

PIRAEUS PORT AUTHORITY S.A.
DRAFT DECISIONS/ BoD PROPOSALS ON THE ITEMS OF THE AGENDA OF THE
ANNUAL GENERAL ASSEMBLY OF SHAREHOLDERS
OF 17th JULY 2020

ITEM 1st: Approval of the Financial Statements of the fiscal year 2019, 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 2/20-02-2020 resolution, the BoD submitted for approval to the General Assembly:

- the Annual Financial Statements for the fiscal year 2019,
- the Annual Report of the Board of Directors for the fiscal year 2019 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 Auditor Marinou Despina of the audit firm "PricewaterhouseCoopers SA".

The Annual Financial Statements of the Company for the fiscal year 2019, 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 2019, and are available since 21st February 2020 on the website of PPA SA 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) will be made in accordance with Articles 149 and 13 of Law 4548/2018.

The General Assembly is asked to approve the Financial Statements for the fiscal year 2019, 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 2019, the Annual Report of the Board of Directors and the Independent Auditor's Report for the fiscal year 2019 by.....votes, i.e. by a majority of% of the votes represented in the General Assembly.

Shareholders representingvotes vote against and shareholders representingvotes abstain from the vote.

ITEM 2nd: Approval of the overall management of the Company according to article 108 of Law 4548/2018, as in force, and discharge of the Statutory Auditors of the Company from any liability for compensation for the fiscal year 2019.

Required Quorum: 20% of the share capital	Required majority: 50% + 1 of the votes
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	represented
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The General Assembly is asked to approve, in accordance with article 108 of Law 4548/2018, as in force, the overall management of the Company and the discharge of the Statutory Auditors of the Company, who audited the financial statements of the fiscal year 2019 from any liability for damages in relation to their actions arising out or in the course of their duties during the fiscal year 2019.

After voting, the General Assembly approves the overall management of the Company for the fiscal year 2019 and discharges the Statutory Auditors of the Company from any liability for compensation for the fiscal year 2019, by,votes, i.e. by a majority of% of the votes represented in the General Assembly.

Shareholders representingvotes vote against and shareholders representingvotes abstain from the vote.

ITEM 3rd: Distribution of dividend of the fiscal year 2019.

Required Quorum: 20% of the share capital	Required majority: 50% + 1 of the votes represented
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By resolution number 8/20-02-2020, the BoD proposes to the General Assembly, the distribution of dividend to the Company's Shareholders amounting to € 13.47 mil, i.e. € 0.538 per share.

As ex-dividend date is proposed the Monday, 27/07/2020.

As dividend beneficiaries date (Record date) is proposed the, Tuesday 28/07/2020.

As commencement date of dividend payment is proposed the Friday, 31/07/2020.

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

After voting, the General Assembly approves the distribution of dividend of the fiscal year 2019 as above, by.....votes, i.e. by a majority of% of the votes represented in the General Assembly.

Shareholders representingvotes vote against and shareholders representingvotes abstain from the vote.

ITEM 4th: Election of Independent Auditors, for the statutory audit of the financial statements of the Company for the fiscal year 2020.

Required Quorum: 20% of the share capital	Required majority: 50% + 1 of the votes represented
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By resolution number 27/26-06-2020, the BoD, following same recommendation of the Audit Committee, proposes the re-election by the General Assembly, 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 2020.

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 2020.

Shareholders representingvotes vote against and shareholders representingvotes abstain from the vote.

ITEM 5th: a) Approval of the employment contract between the Company and the Executive Chairman of the BoD Mr. YU ZengGang, b) Approval of the remuneration and fees paid to the BoD members for the fiscal year 2019 according to article 109, paragraph 1 of Law 4548/2018, and c) pre - approval of payment of their respective remuneration and fees for the fiscal year 2020 according to article 109, paragraph 1 of Law 4548/2018.

Required Quorum: 20% of the share capital	Required majority: 50% + 1 of the votes represented
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By resolution number 25/26-06-2020, the BoD proposes to the General Assembly:

a) to approve, the employment contract, dated 22.10.2019, between the Company and the Executive Chairman of the BoD Mr. YU ZengGang.

b) to approve, in accordance with article 109, par 1 of Law 4548/2018, the respective remuneration and fees of the BoD members for the fiscal year 2019, and

c) to pre-approve, in accordance with article 109, par 1 of Law 4548/2018, the respective remuneration and fees of the BoD members for the fiscal year 2020.

After voting, the General Assembly:

a) Approves, by.....votes, i.e. by a majority of% of the votes represented in the General Assembly, the dated 22.10.2019 labor contract between the Company and the Executive Chairman of the BoD Mr. YU ZengGang, which provides:

- regular monthly gross salary of 8 thousand euros,
- payment of holiday (Christmas, Easter) and leave allowances,
- ancillary benefits (travel, mobile phone, car, food, etc.).

Shareholders representingvotes vote against and shareholders representingvotes 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 109, par 1 of Law 4548/2018:

- the remuneration and fees paid during the fiscal year 2019 to the BoD members, of total gross amount € 659,533.16 that concerns in detail: BoD members total compensation, Total salary payments (based on employment contracts between the

company and the members of the BoD Members YU ZengGang, FU Chengqiu and Liagkos Athanasios); Ancillary benefits to BoD members.

as well as

- the payment of social security charges (year 2019) corresponding to the above BoD members compensations amounted to € 75,748.75.

