increase is set at 3%.

4. The business units that continue to operate on PPA SA Ship Repair Areas and have fulfilled their obligations to PPA SA in the period 2006-2016, will be ensured to offset, in the long term (twenty two years) and on monthly basis, the additional amounts paid, with the concession due fees.”

After voting, the General Assembly approves the amendment of the general framework for the debt settlement, as approved by previous General Assembly decision (01-04-2016), and the signing of sites concessions extensions of business units, which have been included in the provisions of the aforementioned decision and continue to operate in land sites of PPA SA Ship Repair Areas (Perama Ship Repair Base, Hercules Pier, Drapetsona Pier), in accordance with the above proposal of the BoD, by.....votes, i.e. by a majority of .....% of the votes represented in the General Assembly.

Shareholders representing .....votes vote against and shareholders representing .....votes abstain from the vote.

**ITEM 10: Amendment of article 9 par 1 of the company's articles of incorporation, in order to include mainland China and Hong Kong, as BoD convocation sites**

Required Quorum: 20% of the share capital	Required majority: 50% + 1 of the votes represented
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The BoD proposes the amendment of article 9 par 1 of the company's articles of incorporation, in order to include mainland China and Hong Kong, as BoD convocation sites.

The current wording is as follows:

**“Article 9**

1. Meetings of the Board of Directors shall convene within the Municipality of the registered office of the Company or alternatively within the prefecture of the Municipality of the registered office of the Athens Exchange.

The new proposed wording is as follows:

**“Article 9**

1. Meetings of the Board of Directors shall convene within the Municipality of the registered office of the Company or alternatively within the prefecture of the Municipality of the registered office of the Athens Exchange. Alternatively, meetings of the BoD may convene in Mainland China or Hong Kong.

After voting, the General Assembly approves the amendment of the article 9 par 1 of the company's articles of incorporation as above, by.....votes, i.e. by a majority of .....% of the votes represented in the General Assembly.

Shareholders representing .....votes vote against and shareholders representing .....votes abstain from the vote.