



## PIRAEUS PORT



**4th of JUNE 2026**

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

In accordance with the law and the Articles of Association of the Company, and the decision of its Board of Directors on 4 June 2026, shareholders of “PIRAEUS PORT AUTHORITY SOCIETE ANONYME” are invited to participate remotely in real-time via teleconference at the Annual General Assembly, which will take place on **Tuesday, 30 June 2026, at 10:00**, in order to discuss and decide on the following items of the agenda:

1. Approval of the Financial Statements of the fiscal year 01.01.2025 – 31.12.2025, along with the Board of Director’s Annual Report and the Independent Auditors’ Report.
2. Distribution of dividend of the fiscal year 01.01.2025 – 31.12.2025.
3. Presentation and voting on the remuneration report under article 112 of law 4548/2018 for the year 01.01.2025 – 31.12.2025.
4. **a)** Approval of the remuneration and fees paid to the BoD members for the fiscal year 01.01.2025 – 31.12.2025, according to article 109, paragraph 1 of Law 4548/2018, **and b)** Approval of advance payment of remuneration and fees for the fiscal year 01.01.2026 – 31.12.2026 according to article 109, paragraph 1 of Law 4548/2018.
5. Presentation of Company’s Audit Committee Activity Report for the fiscal year 01.01.2025 – 31.12.2025, in accordance with the article 44 of L. 4449/2017, as in force.
6. Presentation of the Report of the Independent non-Executive members of the Board of Directors Activity Report, in accordance with the article 9 of L. 4706/2020, as in force.
7. Approval of the overall management of the Company according to article 108 of Law 4548/2018, as in force, and discharge, pursuant to the article 117 of L. 4548/2018, of the Statutory Auditors of the Company from any liability for compensation for the fiscal year 01.01.2025 – 31.12.2025.
8. Appointment of Auditing Firm and approval of the remuneration thereof, for the fiscal year 01.01.2026 – 31.12.2026, for **a)** the statutory audit of the financial statements and the issuance of the Annual Tax Report of PPA SA **and b)** for the assurance of the Sustainability Report.
9. Approval of the revised Suitability Policy for the Board of Directors Members.
10. Announcement of the election by the Board of Directors of new Member, in replacement of a resigned member.

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 30 June 2026, the General Assembly will convene again in a Repetitive Meeting remotely in real-time by teleconference on **Tuesday, 7 July 2026 at 10:00**.

It should be noted that, in accordance with par. 2 of article 130 of Law 4548/2018, a new invitation for the Repetitive General Assembly 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 30 June 2026 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 30 June 2026, 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 General Assembly, i.e. on 25 June 2026 (“Record Date”) are entitled to participate and vote.

The record date of 25 June 2026 is the record date for the Repetitive General Assembly on 07 July 2026 (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 30 June 2026 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 “EURONEXT SECURITIES ATHENS S.A.” (previously named “HELLENIC CENTRAL SECURITIES DEPOSITORY”) 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 “EURONEXT SECURITIES ATHENS S.A.” 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 General Assembly on 30 June 2026 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 EURONEXT ATHENS 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 “EURONEXT SECURITIES ATHENS S.A.”, 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 “EURONEXT SECURITIES ATHENS S.A.” 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 “EURONEXT SECURITIES ATHENS S.A.”, “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 Public Relations, Corporate Culture & Investor Relations Department of the Company by email at

[olpmetox@olp.gr](mailto:olpmetox@olp.gr) or by telephone at +30 210 4550276 & +30 210 4550226 (daily between 09.30 to 17.30).

Furthermore, starting with the publication of the present and until the end of the General Assembly, information and support to shareholders and their representatives, on matters related to the conduct of the General Meeting through the AXIA e-SM platform (e.g. connection, voting, etc.) 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 General Assembly 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 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 Meeting. 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 30 June 2026 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 Meeting (i.e. by 10.00 on 28 June 2026 at the latest for the initial General Meeting and the latest by 10.00 on 05 July 2026 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 30 June 2026 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 Public Relations, Corporate Culture & Investor Relations Department of the Company (10 Akti Miaouli str., 18538 Piraeus, tel. +30 210 4550276 & +30 210 4550226), 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 Public Relations, Corporate Culture & 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 4550276 & +30 210 4550226 (Public Relations, Corporate Culture & 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 15 June 2026 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 23 June 2026 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 17 June 2026 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 23 June 2026 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 24 June 2026 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 24 June 2026 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 24 June 2026 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 addition, at the request of shareholders representing one twentieth (1/20) of the paid-in share capital, the Board of Directors is obliged to announce to the General Meeting, provided it is an Annual meeting, the amounts that, over the previous two years, have been paid to each member of the Board of Directors or to Directors of the Company, as well as any benefit to these persons for whatever reason or by whatever contract of the Company with them.

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 "EURONEXT SECURITIES ATHENS S.A." 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 Meeting, 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 Public Relations, Corporate Culture & Investor Relations Department of the Company (10 Akti Miaouli str., 18538 Piraeus, tel. +30-210 4550276 & +30 210 4550226).

## **ITEM 1st: Approval of the Financial Statements of the fiscal year 01.01.2025 – 31.12.2025, along with the Board’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 2/31-03-2026 resolution, the BoD submitted for approval to the General Assembly:

- the Annual Financial Statements for the fiscal year 01.01.2025 – 31.12.2025, which include the statement of financial position as of December 31, 2025, the statements of comprehensive income, the changes in equity and cash flows for the respective year, a summary of significant accounting policies and methods and other explanatory information and have been prepared in accordance with International Financial Reporting Standards (IFRS), and which are drawn up in accordance with the stipulations of the applicable law and show a clear and transparent picture of the Company’s asset structure, financial position and fiscal year results
- the Annual Report of the Board of Directors for the fiscal year 01.01.2025 – 31.12.2025, that has been prepared in accordance with the stipulations in articles 150 -154A, 154C, of Law 4548/2018, in conjunction with paragraphs 6 to 8 of Article 4 of Law 3556/2007 and Article 2 of the Hellenic Capital Market Commission Decision 8/754/14.4.2016, as in force today, and it includes, through a balanced and comprehensive analysis, the true picture of the Company’s development and performance, its position, the description of the principal risks and uncertainties that it faces, and corresponds to the size and complexity of the Company, including the Corporate Governance Statement and the Explanatory Report of the Board of Directors, pursuant to article 4 section 7 of Law 3556/2007,
- the Sustainability Report prepared in accordance with the European Sustainability Reporting Standards (ESRS)
- the Report of Independent Auditor Maria Chatziantoniou of the audit firm “ERNST & YOUNG (HELLAS) Chartered Auditors Accountants S.A.”, (with Institute of Certified Public Accountants of Greece (SOEL)) register number 107”, besides the information specified in article 32 of Law 4449/2017, as in force today, and art. 10 of Regulation (EU) 537/2014, verifies that the content of the annual Management Report of the Board of Directors is in agreement with the Annual Financial Statements of the financial year 01/01/2025 - 31/12/2025.

The Annual Financial Statements of the Company for the fiscal year 01.01.2025 – 31.12.2025, 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 01.01.2025 – 31.12.2025, and are available since 31st March 2025 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) will be made in accordance with Articles 149 and 13 of Law 4548/2018. Additionally, the relevant Press Release, as well as the annual analyst briefing have both been posted on the Company’s website.

The General Assembly is asked to approve the Financial Statements for the fiscal year 01.01.2025 – 31.12.2025, the Annual BoD Report and the Report of the Independent Auditors.

After voting, the General Assembly approves the Annual Financial Statements for the fiscal year 01.01.2025 – 31.12.2025, the Annual Report of the Board of Directors and the Independent Auditor’s Report and the Assurance Report on Sustainability Statement for the fiscal year 01.01.2025 – 31.12.2025 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 2nd: Distribution of dividend of the fiscal year 01.01.2025 – 31.12.2025.

Required Quorum: 20% of the share capital	Required majority: 50% + 1 of the votes represented
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By resolution number 7/31-03-2026, the BoD proposes to the General Assembly, the distribution of dividend to the Company's Shareholders amounting to € 47,400,000 mil, i.e. € 1.896 per share.

As ex-dividend date is proposed the Monday, 03/08/2026.

As dividend beneficiaries date (Record date) is proposed the, Tuesday 04/08/2026.

As commencement date of dividend payment is proposed the Friday, 07/08/2026.

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

After voting, the General Assembly approves the distribution of dividend of the fiscal year 01.01.2025 – 31.12.2025, 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 3rd: Presentation and voting on the remuneration report under article 112 of law 4548/2018 for the fiscal year 01.01.2025 – 31.12.2025.

[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 27/04-06-2026, the BoD submits to the General Assembly for discussion and vote the remuneration report under article 112 of law 4548/2018 for the year 01.01.2025 – 31.12.2025. The Company's Remuneration Report, drafted by the Board of Directors and audited, as provided by Law, by the Company's Chartered Auditor who has ascertained that all information, provided for in article 112 of L. 4548/2018, as in force, reads as follows:

### Remuneration Report, for the fiscal year 01.01.2025 – 31.12.2025

#### 1. Introduction

Dear Shareholders,

We present to you the Remuneration Report of the company 'PIRAEUS PORT AUTHORITY S.A.' (hereinafter 'the Company'), which has been established in accordance with the applicable legislation and in particular the provisions of L. 4548/2018, Article 112. The Remuneration Report reflects the total remuneration of the members of the Board of Directors (hereinafter 'BoD'), explaining how the Company's Remuneration Policy has been implemented for the fiscal year 2025.

In addition, for the sake of completeness of the information, the total remuneration of the Deputy Chief Executive Officers (hereinafter 'DCEOs'), who are not members of the BoD, is presented.

The updated Remuneration Report, which applies to the remuneration of all BoD members, was approved with the Decision of the Company's General Assembly of 02.08.2023, with effect for the fiscal years 2023 - 2026. The Remuneration Policy remains available - on the Company's website:

[https://www.olp.gr/el/o-organismos/etairiki-diakivernisi/politikes/item/download/6615\\_4b18f2522f9a0bea6eb2ab4ea58c0f77](https://www.olp.gr/el/o-organismos/etairiki-diakivernisi/politikes/item/download/6615_4b18f2522f9a0bea6eb2ab4ea58c0f77).

It is noted that the Remuneration Report for the financial year 2024 was approved by the Ordinary General Meeting of Shareholders, in accordance with the provisions of article 112 of Law 4548/2018, in conjunction with the provisions of articles 109 to 111 of the same law, with a percentage of 97.9% of the validly represented and voted shares. The percentage of 2.1%, which corresponds to shareholders who either voted against or abstained from the relevant

vote, was not accompanied by the submission of any special opinion, reservation or reasoned objection, within the meaning of the above provisions.

Taking into account: (a) the advisory nature of the vote on the Remuneration Report, in accordance with article 112 par. 3 of Law 4548/2018, (b) the particularly high level of acceptance by the Shareholders, (c) the absence of specific observations or reasoned objections by the minority, as well as (d) the principles of transparency, proportionality and consistency in corporate information, as they arise from the current regulatory framework of corporate governance, the Board of Directors, exercising its discretion and fulfilling its duty of care under articles 96 and 97 of Law 4548/2018, considered that there was no reason to provide additional information nor a need to modify or update the structure, content or manner of presentation of the information to the shareholders. Shareholders.

Therefore, this Remuneration Report is prepared in continuation and in substantial agreement with the corresponding Report of the previous year, ensuring the comparability of the data provided and the consistent application of the approved remuneration policy, in accordance with articles 110 and 111 of Law 4548/2018.

## **2. Total remuneration of BoD members and Deputies Chief Executive Officers**

For the clear and understandable presentation of the total remuneration granted or paid to the members of the Board of Directors and the Deputy Managing Directors of the Company, the following Tables 1 and 2 were prepared. Table 1 shows the total remuneration per person for the financial years 2025 and 2024, in accordance with the provisions of article 112, paragraph 2(a) of Law 4548/2018, as in force. Table 2 presents comparative data for fiscal years 2021 up to and 2025, in accordance with the provisions of Article 112 paragraph 2(b) of L. 4548/2018, as applicable.

The figures presented in the tables below are gross and in Euro (€). In addition to the following, no further remuneration or compensation was granted or paid in 2025 to the BoD and DCEOs.

Table 1 - Remuneration of BoD members and DCEOs for fiscal years 2025 and 2024.