Shareholders representingvotes vote against and shareholders representingvotes 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 109, par 1 of Law 4548/2018:

- an annual gross compensation of € 40,000.00 for each BoD member for the fiscal year 2020, equal to the annual gross compensation of fiscal year 2019;
- payment of social security charges corresponding to BoD members compensations for the year 2020;
- Total salary remuneration (based on employment contracts between the company and the BoD members YU ZengGang, FU Chengqiu and Liagkos Athanasios);
- Ancillary benefits for BoD members at the same proportional level as 2019.

Shareholders representingvotes vote against and shareholders representingvotes abstain from the vote.

ITEM 6th: Discussion and vote on the remuneration report under article 112 of law 4548/2018 for the year 2019.

[Note to shareholders: Pursuant to paragraph 3 of article 112 of law 4548/2018, the shareholders' vote on the submitted remuneration report is advisory. The next remuneration report will explain how the outcome of the previous advisory ballot was taken into account.]

Required Quorum: 20% of the share capital	Required majority: 50% + 1 of the votes represented
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By resolution number 26/26-06-2020, the BoD submits for discussion and vote the remuneration report under article 112 of law 4548/2018 for the year 2019. The said remuneration report for the fiscal year 2019 as well as the relevant Audit Report (*that audits if and to what extent, the information mentioned by Law has been provided in the Remuneration Report*) of the audit firm "PricewaterhouseCoopers S.A." are available on the Company's website: <http://www.olp.gr/en/investor-information/company-news>.

After voting, the General Assembly:

Approves, by.....votes, i.e. by a majority of% of the votes represented in the General Assembly, in accordance with article 110, par 2 of Law 4548/2018, the Company's Remuneration Policy for the members of the BoD as proposed by the BoD:

Shareholders representingvotes vote against and shareholders representingvotes abstain from the vote.

ITEM 7th: Presentation of Company's Audit Committee Activity Report for the fiscal year 2019

The Company's Audit Committee Activity Report for the fiscal year 2019, which has been approved by the no 23/26-06-2020 Board of Directors resolution, is submitted to the General Assembly of the Shareholders.

The Audit Committee's Activity Report for the fiscal year 2019 is available on the Company's website: <http://www.olp.gr/en/investor-information/company-news>

ITEM 8th: a) Reelection of existing Audit Committee members Mr. KWONG Che Keung Gordon and Mr. Arvanitis Nikolaos; b) Election of a new member of the Audit Committee (representative of HRDH) Mr. Karamaneas Charalambis in replacement of resigned member Mr. Liagkos Athanasios and c) Appointment of the term of the Audit Committee of PPA SA

By resolution number 24/26-06-2020, the Board of Directors reports to the General Assembly of the Company, that in addition to the information it has received from the Audit Committee on its activities, taking into account the HRADF letter dated 17/06/2020, regarding the replacement of the resigned member of the BoD and the Audit Committee Mr. Liagkos Athanasios by Mr. Karamaneas Charalambis (*pursuant to article 12 of the Company's Articles of Association*) and having carried out the review of its composition and has found for each proposed for reelection member separately that it meets the requirements of Article 44 par. 1 of Law 4449/2017, as in force, while the new proposed for election member of the Audit Committee, Mr. Karamaneas Charalambis, has sufficient knowledge in the subject in which the Company operates and also meets the conditions of article 44 par. 1 of Law 4449/2017, as in force.

Following the above report, the Board of Directors suggests to the General Assembly:

- a) the retention of the three-member composition of the Audit Committee
- b) the re-election of its existing members Mr. KWONG Che Keung Gordon and Mr. Arvanitis Nikolaos;
- c) the election of Mr. Karamaneas Charalambis as a new member of the Audit Committee in replacement of the resigned member of the Audit Committee Mr. Liagkos Athanasios, in accordance with the relevant letter of the HRADF dated 17/06/2020 (*pursuant to the article 12 of the Company's Articles of Association*)
- d) the re-election of Mr. KWONG Che Keung Gordon as Chairman of the Audit Committee; and

e) the appointment of a three-year term for the Chairman and the members of the Audit Committee, which will automatically expire when they cease to be members of the Board of Directors for any reason, in which case the Company will make a legal replacement, in order to maintain each time the three-member composition of the Committee.

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

- a) the retention of the three-member composition of the Audit Committee
- b) the re-election of its existing members Mr. KWONG Che Keung Gordon and Mr. Arvanitis Nikolaos;
- c) the election of Mr. Karamaneas Charalambis as a new member of the Audit Committee in replacement of the resigned member of the Audit Committee Mr. Liagos Athanasios, in accordance with the relevant letter of the HRADF dated 17/06/2020 (*pursuant to the article 12 of the Company's Articles of Association*)
- d) the re-election of Mr. KWONG Che Keung Gordon as Chairman of the Audit Committee; and
- e) the appointment of a three-year term for the Chairman and the members of the Audit Committee, which will automatically expire when they cease to be members of the Board of Directors for any reason, in which case the Company will make a legal replacement, in order to maintain each time the three-member composition of the Committee.

Shareholders representingvotes vote against and shareholders representingvotes abstain from the vote.