	Name, Position	Fiscal Year	1				2		3
			Fixed remuneration				Variable remuneration		Total Remuneration
			Annual Remuneration for participation in BoD meetings	Annual Remuneration for participation in BoD meetings	Benefits	Annual Remuneration from Employment Contracts	Performance within Year	Performance in next Years	
BoD Members	Lin Ji, Chairman of BoD, Executive member (Term expired: 07/11/2025)	2025	33.999,99						33.999,99
		2024	26.888,88						26.888,88
	HAN Chao, Chairman of BoD, Executive member (Term started: 07/11/2025)	2025	6.000,00		2.054,46				8.054,46
		2024							
	Su Xudong, Δ/ CEO, Executive member (Term started: 29/04/2024)	2025	40.000,00		18.953,25	329.165,81			388.119,06
		2024	26.888,88			276.072,21			302.961,09
	Yu Zeng Gang, Chairman of BoD, Executive member (Term expired: 29/04/2024)	2025	0,00			1.860,08			1.860,08
		2024	13.111,1		8.842,10	186.545,85			208.499,05
	Zhu Changyu, Vice Chairman of BoD, Non-executive member	2025	40.000,00						40.000,00
		2024	40.000,00						40.000,00
	Zhang Anming, CEO, Executive member (Term expired: 29/04/2024)	2025							
		2024	13.111,1		7.362,00	166.725,69			187.198,79
	Li Jin, CFO, Executive member	2025	40.000,00		12.428,28	271.383,73			323.812,01
		2024	40.000,00		11.970,09	183.763,37			235.733,46
Kwong Che Keung Gordon, Independent, Non-executive BoD member (Term expired: 08/07/2025)	2025	20.376,34	10.752,69					31.129,03	
	2024	40.000,00	20.000,00					60.000,00	
Zhou Zhonghui, Independent Non-executive BoD member (Term started: 08/07/2025)	2025	19.247,30	9.623,67					28.870,97	
	2024								
	2025	20.376,34	10.752,69					31.129,03	

	Nikolaos Arvanitis, Independent, Non-executive BoD	2024	40.000,00	20.000,00				60.000,00
	Lin Lan, , Independent, Non-executive BoD member (Term started: 08/07/2025)	2025	19.247,30	9.623,67				28.870,97
		2024						
	Politis Dimitris, Non-executive BoD member (Term of service: 01/01/2025 up 24/01/2025 and from 12/02/2025)	2025	33.870,97	17.903,23				51.774,20
		2024	40.000,00	20.000,00				60.000,00
	Zarakleli Adriana, Independent, Non-executive BoD member, (Term started: 08/07/2025)	2025	19.247,30	9.623,67				28.870,97
		2024						
	Ιωάννης Μώραλης, Independent, Non-executive BoD member, (Term expired: 08/07/2025)	2025	20.752,69					20.752,69
		2024	40.000,00					40.000,00
	Zhang Xueyan, Non-executive BoD member, (Term started: 08/07/2025)	2025	19.247,30					19.247,30
		2024						
	Yu Tao, Non-executive BoD member, (Term expired: 08/07/2025)	2025	20.752,69					20.752,69
		2024	40.000,00					40.000,00
	Giourelis Stefanos Non-executive BoD member, (Term started: 24/01/2025 Term expired 13/03/2025)	2025	5.483,87	2.741,94				8.225,80
2024		0						
<b>Deputy CEOs</b>	Jin Bei Yuan, DCEO	2025			16.537,03	285.266,17		301.803,20
		2024			14.538,44	214.301,67		228.840,11
	Qu Sheng Bin, DCEO	2025			17.767,15	310.025		327.792,15
		2024			17.461,47	201.602,64		219.064,11
	Chen Dong, (term started: 01/09/2025)	2025			3.862,79	87.523,97		91.386,76
		2024						
	Angelos Karakostas, DCEO	2025			2.303,18	123.312,11		125.615,29
		2024			2.151,00	98.437,43		100.588,43
	Tsonis Panagiotis, DCEO	2025			12.519,27	210.410,68		222.929,95
		2024			12.339,00	190.786,39		203.125,39

**Table 2 – Fiscal year comparison 2021 - 2025 (Art. 112 §2b L. 4548/2018) - Figures in €***(The annual remuneration differences are presented aggregated to facilitate data comparison by Shareholders)*

Fiscal Year	Total remuneration of BoD members with benefits	Total remuneration of DCEOs (non-BoD members 2021-2025) without benefits	Total remuneration of employees (excluding BoD members and DCEOs)	Average total remuneration of employees (excluding BoD members and DCEOs)	Turnover	Earnings before tax	Annual BoD members remuneration variance	Annual DCEOs (non-members 2021-2025) remuneration variance	Annual Average employees earnings variance (excluding BoD members and DCEOs)	Annual turnover variance	Annual Pre-tax profit variance
<b>2021</b>	959.277,68	233.530,19	41.968.671,77	43.177,65	154.189.971,98	49.210.993,70	178.093,13	33.644,00	879,48	21.287.748,09	12.281.323,29
<b>2022</b>	981.361,31	275.068,17	42.626.937,44	42.499,44	194.567.342,48	74.664.659,74	22.083,63	41.537,98	-678,21	40.377.370,50	25.453.666,04
<b>2023</b>	1.096.714,06	523.028,95	46.993.741,49	46.667,07	219.822.494,91	96.223.594,73	115.352,75	247.960,78	4.167,63	25.255.152,43	21.558.934,99
<b>2024</b>	1.261.281,27	705.128,13	51.217.494,94	49.481,68	230.878.454,97	112.930.710,21	164.567,21	182.099,18	2.814,61	11.055.960,06	16.707.115,48
<b>2025</b>	1.065.469,25	1.016.537,93	56.544.049,12	53.093,00	250.785.787,43	112.241.608,44	-195.248,02	311.409,80	3.611,32	19.907.332,46	-689.101,77

### **3. Compliance with Remuneration Policy**

#### **3.1 Regarding Executive BoD Members**

During the fiscal year 2025 and in compliance with the approved Company Remuneration Policy, the remuneration of the Executive BoD Members shall be analyzed as follows:

##### **3.1.1 Fixed Remuneration of Executive BoD Members**

During the fiscal year 2025, the Company held contracts of employment with the Executive Members of BoD. These contracts of employment were for an indefinite period and included a monthly salary and ancillary benefits, and applied to those requirements of the labor law relating to periods of notice, retirement and the payment of legal compensation in the event of termination of the contract. Furthermore, the above Executive BoD Members received fees for their participation in the meetings of the BoD (in proportion to the period of expiry or the beginning of their term of office within the year) which had been approved by the Decision of 08/07/2025 of Annual General Assembly (40,000.00€ annually per Member).

##### **3.1.2 Variable remuneration of Executive BoD Members**

During the fiscal year 2025, no variable remuneration was paid to any Executive Member of BoD. All the above remuneration of the Executive BoD Members shall be subject to the deductions provided for in the applicable tax and labor legislation.

#### **3.2 Regarding Non-Executive BoD members**

During the fiscal year 2025 and in compliance with the approved Company Remuneration Policy, the remuneration of the Non-Executive BoD Members shall be analyzed as follows:

##### **3.2.1 Fixed remuneration of Non-Executive BoD Members**

During the fiscal year 2025, the Non-Executive BoD members received fees for their participation in the meetings of BoD, which were approved by the Annual General Assembly Decision of 08/07/2025 (€40,000.00 annually per Member, as well as an annual gross maximum total compensation of € 20,000.00 for the independent BoD members and GROWTHFUND representative for their participation in the meetings of the BoD Committees, regardless of the total number of BoD Committees in which they participate).

##### **3.2.2 Variable remuneration of Non-Executive BoD Members**

During the fiscal year 2025 no variable remuneration was paid to any non-executive BoD member. All the above remuneration of the Non-Executive BoD members shall be subject to the deductions provided for in the applicable tax and labor legislation.

### **4. Shares and/or stock options for shares**

The Company has not granted any shares or stock options for shares to either the BoDs or the DCEOs, which would be in force for the year 2025.

**5. Use of retrievability of variable remuneration**

The Company did not make use of the possibility to recover variable remuneration during the fiscal year 2025, in accordance with the provisions of article 112, paragraph 2(f) of Law 4548/2018, as in force.

**6. Derogation from the implementation of the remuneration policy**

There were no derogations from the implementation of the Remuneration Policy during the fiscal year 2025, in accordance with the provisions of article 112 par. 2(g) of Law 4548/2018, as in force.

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 112 of Law 4548/2018, the Company's Annual (2025) Remuneration Report for the members of the BoD as proposed by the BoD:

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

**ITEM 4th: a) Approval of the remuneration and fees paid to the BoD members for the fiscal year 01.01.2025 – 31.12.2025, according to article 109, paragraph 1 of Law 4548/2018, and b) Approval of advance payment of remuneration and fees for the fiscal year 01.01.2026 – 31.12.2026 according to article 109, paragraph 4 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 26/04-06-2026, the BoD proposes to the General Assembly:

a) 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 01.01.2025 – 31.12.2025, and

b) to approve the advance payment, in accordance with article 109, par 4 of Law 4548/2018, the respective remuneration and fees of the BoD members for the fiscal year 01.01.2026 – 31.12.2026.

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 109, par 1 of Law 4548/2018:

- the remuneration and fees paid during the fiscal year 01.01.2025 – 31.12.2025 to the BoD members of total gross amount € 1,261,281.27, which is shared in detail as below:
- Total fees paid for BoD members participation in the BoD meetings of € 359,999.06;
- Total fees paid for BoD members participation in the BoD Committees meetings of € 60,000.00.

- Total payments € 813,107.12 (*detailed analysis by person is provided in the Remuneration Report - Table 1*), based on employment contracts of the Company's Executive BoD Members;

- Total Ancillary benefits (*detailed analysis by person is provided in the Remuneration Report - Table 1*) to BoD members € 28,174.19.

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

**and**

**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 advance payment of remuneration and fees of the members of the Board of Directors for the financial year 01.01.2026 - 31.12.2026, which concern in detail:

- gross annual compensation amounting to € 40,000 for each BoD member (similar level in relation to the financial year 01.01.2025 - 31.12.2025);

-- gross annual maximum total compensation of € 20,000.00 for the Independent BoD members and Growthfund representative, for their participation in the meetings of the BoD Committees, regardless of the total number of BoD Committees in which they participate.

- payment of salaries based on the employment contracts between the Company and the executive BoD members;

- total ancillary benefits of executive BoD members, of the same proportion to the financial year 01.01.2025 - 31.12.2025.

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

## **ITEM 5th: Presentation of Company's Audit Committee Activity Report for the fiscal year 01.01.2025 – 31.12.2025.**

Is presented to the Annual Ordinary General Assembly of the shareholders the Activity Report of the Company's Audit Committee for the fiscal year 2025, which has been approved by the decision of the Board of Directors No. 12/31-03-2026.

It is pointed out that this item and the above Report is not put to vote. The Audit Committee's Activity Report for the fiscal year 01.01.2025 – 31.12.2025 is presented below:

### **Activity Report of the Audit Committee on the audited year 01.01.2025 – 31.12.2025**

#### **Activity Report of the Audit Committee**

##### **Introduction**

In our capacity as Members of the Audit Committee of the Company under the name "PIRAEUS PORT AUTHORITY SOCIETE ANONYME" (hereinafter referred to as "the Company"), and in accordance:

- (a) with article 44 of Law 4449/2017, as applicable;
- (b) with the provisions of Law 4706/2020 (Articles 1-24) on corporate governance, as applicable;
- (c) to as referred in detail in reference numbers 1302/28.04.2017 and 1508/17.07.2020 Announcements of the Directorate of Listed Companies / Department of Supervision of Listed Companies of the Hellenic Capital Market Commission,
- (d) the provisions of the Company's Internal Operation Regulation
- (e) with Audit Committee Regulation, as approved by BoD decision dated 16.07.2021, and was updated (in the framework of the Internal Control System readiness assessment) by decision of the Board of Directors of 22.12.2022 and is available on the Company's website,

we state our Report below and we bring to your attention, within the responsibilities of the Audit Committee, findings regarding the objects regulated by the Law and the aforementioned announcements.

This year's report provides information on the Committees activities in 2025, as well as the main points on which its discussions and work focused. In addition to the main areas of discussion, within the scope of its responsibilities presented below, the Committee addressed important issues of the Company as these emerged from periodic updates to the Committee during the year.

The Committee believes that continuous enhancement of our internal control environment continues to be key to the Company's sustainability.

In 2026, the Committee will focus on the most important issues and potential risks within its responsibilities, while it will closely monitor the potential effects on transshipment cargo volumes in Piraeus due to the extraordinary situation in the Red Sea, which currently appears to be gradually recovering.

##### **Composition of the Committee, skills and experience**

The existing Audit Committee operates in accordance with the provisions of article 44 of Law 4449/2017. It is a Committee of the Board of Directors and is composed of three (3)

non-executive members of the Board of Directors, of which two (2) are independent under article 9 of Law 4706/2020, who were appointed by the BoD meeting that took place on 08.07.2025.

Until 07.07.2025, the Audit Committee's composition was as follows:

- Kwong Che Keung Gordon, Board of Directors independent Non-Executive Member and Chairman of the Audit Committee.
- ARVANITIS Nikolaos, Board of Directors independent Non-Executive Member and Member of the Audit Committee.
- POLITIS Dimitrios, Board of Directors Non-Executive Member and Member of the Audit Committee.

Since 08.07.2025 the Audit Committee's composition is as follows:

- **ZHOU Zhonghui**, Board of Directors independent Non-Executive Member and Chairman of the Audit Committee.
- **LIN Lan**, Board of Directors independent Non-Executive Member and Member of the Audit Committee.
- **POLITIS Dimitrios**, Board of Directors Non-Executive Member and Member of the Audit Committee.

Detailed CVs of the Audit Committee members are posted on the Company's website.

The term of office of the Audit Committee is equal to the term of office of the elected Board of Directors of the Company, whose term of office is two years, ie until 08.07.2027 and which is extended, in accordance with the provisions of article 85, par. c of Law 4548/2018 until the expiration of the deadline, within which the next Ordinary General Assembly must be convened in 2027 and until the relevant decision is taken.

The members of the Audit Committee, all non-executive members, did not hold positions incompatible with their status during 2025. Their objectivity and independence were ensured, in the absence of any transaction with the Company which could affect them.

The members of the Committee have competencies related to the sectors in which the Company operates, as they have as a whole sufficient knowledge in the field of industrial products and services, in auditing or accounting and experience in the areas of Corporate Governance and Internal Control Systems.

### **Evaluation of the Audit Committee**

The Chairman of the Committee ensures the organization of the evaluation of the work of the Committee on an annual basis. In the above context, it was carried out both a self-evaluation process of the Audit Committee and an evaluation process by an external consultant based on the provisions of the Corporate Governance Code (article 3.3.14), of the Law 4706/2020 and the Circular 60 of the Capital Market Committee.

The above process was carried out using evaluation tools provided by the external advisor (filling out an electronic questionnaire, etc.) and through personal interviews, which referred to the collective ability of the Audit Committee as a body, as well as to the individual abilities of its members.

The conclusion of the above evaluation of the external consultant stated, among other things, that the Audit Committee is functioning effectively contributing significantly to the overall governance and decision-making processes of the Board.

The above result is a confirmation of both the proper functioning of the Audit Committee and its compliance with the current legislative and regulatory framework.

### **Purpose - Responsibilities**

The main objective of the Audit Committee is to provide support to the Board of Directors of the Company in the context of issues falling within its responsibilities, in accordance with the applicable legal and regulatory framework and its Operational Regulation.

The members of the Committee as a whole have proven sufficient knowledge in the field in which the Company operates, while the Chairman of the Committee has proven sufficient knowledge in issues of accounting and auditing.

The main responsibilities of the Audit Committee are the following:

- Monitoring the financial reporting process.
- Monitoring the effective operation of the Internal Control System and the Risk Management System.
- Monitoring of proper functioning of the Company's Internal Audit Department.
- Monitoring of the statutory audit of Financial Statements.
- Supervision of the official announcements concerning the Company's financial issues.
- Review and monitor issues related to the existence and maintenance of objectivity and independence of the External Auditor or audit firm, particularly regarding the provision from them to the Company and other non-audit services.
- Review the Financial Statements prior to approval by the Board of Directors.
- The Company's compliance with legal and regulatory framework of operation. The responsibilities and the way of operation of the Audit Committee are described in the Operational Regulation of the Committee, which has been approved by the Board of Directors.

During 2025, the Audit Committee met in total fourteen (14) times (including cases of decisions issuing through circulation of minutes), with the participation of each member in the meetings of the Audit Committee amounted to 100%.

In order to ensure the Company's independence, the meetings took place without the presence of other top management executives, except in cases where their presence was deemed necessary (such as the cases of discussion of the review of the interim and annual Financial Reports). All Committee members participated in all the meetings and all Committee decisions were taken unanimously.

The main issues handled by the Audit Committee in 2025 were the following:

- Monitoring and evaluation in collaboration with the competent bodies of the Management and the External Auditor of the Company the process of preparation of the semi-annual and annual Financial Statements, prepared in accordance with the International Financial

Reporting Standards, and confirmation of their accuracy completeness and consistency, according to the information provided to its members.

- Discussion with the External Auditor and receiving information about their cooperation with the Management in issues of financial control.
- Discussion and provision of its agreement to all official announcements concerning the Company's financial issues.
- Evaluation of the results of the audits carried out by the Internal Audit Department.

Approval of the annual internal audit program for the current year.

- Monitoring the effective operation of the internal control and risk management system, in accordance with international standards and the applicable legal and regulatory framework.

- Provision of its consent to the proposal of the Board of Directors to the Ordinary General Assembly of Shareholders for the appointment of the auditing company “ERNST & YOUNG (HELLAS) Chartered Auditors Accountants S.A.”, (with Institute of Certified Public Accountants of Greece (SOEL)) register number 107”, for the mandatory audit of the Company for the year 2025.

- Evaluation and confirmation the objectivity and independence of the cooperating External Auditor, receiving a relevant letter.

- Assessing the nature and cost of the non-audit services provided by the auditing firm “ERNST & YOUNG (HELLAS) Chartered Auditors Accountants S.A.” regarding the regular audit of the fiscal year 2025, in accordance with the provisions of Law 4449/2018 and Regulation 537/2014 of the EU.

- Awarding of services for conducting the Control System evaluation process of PPA S.A.
- Awarding of services for conducting the Periodic Evaluation Policy of the Corporate Governance System of PPA S.A.
- Internal Control System evaluation process
- Awarding of external assurance services provision for the information included in the PPA SA Corporate Sustainability Report in accordance with European Directive 2022/2464 for the year ended Dec. 31, 2025.
- Approval of Risk Management Unit Operational Regulation of.
- Approval of Risk Management Unit Policy, Methodology & Procedures.
- Monitoring of Regulatory Compliance Unit action plan implementation for 2025 and approval of 2026 respective annual Action Plan.

In the context of non-audit services, whose provision by the Statutory Auditor is not prohibited by law, the Committee applied judgement on and assessed the following:

- i. threats to independence and objectivity resulting from the provision of such services and any safeguards in place to eliminate or reduce these threats to a level where they would not compromise the auditors' independence and objectivity,
- ii. the nature of the non-audit services,
- iii. whether the skills and experience of the audit firm make it the most suitable supplier of the non-audit services,
- iv. the fees incurred, or to be incurred, for non-audit services both for individual services and in aggregate, relative to the audit fee, including special terms and conditions (for example contingent fee arrangements), and

v. the criteria which govern the compensation of the individuals performing the audit. During 2025, the Committee examined the non-audit services that were proposed to be performed by the external auditor for the Company, which concerned pre-agreed procedures, and after evaluating the nature of proposed services and receiving relevant clarifications, declarations and assurance from the external auditor, considered that they did not pose a threat to the external auditor's independence in accordance with the provisions of article 44 of Law 4449/2017 and article 5 of Regulation (EU) 537/2014.

- Information towards the Board of Directors of the Company about the issues within its competence.

In carrying out its work in general, the Audit Committee had full access to all the information necessary for the effective performance of its duties. The discussions and the decisions of the Audit Committee are recorded in minutes signed by the members.

#### **A. Audit Committee Performance in relation to:**

##### ***Mandatory External Audit (article 44, par. 3, case a of the Law).***

Particularly:

a) Regarding the performance of the statutory audit (external audit) of the Company financial statements, were not found significant deviations in the recognition, valuation and classification of assets and liabilities and we consider that the Management's assumptions and estimates are reasonable. We have found that the relevant disclosures in the notes to the financial statements are adequate.

b) During the mandatory inspection, were performed the following procedures:

1. Control of the process of registration and accounting of expenses, fixed assets, sales and other accounting subjects.
2. Control of the tax issues.
3. Control of the processes and procedures of Financial Management Department.
4. Review of Internal Audit Department Report.
5. Review of External Auditor Report.
6. Evaluating risks of pending litigation

In the exercise of our responsibilities, were not identified any material weaknesses which may have an impact on the truth and fairness of the financial information presented to shareholders.

It is noted that the Audit Committee always takes into account the content of any additional reports submitted to it by the External Auditor hired by the Company, which contains the results of the statutory audit performed and meets at least the specific requirements in accordance with Article 11 of Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014.

In particular, based on the Supplementary Report delivered to the Audit Committee, there is no material change, compared to the previous year, in the accounting principles and assumptions. Furthermore, no material errors were found which should have been corrected by the Company's Management.

c) Within the framework of its responsibilities, was informed about the procedure and the schedule of preparation of the financial information by the management of the Company, as well as was informed by the External Auditor on the statutory audit program for the year 2025 before its implementation. Was evaluated and made sure that this program covered the most important areas of control, considering the key areas of business and financial risk of the Company. We also held meetings with the Company's management / responsible executives and the External Auditor, during the preparation of the financial

statements, during the planning stage of the audit, its execution and during the stage of preparation of the audit reports, respectively.

d) It was taken into account and examined the most important issues and risks that may have an impact on the Company's financial statements, as well as the significant judgments and estimates of management during their preparation. Specifically, were examined and evaluated in detail the following issues with reference to specific actions on these issues:

(d1) Regarding the important judgments, assumptions and estimates in the preparation of the financial statements, were found that they are reasonable.

(d2) Regarding the disclosures for the above issues required by IAS / IFRS, were found that the disclosures included in the financial statements were sufficient.

(d3) Regarding the transactions with related parties, was not found any significant unusual transactions.

e) Finally, there was timely and substantial communication with the External Auditor of the preparation of the audit report and its supplementary report to the Audit Committee.

e) Were reviewed the financial reports before their approval by the Company's Board of Directors and considered that were complete and consistent in relation to the information that was brought to attention of Audit Committee, as well as to the accounting principles applied by the Company.

Based on the aforementioned, it was found that the Company's financial statements are in accordance with the mandatory by law content and preparation framework and the Committee assessed that the annual financial report, together with the financial statements and the Company's management report, depict in a true, correct, balanced and comprehensible manner the evolution, performance and position of the Company and provide the required information to the shareholders.

#### ***Financial information process (article 44, par. 3, per. B' of the Law).***

In relation to the process of preparing the financial information, the Audit Committee monitored, examined and evaluated:

(1) the mechanisms and systems of flow and dissemination of financial information produced by the involved organizational units of the Company and

(2) other disclosed information in any way (e.g. stock market announcements, press releases) in relation to financial information.

In the exercise of our responsibilities, we did not find any material weaknesses in the process of compiling the financial information.

In particular, the Audit Committee held meetings to receive briefings on the financial information process on the financial statements and was informed by the Chief Financial Officer on the Company's financial statements, which were drafted in accordance with IFRS. Audit Committee was also informed about the accounting principles followed by the Company for the preparation of the said financial statements, which did not differ from those adopted by the Company in the previous fiscal year, apart from the immaterial changes reflected in the financial statements, and for the main issues that occupied the Department of Financial Management during the preparation of these financial statements.

During the exercise of our responsibilities, we did not find any significant weaknesses in the process of preparing the financial information.

#### **Financial Results for the first half of 2025**

The Audit Committee was informed by the Financial Management Department of the financial results of the 1st semester of 2024 and no gaps or discrepancies were found in the assurances provided for the correctness and accuracy of the information. The

Committee prepared a relevant report on the overview of the company's six-monthly individual and consolidated financial statements to the Board of Directors.

#### Financial Results of the 1st and 3rd quarter of 2025

The Audit Committee was informed by the Financial Management Department about the financial results of the 1st and 3rd quarter of 2025 and brought to its attention a draft of the relevant announcement to the investing public. The Committee, after receiving assurances about the correctness and accuracy of the information to be made public, expressed its satisfaction with the Company's progress.

#### **Procedures of internal control and risk management systems and the internal control unit (article 44, par. 3, point B' of the Law).**

Particularly, In connection with the monitoring, examination and evaluation of the adequacy and effectiveness of all the policies, procedures and safety controls of the Company regarding the internal control system, the corporate governance system and the assessment and management of risks, in relation to the financial information, the Audit Committee proceeded to actions below:

1. The assignment of services for the "Assessment of adequacy and effectiveness of Internal Control System Evaluation" by an external auditing company (KPMG Certified Auditors S.A.) in accordance with the provisions of Law 4706/2020, the Decisions of the Capital Market Commission and any other relevant legislation on Corporate Governance, for the period 01.01.2023 – 31.12.2025.
2. The assignment of services for the "Assessment of adequacy and effectiveness of Corporate Governance System Evaluation" by Regulatory Compliance Unit in accordance with the provisions of Law 4706/2020, the Decisions of the Capital Market Commission and any other relevant legislation on Corporate Governance, for the period 01.01.2025 – 31.12.2025.
3. After reviewing the approval of the following items related to the Risk Management function:
  - Risk Management Report
  - Risk Appetite Statement
4. Evaluation of the functioning of the Internal Audit Department according to the professional standards as well as the current legal and regulatory framework and evaluation of the work it performs, its adequacy and effectiveness, without however affecting its independence.
5. Overview of the disclosed information regarding the internal audit and the main risks and uncertainties of the Company in relation to the financial information.
6. Evaluation of the organizational structure of the Internal Audit Department and the Regulatory Compliance and Risk Management Functions and any staffing weaknesses of the above units, i.e. if they have the necessary means, if they are insufficiently staffed with potential with insufficient knowledge, experience and training.
7. Assessing the existence or non-existence of restrictions on the work of the Internal Audit Department and the functions of Regulatory Compliance and Risk Management as well as their independence that they must have, in order to perform their work unobstructed.
8. Evaluation of the annual audit program of the Internal Audit Department before its implementation, taking into account the main areas of business financial risk as well as the results of previous audits.
9. Considering that the annual audit program, in conjunction with any corresponding medium-term programs, covers the most important areas of control and financial information systems.

10. Organizing regular meetings with the head of the Internal Audit Department, as well as with the Managers of Regulatory Compliance and Risk Management functions on matters within their competence and gaining knowledge of their work and their regular and ad-hoc reports.

11. Monitoring the effectiveness of internal control systems through the work of the internal control unit and the work of the External Auditors.

12. Overview of the management of the main risks and uncertainties of the Company and their periodic review, evaluating the methods used by the Company to identify and monitor the risks, the treatment of the main ones through the internal audit work of the Internal Audit Department as well as their disclosure in the published financial information in a proper manner.

The Audit Committee was informed and has evaluated the reports of the audit program for the year 2025 and evaluated and approved the audit program of the year 2026 (before its submission for discussion to the Company's BoD) having thoroughly considered the proposed areas for scrutiny, in line with the Internal Audit Department proposals, and judging that the control environment in relation to risk assessment is adequately reflected, in line with the risk-based approach followed by the regulatory framework and International Standards on Internal Auditing.

The Audit Committee, was informed of the following main risks for the year 2025:

- Risk of loss of assets.
- Property insurance.
- Third Party Liability and Employer's Liability.
- Maximum Probable Loss (MPL) analysis.
- Business Risks Associated with the Company's business activities.
- Fair Value.
- Credit Risk.
- Foreign Exchange Risk.
- Interest rate risk.
- Liquidity risk.
- Commercial - Operation Risk, associated with:

Wider Economic Environment.

Economic instability.

Energy policy.

Non-expanded clientele (Container terminal).

Geopolitical conditions.

- Legal risk, related to:

Pending legal claims against third parties.

Legal claims of third parties.

In the exercise of our responsibilities on the above-mentioned issues, we have not identified any material weaknesses that may have an impact on the truth and fairness of the financial information presented to shareholders.

The Audit Committee continuously kept the Board of Directors of the Company informed about its activities.

### ***B Sustainable development policy followed by the Company***

In accordance with the provisions of article 44 par. 1 of Law 4449/2017, as replaced by the provisions of article 74 par. 4 case 9 of L.4706/2020, the Audit Committee is obliged to include in the annual report of the proceedings to the ordinary General Assembly also a description of the sustainable development policy followed by the Company.

The Company's long-term commitment to Sustainable Development has already led to its participation in the ATHEX ESG Index of the Athens Stock Exchange, while it takes into

consideration both the new legislation on Corporate Governance and the principles of the EU Taxonomy.

The Company, the Sustainable Development seeks, over time, to create value for its stakeholders, i.e. shareholders, customers, employees and society in general.

To achieve this goal, the Company places particular emphasis on, among others, the training and development of its personnel, health and safety at work, as well as respect for the environment, following the principles of sustainable development.

Responsible operation is a continuous commitment to action of substance, in order to generate value for all stakeholders that meet the modern needs of society and contribute in general to its prosperity. The Company has a specific strategy, which focuses on the important issues related to its activity and seeks its continuous responsible development, focusing on the critical pillars of business responsibility: Economy, Society, Environment. Sustainable development is an integral part of the Company's business practice model and culture. In the context of the implementation of Sustainable Development, the Company develops activities, among others, in the following areas:

The policy, the results of the Company's performance in the issues of Sustainable Development, as well as the implementation of the programs and the achievement of the objectives, are published on an annual basis, in order to fully and comprehensively inform under a general framework of transparency.

The Company supports the United Nations 2030 Agenda, as set out in the 17 Sustainable Development Goals, with a view to actively contributing to their achievement by promoting the prosperity and security of the people; environmental protection and the fight against poverty.

The Company's priority is the fulfillment of the objectives that are directly related to the activities and challenges of the sector in which it operates, as well as to the essential issues arising from the Corporate Responsibility and Sustainable Development Report, which details the connection of the programs and of the Company's actions.

The Company recognizes that international ESG indicators are a strategic tool to support investors in identifying risks and opportunities linked to the sustainability of their investment portfolio. Subsequently, simultaneously responding to the challenges of the new environment, it builds a sustainable development strategy aiming at minimizing the negative impact that its activities may have.

### **Environmental responsibility**

The Company recognizes its leading position in the Mediterranean region and in the wider maritime sector and acts to prevent and mitigate its environmental impacts, in accordance with European, national and international environmental laws and regulations. Its goal is to achieve balanced economic growth combined with environmental responsibility.

The Company implements a certified Integrated Quality, Environmental, Energy and Emissions Management System that is aligned with the requirements of the ISO 9001:2015, ISO 14001:2015, ISO 50001:2018 and ISO 14064-1:2018 standards and which is adopted in all activities of PPA S.A. Through this system, the Company's commitments are demonstrated and goals are set related to excellent quality, minimizing the environmental footprint, energy saving and emission reduction, sustainable procurement, as well as responsibility throughout the value chain.

At the same time, the Company is committed to the principles of the ESPO Green Guide and sets goals and objectives to improve its environmental performance.

In addition, it maintains long-term cooperation with institutes and universities in the development and implementation of environmental quality monitoring programs (Air quality, Noise nuisance, Marine water and sediment quality) and in the preparation of a specific study on "Vulnerability and adaptation to climate change" covering sectors such as port projects, infrastructure and activities.

### **Social Responsibility**

Social responsibility is a key issue for the wider shipping industry, and for this reason the Company emphasizes and is committed to maintaining the highest standards of integrity and ethical behavior in all its business transactions.

The Company invests in its employees and is committed to creating an evolving, dynamic, cohesive and diverse work environment that supports their professional development, and promotes a balance between professional and personal life, prioritizing their health and well-being. With a view to promoting equality, the Company recognizes the particularities of each person and consistently seeks to support people with different backgrounds, regardless of gender, age, nationality, disability or any other personal characteristic. Consequently, the Company does not tolerate any form of discrimination in the workplace and the determining factors for the development of its people are based on performance, efficiency, skills and qualifications. In support of international labor standards, the Company complies with the conventions of the International Labor Organization (ILO), including those on working conditions, freedom of association and occupational health and safety.

The Company invests in the upskilling and retraining of its employees, enhancing talent development and their responsiveness to customer needs, while supporting the communities in which it operates with the aim of their economic development and well-being.

The Company promotes the protection of human rights and well-being in the context of its business activities, as well as those of the supply chain, in accordance with its human rights policy and Code of Conduct.

### **Corporate Governance**

Transparency and accountability remain at the heart of the Company's governance, both internally and across its value chain.

The Company remains committed to effective corporate governance, which demonstrates a strong and ongoing commitment to serving the interests of shareholders. The Company encourages its people to practice and promote responsible business conduct throughout the value chain, in all directions, by defining the rights and responsibilities and the power of corporate bodies, ensuring a clear picture of the existing dynamics.

The Company remains committed to zero tolerance for behaviors and practices that may promote corruption or unethical competition. To this end, a series of policies have been established that serve as guidelines on how to avoid, prevent, mitigate and address corruption, and in particular the Code of Conduct (COD), the Anti-Corruption and Bribery Code and the Internal Operating Regulations. The Company promotes the interests of suppliers, as the management of relationships with suppliers and contractors is largely determined in both the Company's Code of Conduct and the Contracts and Sub-Concessions Regulation.

The strategy, programs, results and related commitments are analyzed in the annual Corporate Responsibility and Sustainable Development Report, which is based on the Global Reporting Initiative (GRI) guidelines and more specifically the Standards (In Accordance - Core), which are the most internationally recognized and demanding guidelines of their kind, and is available in the Company's website.

AUDIT COMMITTEE MEMBERS.

## **ITEM 6th: Presentation of the Report of the Independent Non-Executive members of the Board of Directors to the Annual Ordinary General Assembly of Shareholders, as per article 9, par. 5 of Law 4706/2020.**

Is presented to the Annual Ordinary General Assembly of the shareholders the Report of the Independent Non-Executive members of the Board of Directors to the Annual Ordinary General Assembly of Shareholders, as per article 9, par. 5 of Law 4706/2020, which has been approved by the decision of the Board of Directors No. 28/04-06-2026.

It is pointed out that this item and the above Report is not put to vote.

### **Report of the Independent Non-Executive members of the Board of Directors to the Annual Ordinary General Assembly of Shareholders, as per article 9, par. 5 of Law 4706/2020**

This report is submitted jointly by the independent non-executive members of the Board of Directors (hereinafter the "BoD") of the Société Anonyme under the name "PIRAEUS PORT AUTHORITY S.A." (hereinafter the "Company"), in compliance with the provision of article 9 par. 5 of Law 4706/2020 and the relevant guidelines of the Hellenic Capital Market Commission, and is addressed to the Ordinary General Assembly of the shareholders of the Company of July 2025, among others, to inform the shareholders about the responsibilities and role of independent non-executive members of the BoD of the Company during the year 2024 and until the date hereof.

At the time of drafting this Report, the PPA SA BoD consists of nine (9) members, out of which two (2) are executive and seven (7) non-executive, out of which three (3) independent non-executive members in accordance with the provisions of article 5 par. 2 of Law 4706/2020, who were elected pursuant to the decision of the Ordinary General Assembly of the Company's shareholders of 08.07.2025 with a two years term of office.

The election of the current BoD became effective after the following considerations:

(a) The composition of the BoD fully complies with the requirements of Law 4706/2020 as far as the number of independent non-executive members is concerned.

(b) The members of the BoD meet the suitability criteria outlined in the approved Suitability Policy of the BoD and there is sufficient representation by gender based on the provisions of Law 5178/2025 (relevant Special Annual Report submitted in Sept. 2025) and

(c) There are no obstacles or conflicts on any member of the BoD in relation to the provisions of Law 4706/2020, the applicable Corporate Governance Code and the Company's Regulation and each of the independent non-executive member meets the independence requirements of article 9 Law 4706/2020

The synthesis of the Company's BoD completely covers the appropriate exercise of its responsibilities, reflects the size and activity of the Company and its characteristic feature is diversity of knowledge, skills and experience that can contribute to the achievement of business objectives.

In the context of the obligations set out in Article 7 of Law 4706/2020 for the independent non-executive members, the latter

(a) monitor and examine the Company's strategy and its implementation, as well as the achievement of its objectives;

f) ensure effective oversight of the executive members, including the monitoring and control of their performance; and

g) consider and express views on proposals submitted by the executive members, on the basis of existing information.

Based on the above, and recognizing that good Corporate Governance plays a key role in the successful implementation of the strategy of each large and listed Company, in strengthening its competitiveness and growth prospects, as well as in creating long-term value to all stakeholders and shareholders, the independent non-executive members, based on their experience to date and in accordance with the requirements set by the applicable institutional framework as above, as well as the Company's Rules of Operation, unanimously concluded that:

The Company in the year 2025, led by the BoD, complies and implements the corporate governance practices of the Hellenic Corporate Governance Code of the HCGC of June 2021 with the deviations, if any, reflected in the Corporate Governance Statement, as well as applies the policies and regulations contained in the Company's Rules of Operation.

In addition, it was found that the Company continuously monitors developments in the legislative and regulatory framework and informs the BoD and its Committees.

The executive members dedicate sufficient time so as to successfully fulfil their tasks. Their participation in the sessions of the BoD is always active whilst their knowledge, experience and expertise play an instrumental role on meeting the Company's objectives. To fulfill its responsibilities, the BoD assisted by the Audit Committee and the Remuneration Committee and the Nomination Committee, which consist of a majority of independent members. Also, in 2025, the Strategy Committee was established, which is staffed by members of the Board of Directors and Senior Management (Deputy CEO level).

**Particularly:**

On 08.07.2025, with General Assembly decision and pursuant to the provisions of article 44 of Law 4449/2017 as amended by Law 4706/2020 and currently in force, decided the type, the composition and the term of office of the Audit Committee as an independent Committee of the BoD, consisting of three (3) non-executive, on their majority independent, BoD members.

The three-member Audit Committee functions as an independent and objective body which has as main purpose to support the BoD in its duties to ensure the adequate and efficient operation of the Company's Internal Control System, i.e. all internal control mechanisms and procedures (especially in terms of financial reporting, risk management, internal audit, compliance and the monitoring of the statutory audit), which covers on a continuous basis the activities of the Company and contributes to its safe and efficient operation.

During 2025, the Audit Committee met in total fourteen (14) times and the main issues examined by the Committee were the following:

- Monitoring and evaluating the preparation process of Interim and Annual Financial Statements and confirming their correctness and completeness.
- Evaluation and approval of the internal audit plan and monitoring of the results of the audits carried out.
- Evaluation and approval of the action plan of the Regulatory Compliance Unit.
- Evaluation and approval of the Annual Risk Management Report as well as the Risk Appetite Statement.
- Monitoring the effective operation of the Internal Control System and Corporate Governance System.
- Providing an opinion to BoD proposal and Ordinary General Assembly for the appointment of an Audit Company as well as evaluating and confirming the objectivity and independence of the External Certified Auditor.

The current composition of the Audit Committee and its Operation Regulation are uploaded on the Company's website (<http://www.olp.gr>).

The three-member Remuneration Committee of BoD consisting of three (3) non-executive, on their majority independent, BoD members and its main purpose is to provide support and assistance to the BoD in its duties regarding the remuneration of the BoD and the executives of the Company drawing up procedures and monitoring of the Remuneration Policy and the Remuneration Report of Articles 110-113 of Law 4548/2018 and is generally responsible for proposing, making decisions and expressing an opinion on any matter falling under Articles 109-114 of Law 4548/2018, either voluntarily or at the request of the BoD or the General Assembly.

During 2025, the Remuneration Committee met ten (10) times and the main issues examined by the Committee were the following:

- The review and subsequent submission of a proposal to the Company's Board of Directors for the Remuneration Report of the members of the Board of Directors for the fiscal year 2025.
- The submission of a proposal to the Company's Board of Directors for the determination of gross annual compensation for each member of the Board of Directors for the fiscal year 2026.
- The submission of a proposal to the Board of Directors of PPA SA for the granting of an extraordinary voluntary benefit for an executive of the Company's Senior Management.
- The submission of a proposal to the Company's Board of Directors regarding the remuneration of persons falling within the scope of the remuneration policy.
- Provision of opinion on the "Program for granting incentives for voluntary retirement/retirement to Company's personnel".

The current composition of the Remuneration Committee and its Operation Regulation are uploaded on the Company's website (<http://www.olp.gr>).

The three-member Nomination Committee of BoD consisting of three (3) non-executive, on their majority independent, BoD members and its main purpose is to provide support and assistance to the BoD for achieving the following main objectives:

➤ Ensuring that the composition, structure and operation of the BoD meet relevant legal, regulatory and supervisory requirements.

➤ Ensuring that there is an effective and transparent procedure for the nomination of BoD candidates and an appropriate mix of knowledge, skills and experience on it.

During 2025, the Nomination Committee met six (6) times and the main issues examined by the Committee were the following:

- Maintaining the collective suitability and diversity of the Board, in such a way that the composition of the Company's BoD fully covers the appropriate and appropriate exercise of its responsibilities and reflects the size and activity of the Company.
- The recommendation for the election of new Company's BoD, due to the expiration of the previous term of office.
- The organization of a training seminar on issues related to ESG issues by the Board of Directors.

The current composition of the Nomination Committee and its Operation Regulation are uploaded on the Company's website (<http://www.olp.gr>).

The seven-member Strategy Committee is composed in its majority of members of the Board of Directors (executive and non-executive) while a member of the Senior Management (at the level of Deputy CEO) also participates in it, with the purpose, among others, of evaluating and expressing an advisory opinion on:

- the Company's main long-term strategic objectives and its medium-term strategy,
- international Sustainable Development trends, as well as best practices that may have a significant impact on the Company's business activities and performance,
- the strategy regarding new technologies, innovation and the Company's transformation.

In order to fulfill its purpose, the Strategy Committee: undertakes the following duties and responsibilities:

- submits a proposal to the Board of Directors for the approval of the business plan, which it reviews,
- proposes to the Board of Directors for approval the Company's Annual Budget,
- submits proposals in the context of strategic and corporate transformations,
- reviews and, where necessary, submits proposals to the Board of Directors regarding general issues of strategic importance

During 2025, the Strategy Committee met once (1) with the main topic being the approval of the Company's Strategic Business Plan.

The current composition of the Strategy Committee and its Rules of Procedure are posted on the Company's website (<http://www.olp.gr>).

The implementation of the Company's business strategy with the effective use of available resources, the supervision of main points of the amendment of the dated 24-06-2016 Concession Agreement between PPA SA and the Hellenic Republic, the assurance of the completeness and reliability of the data and information used for the preparation of reliable financial statements as well as the non-financial statement, the monitoring of the Internal Control System and Corporate Governance, the identification and management of

essential risks related to the business activity and the operation of the Company as well as the Company's compliance procedures were priorities for the BoD.

Among others, the BoD focused on the adoption of best practices, in order to achieve alignment with the provisions of articles 1-24 of Law 4706/2020 on Corporate Governance as well as of the Hellenic Corporate Governance Code.

In the field of BoD members training and in line with the Hellenic Corporate Governance Code provisions all BoD members attended a training seminar on the field of "ESG" with the title "Key ESG concepts for board members and senior executives", conducted by the Hellenic Corporate Governance Council.

In addition, the BoD approved the establishment of an annual agenda of issues, so that the BoD better fulfills its obligations in relation to the provisions of article 7 of Law 4706/2020. The goal is for the BoD to always operate effectively, with objectivity and adequate information, in order to develop and sustain the Company in the long run and to serve the interests of all key stakeholders.

The BoD meets regularly and extraordinarily, depending on the importance of the issues and the need for decision making. In the meetings of the BoD the independent non-executive members showed independence of will, expressing their views and promoting constructive dialogue, being always guided by sense of duty and a high degree of professional ethics and behavior. The meetings are attended by the independent members of the BoD, without so far there being a case in which it was not possible to take a decision by the Board due to disagreement or lack of quorum.

Furthermore, the items on the agenda which are submitted to this Ordinary General Meeting of Shareholders have been unanimously approved by all members of the BoD, including independent non-executive members.

The presence of independent non-executive members on the Company's BoD ensures, in principle, the implementation of good corporate governance practices and provides effective oversight of management decisions, thus ensuring that the interests of all internal and external stakeholders are duly taken into account in discussions and the decision-making of the BoD.

Through their participation in the BoD and its Committees (which consist by a majority of independent non-executive members of the BoD), the independent non-executive BoD members exercise effective oversight over the executive members of the BoD, always act with an independent expression of opinion and a high sense of duty, promoting transparency and due diligence, having sufficient time and commitment to carry out their duties effectively, always acting in the interest of all stakeholders.

It also noted that the independent non-executive BoD members have been ensured the possibility of uninterrupted communication with Company's executives and regular information from Company's departments Heads.

The independent non-executive members also expressed during their discussion that the executive members of the BoD are distinguished for their integrity, objectivity and professionalism and cooperate harmoniously, both with each other at the administrative level and with the non-executive members of the BoD. They have in-depth knowledge and experience on the operations and activities of the Company. In general, the actions of the

executive members are in accordance with what is provided in the Rules of Operation of the Company.

The BoD completed for fourth consecutive year, in March 2026, with the KPMG Single Member Société Anonyme contribution, the process of the evaluation for the period 1/1/2025 – 31/12/2025 of the effectiveness of the BoD as well as its Committees (at a collective and individual level), in accordance with the Regulation of the BoD, as well as special practices 3.3.3 - 3.3.5 of the Greek Corporate Governance Code.

The evaluation, concerned the collective abilities of the BoD as a body, its committees and the individual abilities of its members and its results were discussed at the 31.03.2026 meeting of the BoD. The conclusion of the above evaluation states, among other things, the following:

*“Based on the Evaluation of the Board of Directors as a Body and its Committees, as of 17<sup>th</sup> of March 2026:*

- No significant weaknesses have been identified in the performance of the Board, its Committees or individual members. Furthermore, no immediate corrective actions are required under the applicable legislative and regulatory framework.*
- The performance of the Board remains stable, operating effectively, while at the same time cultivating an environment that encourages open and constructive discussions, where all Board Members feel confident that they can express their views.*
- The Board Committees (Audit Committee, Nomination Committee, Remuneration Committee) operate effectively, each contributing significantly to the overall governance and decision-making processes of the Board, with the Nomination Committee demonstrating a strong contribution to the Board’s operations.*
- Regarding the individual assessment of each Board member, all Board members perform their duties effectively and demonstrate commitment to their role.*
- The Board of Directors has taken proactive steps to develop a long-term strategic plan, enhancing alignment with the Company's broader business objectives.*

The above result is a confirmation of both the proper functioning of the BoD and its compliance with the current regulatory framework.

Furthermore, the Company, following a decision of the BoD, assigned to KPMG Certified Auditors S.A. the assessment of the adequacy and effectiveness of the ICS of the Company, with reference date of 31 December 2025. In accordance with the provisions of section j of par. 3 and par. 4 of article 14 of L. 4706/2020 and decision 1/891/30.09.2020 of the Capital Market Commission’s BoD as applicable and the Letter of the Capital Market Commission with protocol number 434/24.02.2025, the Company submitted ICS evaluation by 31.03.2026, with a reference period of 01.01.2023 - 31.12.2025).

Based on the work carried out by the evaluator and the evidence obtained regarding the assessment of the adequacy and effectiveness of the Company’s ICS, is reported that nothing was identified that could be considered as a material weakness of ICS according to the Regulatory Framework.

This result for the period 01-01-2023 until 31-12-2025 is one more confirmation that the Company is constantly vigilant in order to ensure, through continuous review and taking

corrective actions, its compliance with the applicable legislative and regulatory framework governing the ICS with the aim of its lawful and orderly operation.

Also, the Company, taking into account the provisions of par. 1 article 4 and article 13 of L. 4706/2020, and Capital Market Commission's Board of Directors decision 1/891/30.09.2020 as applicable as well as Notification Letter 604/05.03.2024 addressed to all listed companies launched the process of evaluating the Corporate Governance System (CGS) for the period 17.07.2021 – 31.12.2024. In particular: The Company, by decisions of its Audit Committee and Board of Directors, internally assigned to Regulatory Compliance Unit, the assessment of the adequacy and effectiveness of the Corporate Governance System (CGS), with reference date of 31 December 2025.

Based on the carried out assessment of the following three (3) of the four (4) pillars of the Corporate Governance System, as referred to in par. 1 of article 13 of Law 4706/2020: b) adequate and effective procedures for the prevention, identification and suppression of situations of conflict of interest, c) adequate and effective mechanisms for communication with shareholders, in order to facilitate the exercise of their rights and the active dialogue with them, d) remuneration policy, which contributes to the business strategy, long-term interests and sustainability of the Company, as well as the evidence obtained, regarding the assessment of the above pillars of Company's CGS, nothing has come to the evaluator's attention that could cause a material weakness in terms of the Company's CGS concerning the above pillars in compliance with the applied Regulatory Framework. This result constitutes one more confirmation that the Company is in constant compliance with the current legislative and regulatory framework governing the CGS to ensure the lawful and orderly operation towards achieving its sustainable development strategy.

Finally, the independent non-executive members of the BoD of the Company, confirm their agreement with the content of the Management Report of the BoD of the Company with the Sustainability Report for the year 2025 and the Corporate Governance Statement 2024, which provides extensive information on the Company's corporate governance framework and practices and is an integral part of the Report of the BoD and was approved by the BoD on 31.03.2026.

This report is submitted jointly by the independent non-executive members of the Board of Directors (hereinafter the "BoD") of the Société Anonyme under the name "PIRAEUS PORT AUTHORITY S.A." (hereinafter the "Company"), in compliance with the provision of article 9 par. 5 of Law 4706/2020 and the relevant guidelines of the Hellenic Capital Market Commission, and is addressed to the Ordinary General Assembly of the shareholders of the Company of July 2025, among others, to inform the shareholders about the responsibilities and role of independent non-executive members of the BoD of the Company during the year 2024 and until the date hereof.

At the time of drafting this Report, the PPA SA BoD consists of nine (9) members, out of which three (3) are executive and six (6) non-executive, out of which three (3) independent non-executive members in accordance with the provisions of article 5 par. 2 of Law 4706/2020, who were elected pursuant to the decision of the Ordinary General Assembly of the Company's shareholders of 02.08.2023 with a two years term of office and pursuant to the BoD decision no. 24/29.04.2024 for the remaining of the term of office of the BoD

The election of the current BoD became effective after the following considerations:

(a) The composition of the BoD fully complies with the requirements of Law 4706/2020 as far as the number of independent non-executive members is concerned.

(b) The members of the BoD meet the suitability criteria outlined in the approved Suitability Policy of the BoD and there is sufficient representation by gender and

(c) There are no obstacles or conflicts on any member of the BoD in relation to the provisions of Law 4706/2020, the applicable Corporate Governance Code and the Company's Regulation and each of the independent non-executive member meets the independence requirements of article 9 Law 4706/2020

The synthesis of the Company's BoD completely covers the appropriate exercise of its responsibilities, reflects the size and activity of the Company and its characteristic feature is diversity of knowledge, skills and experience that can contribute to the achievement of business objectives.

In the context of the obligations set out in Article 7 of Law 4706/2020 for the independent non-executive members, the latter

(a) monitor and examine the Company's strategy and its implementation, as well as the achievement of its objectives;

b) ensure effective oversight of the executive members, including the monitoring and control of their performance; and

c) consider and express views on proposals submitted by the executive members, on the basis of existing information.

Based on the above, and recognizing that good Corporate Governance plays a key role in the successful implementation of the strategy of each large and listed Company, in strengthening its competitiveness and growth prospects, as well as in creating long-term value to all stakeholders and shareholders, the independent non-executive members, based on their experience to date and in accordance with the requirements set by the applicable institutional framework as above, as well as the Company's Rules of Operation, unanimously concluded that:

The Company in the year 2023, led by the BoD, complies and implements the corporate governance practices of the Hellenic Corporate Governance Code of the HCGC of June 2021 with the deviations, if any, reflected in the Corporate Governance Statement, as well as applies the policies and regulations contained in the Company's Rules of Operation.

In addition, it was found that the Company continuously monitors developments in the legislative and regulatory framework and informs the BoD and its Committees.

The executive members dedicate sufficient time so as to successfully fulfil their tasks. Their participation in the sessions of the BoD is always active whilst their knowledge, experience and expertise play an instrumental role on meeting the Company's objectives.

To fulfill its responsibilities, the BoD assisted by the Audit Committee and the Remuneration Committee and the Nomination Committee, which consist of a majority of independent members

Particularly:

On 02.08.2023, with General Assembly decision and pursuant to the provisions of article 44 of Law 4449/2017 as amended by Law 4706/2020 and currently in force, decided the

type, the composition and the term of office of the Audit Committee as an independent Committee of the BoD, consisting of three (3) non-executive, on their majority independent, BoD members.

The three-member Audit Committee functions as an independent and objective body which has as main purpose to support the BoD in its duties to ensure the adequate and efficient operation of the Company's Internal Control System, i.e. all internal control mechanisms and procedures (especially in terms of financial reporting, risk management, internal audit, compliance and the monitoring of the statutory audit), which covers on a continuous basis the activities of the Company and contributes to its safe and efficient operation.

During 2024, the Audit Committee met in total ten (10) times and the main issues examined by the Committee were the following:

- Monitoring and evaluating the preparation process of Interim and Annual Financial Statements and confirming their correctness and completeness.
- Evaluation and approval of the internal audit plan and monitoring of the results of the audits carried out.
- Monitoring the effective operation of the Internal Control System and Risk Management.
- Providing an opinion to BoD proposal and Ordinary General Assembly for the appointment of an Audit Company as well as evaluating and confirming the objectivity and independence of the External Certified Auditor.
- Approval of the Policy for the Periodic Evaluation of the Corporate Governance System.
- Re-evaluation of the Internal Control System.
- Update of the Internal Audit Department's Operating Regulation.
- Update of the Regulatory Compliance Unit's Operating Regulation.

The current composition of the Audit Committee and its Operation Regulation are uploaded on the Company's website (<http://www.olp.gr>).

The three-member Remuneration Committee of BoD consisting of three (3) non-executive, on their majority independent, BoD members and its main purpose is to provide support and assistance to the BoD in its duties regarding the remuneration of the BoD and the executives of the Company drawing up procedures and monitoring of the Remuneration Policy and the Remuneration Report of Articles 110-113 of Law 4548/2018 and is generally responsible for proposing, making decisions and expressing an opinion on any matter falling under Articles 109-114 of Law 4548/2018, either voluntarily or at the request of the BoD or the General Assembly.

During 2024, the Remuneration Committee met eight (8) times and the main issues examined by the Committee were the following:

- The review and subsequent submission of a proposal to the Company's Board of Directors for the Remuneration Report of the members of the Board of Directors for the fiscal year 2023.
- The submission of a proposal to the Company's Board of Directors for the determination of gross annual compensation for each member of the Board of Directors for the fiscal year 2024.

- The submission of a proposal to the Board of Directors of PPA SA for the granting of an extraordinary voluntary benefit for an executive of the Company's Senior Management.
- The submission of a proposal to the Company's Board of Directors regarding the remuneration of persons falling within the scope of the remuneration policy.
- Provision of opinion on the "Program for granting incentives for voluntary retirement/retirement to Company's personnel".

The current composition of the Remuneration Committee and its Operation Regulation are uploaded on the Company's website (<http://www.olp.gr>).

The three-member Nomination Committee of BoD consisting of three (3) non-executive, on their majority independent, BoD members and its main purpose is to provide support and assistance to the BoD for achieving the following main objectives:

- Ensuring that the composition, structure and operation of the BoD meet relevant legal, regulatory and supervisory requirements.
- Ensuring that there is an effective and transparent procedure for the nomination of BoD candidates and an appropriate mix of knowledge, skills and experience on it.

During 2024, the Nomination Committee met three (3) times and the main issues examined by the Committee were the following:

- Maintaining the collective suitability and diversity of the Board, in such a way that the composition of the Company's BoD fully covers the appropriate and appropriate exercise of its responsibilities and reflects the size and activity of the Company.
- The recommendation for the election of two new members of the Company's BoD in replacement of resigned ones.
- The organization of a training seminar on issues related to the supervision of Strategy and Risks by the Board of Directors.

The current composition of the Nomination Committee and its Operation Regulation are uploaded on the Company's website (<http://www.olp.gr>).

The implementation of the Company's business strategy with the effective use of available resources, the supervision of main points of the amendment of the dated 24-06-2016 Concession Agreement between PPA SA and the Hellenic Republic, the assurance of the completeness and reliability of the data and information used for the preparation of reliable financial statements as well as the non-financial statement, the monitoring of the Internal Control System, the identification and management of essential risks related to the business activity and the operation of the Company as well as the Company's compliance procedures were priorities for the BoD.

Among others, the BoD focused on the adoption of best practices, in order to achieve alignment with the provisions of articles 1-24 of Law 4706/2020 on Corporate Governance as well as of the recently (2021) revised Hellenic Corporate Governance Code.

In the field of BoD members training and in line with the Hellenic Corporate Governance Code provisions all BoD members attended a training seminar on the field of "Strategy and Risk Management" with the title "Board's Oversight of Strategy and Risks: Practice

and Process in Board Leadership”, conducted by the Hellenic Corporate Governance Council.

In application of integrity and transparency principles, compliance with national and EU law and best international practices, was adopted with the no 30/29.04.2024 BoD decision the Whistleblowing Policy and Procedure for the Management of Reports/Complaints, which concerns the establishment of an internal and external reporting/complaint system of violations of EU law, protection of persons who report violations, effort to organize the said procedure of receiving and investigating reports/complaints, as well as sanctions that will be imposed in case of violation of the provisions.

Following the Capital Market Committee letter to all listed Companies (dated 05.03.2024), regarding recommendations in view of the evaluation of the Corporate Governance System, where is particularly asked the drafting of adequate and effective procedures for the Prevention of Conflict of Interests Situations, was adopted with the no 54/16.10.2024 BoD decision the Update of the existing Prevention and Treatment Policy of Conflict of Interests Situations.

In addition, the BoD approved the establishment of an annual agenda of issues, so that the BoD better fulfills its obligations in relation to the provisions of article 7 of Law 4706/2020. The goal is for the BoD to always operate effectively, with objectivity and adequate information, in order to develop and sustain the Company in the long run and to serve the interests of all key stakeholders.

The BoD meets regularly and extraordinarily, depending on the importance of the issues and the need for decision making. In the meetings of the BoD the independent non-executive members showed independence of will, expressing their views and promoting constructive dialogue, being always guided by sense of duty and a high degree of professional ethics and behavior. The meetings are attended by the independent members of the BoD, without so far there being a case in which it was not possible to take a decision by the Board due to disagreement or lack of quorum.

Furthermore, the items on the agenda which are submitted to this Ordinary General Meeting of Shareholders have been unanimously approved by all members of the BoD, including independent non-executive members.

The presence of independent non-executive members on the Company's BoD ensures, in principle, the implementation of good corporate governance practices and provides effective oversight of management decisions, thus ensuring that the interests of all internal and external stakeholders are duly taken into account in discussions and the decision-making of the BoD.

Through their participation in the BoD and its Committees (which consist by a majority of independent non-executive members of the BoD), the independent non-executive BoD members exercise effective oversight over the executive members of the BoD, always act with an independent expression of opinion and a high sense of duty, promoting transparency and due diligence, having sufficient time and commitment to carry out their duties effectively, always acting in the interest of all stakeholders.

It also noted that the independent non-executive BoD members have been ensured the possibility of uninterrupted communication with Company's executives and regular information from Company's departments Heads.

The independent non-executive members also expressed during their discussion that the executive members of the BoD are distinguished for their integrity, objectivity and professionalism and cooperate harmoniously, both with each other at the administrative level and with the non-executive members of the BoD. They have in-depth knowledge and experience on the operations and activities of the Company. In general, the actions of the executive members are in accordance with what is provided in the Rules of Operation of the Company.

The BoD completed for third consecutive year, in March 2025, with the ERNST AND YOUNG Single Member Société Anonyme contribution, the process of the evaluation for the period 1/1/2024 – 31/12/2024 of the effectiveness of the BoD as well as its Committees (at a collective and individual level), in accordance with the Regulation of the BoD, as well as special practices 3.3.3 - 3.3.5 of the Greek Corporate Governance Code.

The evaluation, concerned the collective abilities of the BoD as a body, its committees and the individual abilities of its members and its results were discussed at the 31.03.2025 meeting of the BoD. The conclusion of the above evaluation states, among other things, the following:

*“Based on the Evaluation of the Board of Directors as a Body and its Committees, as of 7<sup>th</sup> of March 2025, no significant weaknesses have been identified in the performance of the Board, its Committees, or individual Board Members. Furthermore, there are no immediate corrective actions required under the current legislative and regulatory framework.*

*The Board's performance remains stable, operating effectively, while, also, fostering an environment that encourages open and constructive discussions, where all Board Directors feel confident in expressing their views.*

*The Board Committees are functioning effectively, with each contributing significantly to the overall governance and decision-making processes of the Board, with Audit Committee demonstrating a strong contribution to the Board's operations.*

*In respect to Individual Evaluation of each Board Member, it is concluded that all Board Members perform their duties at a very high level and demonstrate commitment to their role, as does the Chairperson of the Board. Board Members exhibit strong self-awareness and alignment to the Board's priorities.*

”. The above result is a confirmation of both the proper functioning of the BoD and its compliance with the current regulatory framework.

Furthermore, the Company, following a decision of the BoD, assigned to KPMG Certified Auditors S.A. the assessment of the adequacy and effectiveness of the ICS of the Company, with reference date of 31 December 2024. In accordance with the provisions of section j of par. 3 and par. 4 of article 14 of L. 4706/2020 and decision 1/891/30.09.2020 of the Capital Market Commission's BoD as applicable and the Letter of the Capital Market Commission with protocol number 434/24.02.2025, the Company will carry out the next ICS evaluation by 31.03.2026, with a reference period of 01.01.2023 - 31.12.2025).

Based on the work carried out by the evaluator and the evidence obtained regarding the assessment of the adequacy and effectiveness of the Company's ICS, is reported that nothing was identified that could be considered as a material weakness of ICS according to the Regulatory Framework.

This result for the period 01-01-2023 until 31-12-2024 which constitutes a preparatory work for the next ICS evaluation for the period 01-01-2023 to 31-12-2025 is one more confirmation that the Company is constantly vigilant in order to ensure, through continuous review and taking corrective actions, its compliance with the applicable legislative and regulatory framework governing the ICS with the aim of its lawful and orderly operation.

Also, the Company, taking into account the provisions of par. 1 article 4 and article 13 of L. 4706/2020, and Capital Market Commission's Board of Directors decision 1/891/30.09.2020 as applicable as well as Notification Letter 604/05.03.2024 addressed to all listed companies launched the process of evaluating the Corporate Governance System (CGS) for the period 17.07.2021 – 31.12.2024. In particular: The Company, by decisions of its Audit Committee and Board of Directors, internally assigned to Regulatory Compliance Unit, the assessment of the adequacy and effectiveness of the Corporate Governance System (CGS), with reference date of 31 December 2024.

Based on the carried out assessment of the following three (3) of the four (4) pillars of the Corporate Governance System, as referred to in par. 1 of article 13 of Law 4706/2020: b) adequate and effective procedures for the prevention, identification and suppression of situations of conflict of interest, c) adequate and effective mechanisms for communication with shareholders, in order to facilitate the exercise of their rights and the active dialogue with them, d) remuneration policy, which contributes to the business strategy, long-term interests and sustainability of the Company, as well as the evidence obtained, regarding the assessment of the above pillars of Company's CGS, nothing has come to the evaluator's attention that could cause a material weakness in terms of the Company's CGS concerning the above pillars in compliance with the applied Regulatory Framework. This result constitutes one more confirmation that the Company is in constant compliance with the current legislative and regulatory framework governing the CGS to ensure the lawful and orderly operation towards achieving its sustainable development strategy.

Finally, the independent non-executive members of the BoD of the Company, confirm their agreement with the content of the Management Report of the BoD of the Company with the Sustainability Report for the year 2024 and the Corporate Governance Statement 2024, which provides extensive information on the Company's corporate governance framework and practices and is an integral part of the Report of the BoD and was approved by the BoD on 31.03.2025.

The Independent Non-Executive BoD Members of Piraeus Port Authority S.A.

**ITEM 7th: 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 01.01.2025 – 31.12.2025.**

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 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 01.01.2025 – 31.12.2025 from any liability for damages in relation to their actions arising out or in the course of their duties during the fiscal year 01.01.2025 – 31.12.2025.

After voting, the General Assembly approves the overall management of the Company for the fiscal year 01.01.2025 – 31.12.2025 and discharges the Statutory Auditors of the Company from any liability for compensation for this fiscal, 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 8th: Appointment of Auditing Firm and approval of the remuneration thereof, for the fiscal year 01.01.2026 – 31.12.2026, for a) the statutory audit of the financial statements and the issuance of the annual tax report of PPA SA and b) for the assurance of the Sustainability Report.**

Required Quorum: 20% of the share capital	Required majority: 50% + 1 of the votes represented
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By resolution number 29/04-06-2026, the BoD, following same recommendation of the Audit Committee, proposes the appointment by the General Assembly, of the audit firm "ERNST & YOUNG (HELLAS) Chartered Auditors Accountants S.A.", (with register number 107 of the Institute of Certified Public Accountants of Greece (SOE.L.)) for the fiscal year 01.01.2026 – 31.12.2026, for a) the statutory audit of the financial statements (also including assurance services for the Company's digital files (ESEF) and the remuneration report as well as agreed upon procedures for the concession agreement and the Group's reporting package audit) and the issuance of the annual tax report of PPA SA and b) for the assurance of the Sustainability Report.

a) After voting, the General Assembly by.....votes, i.e. by a majority of .....% of the votes represented in the General Assembly, elects the audit firm "ERNST & YOUNG (HELLAS) Chartered Auditors Accountants S.A.", (with register number 107 of the Institute of Certified Public Accountants of Greece (SOE.L.)) for the fiscal year 01.01.2026 – 31.12.2026 for the statutory audit of the financial statements (also including assurance services for the Company's digital files (ESEF) and the remuneration report as well as agreed upon procedures for the concession agreement and the Group's reporting package audit) and the issuance of the annual tax report of PPA SA, for a total fee of 162,000 €.

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

b) After voting, the General Assembly by.....votes, i.e. by a majority of .....% of the votes represented in the General Assembly, elects the audit firm "ERNST & YOUNG (HELLAS) Chartered Auditors Accountants S.A." (with register number 107 of the Institute of Certified Public Accountants of Greece (SOE.L.)) for the fiscal year 01.01.2026 – 31.12.2026, for the assurance of the Sustainability Report, for a total fee of 35,000 €.

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

## Item 9th: Approval of the revised Suitability Policy for Board of Directors Members

Required Quorum: 20% of the share capital	Required majority: 50% + 1 of the votes represented
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In the context of the periodic assessment of the suitability policy of the members of the Board of Directors of the Company (according to article 3 of L.4706/2020 and the Circular nr. 60 of the Hellenic Capital Market Commission) in force, which has been approved (according to article 3 paragraph 1 of L.4706/2020) by the Board of Directors of the Company at its meeting on 24.06.2021 and subsequently (according to article 3 paragraph 3 of L.4706/2020) by the Ordinary General Assembly of the shareholders of the Company of 15.07.2021, and was revised by the Company's Board of Directors at its meeting held on 22.12.2022 and subsequently by the Annual General Meeting of the Company's shareholders held on 02.08.2023, on which it entered into force, and is posted (according to article 3 paragraph 3 of L.4706/2020) on the Company's website (hereinafter the "Suitability Policy"), the Board of Directors of the Company has approved, on its meeting of 17.12.2025, a draft of a revised / updated Suitability Policy, to be submitted to the General Meeting of the shareholders of the Company for approval (according to article 3 paragraph 3 of L. 4706/2020), which includes amendments (colored writing = additions, strikethrough writing = deletions), so that the Suitability Policy be aligned with L. 4706/2020, as in force following its amendment by L. 5178/2025, with respect to the requirements for balanced gender representation on the Board of Directors and the criteria and procedure for the selection of members of the Board of Directors.

### SUITABILITY / ELIGIBILITY POLICY OF PPA SA BoD MEMBERS

#### I. Purpose

The purpose of this Suitability / Eligibility policy of PPA SA BoD members, taking into consideration paragraphs 1 and 1a of article 3 of Law 4706/2020 for "Corporate governance of public limited companies, modern capital market, transposition into Greek law of Directive (EU) 2017/828 of the European Parliament and of the Council, measures to implement Regulation (EU) 2017/1131 and other provisions" is the establishment of:

- a) principles concerning the election or replacement of the members of the Board of Directors (hereinafter "the BoD") as well as the renewal of the term of office of its existing members;
- b) criteria for the evaluation of the suitability of the members of the Board of Directors ~~and~~,
- c) criteria of diversity for the selection of the members of the Board of Director governing the content of the Political Suitability of the members of the BoD, in accordance with article 3 paragraph c of Law 4706/2020, and
- d) balanced gender representation on the Board of Directors, in accordance with article 5 of Law 5178/2025

#### II. General - Definitions

Eligibility/Suitability is divided into individual and collective.

The degree to which a person is considered to have as a member of the Board adequate knowledge, skills, experience, independence of judgment, moral guarantees and a good reputation for performing his duties as a member of the Board of the Company, according to the eligibility

criteria set by the Eligibility Policy of the Company is the individual suitability. The eligibility/suitability of the members of the Board as a whole it is the collective issue.

Eligibility/Suitability Policy is defined as the set of principles and criteria that are applied at least during the selection, replacement and renewal of the term of office of the members of the Board, in the context of the evaluation of individual and collective suitability.

The Eligibility/Suitability Policy aims to ensure the quality staffing, efficient operation and fulfillment of the role of the Board of Directors based on the overall strategy and medium-term business aspirations of the Company in order to promote the corporate interest.

The Eligibility/Suitability Policy is drafted by the Nominations Committee and approved by the Board, in accordance with article 3 par. 1 of Law 4706/2020 and is submitted for final approval to the General Assembly, in accordance with article 3 par. 3 of Law 4706/2020. Amendments to the Eligibility/Suitability Policy are approved by the Board and if they are essential, they are submitted for approval to the General Assembly in accordance with article 3 par. 3 of Law 4706/2020. The Eligibility/Suitability Policy and any substantial modification that introduces derogations or significantly alter its content, in particular as regards the general principles and criteria applicable, shall be valid upon its approval by the General Assembly.

The current Eligibility/Suitability Policy is posted, updated, on the Company's website.

### **III. Principles of Eligibility/Suitability Policy**

1. In the formulation of the Eligibility/Suitability Policy, is taken into consideration the size, the internal organization, the risk-taking disposition, the nature, the scale and the complexity of Company's activities.
2. The Nomination Committee, the Internal Audit Department and Regulatory Compliance Unit, as well as the organizational units with a related subject, can provide an effective contribution in shaping and monitoring the implementation of the Eligibility/Suitability Policy.
3. The Eligibility/Suitability Policy takes into account the way of election/appointment of a non-executive member by the ~~HRADE~~ Growthfund or its legal successor, the more specific description of the responsibilities of each member of the BoD or his participation or not in committees, the nature of his duties (executive or non-executive member of the Board) and his characterization as an independent or non-member of the Board, as well as in particular incompatible or characteristic or contractual commitments that are related to the nature of the Company's activity or the Corporate Governance Code it applies.
4. The Company monitors the effectiveness of Eligibility/Suitability Policy and carries out its periodic evaluation at regular intervals or when significant events / changes take place.
5. The Company amends the Policy and reviews its design and implementation, as appropriate, taking into consideration, inter alia, the recommendations of the Nominations Committee and the Internal Audit Department and Regulatory Compliance Unit and any other competent bodies.

### **IV. Principles concerning the selection, replacement or renewal of the term of office of the members of the Board.**

1. The Eligibility/Suitability Policy aims to ensure that.
  - a). the BoD is staffed with sufficient number of members and a suitable composition;
  - b). the BoD is staffed with persons of morality and reputation;
  - c). the members of the BoD have the skills and experience required based on the duties they undertake and their role on the BoD, while at the same time they have sufficient time to perform their duties;
  - d). in the selection, renewal of the term of office and replacement of a member, the evaluation of individual and collective suitability is taken into consideration;

- e). The Eligibility/Suitability Policy stipulates that the candidate members of the BoD know, among other things, as much as possible, before taking the position, the culture, the values and the general strategy of the Company.
2. The Company monitors on an ongoing basis the eligibility/suitability of the members of the BoD in particular to identify, in the light of any relevant new event, cases in which it is deemed necessary to re-evaluate their suitability. In particular, a reassessment of eligibility/suitability is carried out in the following cases:
    - a) when doubts arise regarding the individual suitability of the members of the BoD or the suitability of the composition of the body,
    - b) in case of a significant effect on the reputation of a member of the BoD,
    - c) in any case of occurrence of an event that may significantly affect the suitability of the BoD member, including cases in which members do not comply with the Company's Conflict of Interest Policy.
  3. The BoD ensures the appropriate succession plan, for the smooth continuation of the management of the Company's affairs and decision-making after the end of term of members of the BoD, especially of executive members and members of Committees.
  4. In relation to the right of the **HRADE Growthfund** to directly appoint a member of the Board of Directors in accordance with the Articles of Association of the Company, the Nominations Committee, following receipt of a written notification from the **HRADE Growthfund** which includes fulfillment of the eligibility criteria of the appointed member, in accordance with the Suitability Policy of the Company, as well as detailed curriculum vitae of such member, renders its opinion to the BoD on the **Growthfund** proposal. The endorsement of the proposal by the Nominations Committee is a prerequisite for the directly appointment of the member in the BoD.

## **V. Eligibility/Suitability Assessment Criteria**

### **A. Individual Eligibility/Suitability**

The individual eligibility/suitability of the members of the Board evaluated in particular on the basis of the criteria set out below, which are general and apply to all members of the Board, regardless of their capacity, as executive, non-executive or independent non-executive members. Special obstacles, obligations and conditions (such as no. 3 par. 4, 5 and 6 and no. 9 par. 1 and 2 of law 4706/2020 and no. 44 par. 1 of law 4449/2017) apply regardless of the eligibility criteria.

#### **1. Adequacy of knowledge and skills**

The members of the Board have the required knowledge, skills and experience to perform their duties in view of the role, position and skills required by the Company for the position. The experience covers both practical and professional experience, as well as the theoretical knowledge acquired.

For the purposes of assessing the theoretical knowledge of a member, the level and type of education (field of study and specialization) taken into consideration, especially if it is related to the activities related to the Company or other related fields.

The practical experience covers the previous positions and the type of employment held by the member, taking into consideration the length of his stay in the respective position, the size of the respective entity in which he worked, the scale and complexity of the business activity, the responsibilities he exercised in it, the number of its subordinates, the nature of the entity's activities, etc.

In this case, in the context of the assessment of sufficient knowledge and skills, are considered:

- a) the role and tasks of the position and the required skills,
- b) the knowledge and skills acquired through education and training;

- c) the practical and professional experience that has been previously acquired, and
- d) the knowledge and skills that have been acquired and demonstrated by the professional behavior and development of the member of the Board.

The evaluation is not limited to the academic qualifications of the member or to the proof of a specific length of service, but in addition a thorough analysis of the member's experience and training is carried out, as the knowledge and skills acquired from previous employment depend on the nature, scale and complexity of the business, as well as the duties performed by the member in this context and his degree of responsibility.

The executive members of the BoD may have gained sufficient practical and professional experience, either by holding a position of responsibility or by conducting business, for a sufficient period of time.

The members of the Board, is required to know and clearly understand the corporate governance regulations of the Company, as they arise from the Law and the applied Corporate Governance Code, their respective role and responsibilities, both as members of the Board, as well as members of its committees, and possible conflicts of interest.

## **2. Guarantees of Ethics and Reputation**

The good reputation, the honesty, the morality and the integrity of the members of the Board of Directors constitute criteria of exceptional importance for the Company, which are thoroughly assessed by the latter. A member of the Board is presumed to have a good reputation, honesty and integrity, unless there are objective and proven reasons to suggest otherwise.

In order to evaluate the reputation, honesty and integrity of a candidate or an existing member of the Board of Directors, the Company may conduct an investigation and, without prejudice to the legislation on personal data protection, request data and relevant supporting documents for any final administrative and judicial decisions against him, in particular for infringements and offenses related to his capacity as a member of the Board or by non-compliance with the provisions of the legislation of the Hellenic Capital Market Commission or in general with financial crimes. Without prejudice to the provisions of article 3 par. 4 and 5 of law 4706/2020, for this evaluation the relevance of the offense or the measure with the role of the member, the seriousness of the offense or measure may be taken into account general conditions, including mitigating factors, the role of the person involved, the sentence imposed, the stage of the proceedings and any remedial measures implemented, while are examined the time elapsed and the person's behavior after the offense or offense.

The Company may also take into consideration during the evaluation any decision to exclude the candidate member of the Board from acting as a member of the Board, which has been issued by any competent authority.

Taking into account the parameters and guarantees of ethics and reputation listed above, the relevant evaluation of the reputation and integrity of the (candidate) members of the Board of Directors is carried out on the basis of the relevant Questionnaire-Statement listed in Appendix A.

## **3. Conflict of interest**

The members of the Board must always be fully informed about the policy of conflicts of interests applied by the Company, as included in its Internal Rules of Procedure. "A Situation of Conflict of Interest" means any situation whereby due to specific circumstances there is a risk that the professional/managerial judgments or actions concerning an overriding interest, such as the duty of loyalty to the Company's interests, may be unduly affected by a secondary interest or duty. It includes any occasion, professional or personal, that might affect a person's ability to assess a situation or to make a decision with impartiality and independence, as a result of which the Company's interests may be at stake.

Prior to the adoption of the eligibility criteria, is ensured that in the Conflict of Interest Policy adopted and implemented by the Company according to par. 3 of no. 14 of Law 4706/2020, includes at least for the members of the Board, procedures for the prevention of conflicts of interest, measures for the detection and management of conflicts of interest and any cases and conditions that, according to exception, would be acceptable to a member of the Board have conflicting interests, provided that the member's interests are severely limited or properly managed.

All real and potential conflicts of interest at the Board level are subject to adequate notification, discussion, documentation, decision-making and proper management.

#### **4. Independence**

Each member of the Board is acting with "independence of judgment" is a model of behavior during discussions and decision-making within the BoD and is required for each of its members, regardless of whether the member is "independent" according to article 9 of law 4706/2020. All members of the BoD actively participate in meetings and make their own sound, objective and independent decisions and judgments in the performance of their duties.

Objectivity is defined as the impartial attitude and mentality, which allows the member of the BoD. to perform his work as he believes and not to accept compromises in terms of its quality. Independence means the exemption from conditions that prevent the member of the Board. to perform his duties in an impartial manner.

When assessing the independence of the crisis, the Company takes into consideration whether all members of the BoD the necessary behavioral skills, including:

- i) courage, conviction and vigor to carry out a substantial evaluation of items handled by the BoD,
- ii) the ability to ask reasonable questions to the members of the Board and in particular to its executive members and to exercise criticism, and
- iii) the ability to resist the phenomenon of groupthink.

#### **5. Allocation of sufficient time**

All members of the BoD are required to devote the necessary time to perform their duties based on the description of their position, role and tasks. In order to determine the adequacy of time, the capacity and responsibilities assigned to the member of the BoD, the number of positions as a member in other BoD are taken into consideration and the resulting qualities held by that member at the same time, as well as other professional or personal commitments and conditions.

The Company informs each candidate member of the BoD for the expected time required to devote to his duties and to the meetings of the BoD and any other committees in which he participates as a member, while in the same vein, the Company considers and takes into account the impact of any long-term absence by BoD members when assessing sufficient time commitment by other individual BoD members to their duties.

## B. Collective Eligibility /Suitability

### 1. In general

The BoD composition contributes to the effective management of the Company and the balanced decision making.

The BoD members must collectively be at the position to take appropriate decisions taking into account the business model, risk-taking, strategy and markets in which the Company operates. Also, the members of the Board collectively are able to effectively monitor and critique the decisions of senior management.

All areas of knowledge required for the business activities of the Company are recommended to be covered by the Board collectively with sufficient expertise among its members. It is recommended that there be a sufficient number of knowledgeable members in each area to be able to discuss the decisions to be taken. The BoD members collectively have the necessary skills to present their views.

The composition of the BoD reflects the knowledge, skills and experience required to carry out his / her responsibilities. The BoD in its executive function should benefit from a high level of managerial skills as a whole; whereas in its supervisory function the BoD should avail itself of sufficient management skills as a whole in order to organize its work efficiently and be able to understand and process the proposals for respective decisions. In this context, the BoD as a whole adequately understands the areas for which members are collectively responsible and to have the necessary skills to exercise the actual management and supervision of the Company, including in terms of:

- its business and the main risks associated with it,
- strategic planning,
- financial reports,
- compliance with the legislative and regulatory framework,
- understanding corporate governance issues,
- the ability to identify and manage risks,
- the impact of technology on its activity,
- adequate gender representation.

The Company has the primary responsibility for identifying gaps in terms of collective suitability.

The Board of Directors collectively, as well as the Chairman, the CEO and the other members of the Board of Directors are evaluated annually in terms of the effective performance of their duties. At least every three years, this evaluation is facilitated by an external consultant.

### 2. In particular, adequate representation by gender

The Nominations Committee takes the representation by gender criterion into account (based on the provisions of article 3 par. 1. of Law 4706/2020) when submitting proposals for the appointment of BoD members. The Company in accordance with article 5 of Law 5178/2025 ((Addition of article 3A to Law 4706/2020 (article 5 of Directive (EU) 2022/2381)) on "Gender balance on the Board of Directors" must ensure ~~an adequate~~ participation of the underrepresented gender in the company's Board of Directors in a percentage that is not less than ~~representation of gender corresponding to at least twenty-five per cent (25%)~~ thirty three (33%) of the total number of BoD members. Similarly, in the event of the participation of three (3) or more executive members, the above percentage of thirty-three percent (33%) includes at least one (1) executive member of the underrepresented

gender. In case of fraction, this number is rounded down to the ~~previous~~-closer integer. In connection with the above, the Company prepares and submits, in due course, and posts on its website, a Special Annual Report pursuant to article 3C of Law 4706/2020, for the balanced representation of genders on the Board of Directors.

Company generally ensures equal treatment and equal opportunities between the genders, while this aspect extends beyond the selection and to the provision of training to BoD members.

## **VI. Criteria for diversity**

The Company has and implements a diversity policy in order to promote an appropriate level of differentiation in the BoD and a diverse group of members. Through the accumulation of a wide range of qualifications and skills in the selection of BoD members, the variety of views and experiences is aimed, in order to make the right decisions. In particular, it is provided the adequate gender representation and not be excluded on the grounds of discrimination on grounds of sex, race, color, ethnic or social origin, religion or belief, property, birth, disability, age or sexual orientation.

## **VII. Independent non-executive Board members**

To determine the capacity of a Company's Board member as independent non-executive member, the provisions of the legislation as in force every time apply (pls. see at Appendix B of this Policy the par. 1 and 2, art. 9, Law 4706/2020 that are in force at the time of this Policy's approval).

## **VIII. Implementation, monitoring and modification of the Eligibility/Suitability Policy.**

The Company harmonizes its Suitability Policy with the general framework of corporate governance, the corporate culture and the risk-taking.

Monitoring the implementation of the Eligibility/Suitability Policy is the responsibility of the BoD with the assistance of the Internal Audit and / or the Regulatory Compliance Unit, the Nominations Committee and the BoD Secretary, where appropriate. The annual Corporate Governance Statement of the Company includes a relevant report. Any amendments to the present Regulation, especially in regard to changes in the legal framework of Corporate Governance, are approved by the BoD on a proposal by the Nominations Committee.

The documentation regarding the approval of the Policy and any amendments thereof is kept in an electronic and paper file. The Company records the results of the suitability assessment, and in particular any weaknesses identified between the projected and actual individual and collective suitability, and measures to be taken to address these deficiencies.

## **Appendix A: Questionnaire-Statement for the assessment of reputation, integrity and honesty of (candidate) BoD members**

This Questionnaire-Statement is submitted by the (candidate) members of the BoD to the Competent Units which make a relevant proposal to the Board of Directors of the Company.

a) <b>I do not have:</b> convictions or cases pending for a criminal offense, in particular: (i) offenses under the law governing energy activities, financial activities and securities activities, or involving securities markets or financial instruments or means of payment, including money laundering legislation; (ii) for fraud or financial crimes; (iii) for tax offenses; and (iv) for other offenses under company law, bankruptcy, insolvency or consumer protection.	YES/ NO *
(b) <b>No measures have been taken and/or imposed against</b> me (administrative nature) by any regulatory or professional body due to non-compliance with any relevant provisions governing the activities referred to in subparagraph (a) above.	YES/ NO *
(c) <b>None of the following circumstances related to my past and present business performance and financial soundness applies to me:</b> (i) an insolvent debtor; (ii) negative financial and business records of the entities owned or managed by me or in which I hold or held an important share or exerted or exert influence, and in particular any bankruptcy or winding-up proceedings, and any contribution I might have had to the circumstances that led to said proceedings; (iii) declaration of personal bankruptcy; (iv) without prejudice to the presumption of innocence, actions before civil courts, administrative or criminal proceedings, significant investments or exposures and loans made, to the extent that they may have a material impact on my own financial strength or that of the entities owned by me or under my management, or in which I hold a significant stake.	YES/ NO *
(d) <b>I do not have and have not become aware of any of the following circumstances concerning my person:</b> (i) indications that I have not been transparent and cooperative in my dealings with the competent authorities; (ii) rejection, revocation, withdrawal or removal from any registry, authorization, participation or licensing of a commercial, business or professional activity; (iii) reasons for removal from employment or from any position of trust, fiduciary relationship or other similar situation, or reasons for which I was asked to resign such position; (iv) forfeiture of position in a management body by decision of any competent authority Board; and (v) any other indication that I have acted in a manner that falls short of high standards of conduct.	YES/ NO *

\* If the answer is "NO" in any of the above cases, the (candidate) member of the BoD must provide a detailed description of the facts on which the specific answer is based as well as any further explanation that will enable the assessment as to whether it is possible to acquire or maintain membership on the BoD of the Company: [.....]

I, the undersigned [...], with residence address [...], identity / passport number [...] and tax registration number [...], in my capacity as [position-capacity within the BoD of the Company], hereby responsibly and unreservedly declare and acknowledge that the information provided above is complete, correct and accurate.

Date

First name & Surname

Signature

## **Appendix B (form an integral part of the Regulation) - Provisions on independence of article 9 of law 4706/2020.**

The non-executive member of the Board is considered independent, if at the time of his appointment and during his term of office: (a) does not hold, directly or indirectly, a percentage of voting rights greater than zero-point five percent (0.5%) of the share capital of the Company and (b) is free from financial, business, family or other dependent relationships, which can influence his decisions and his independent and objective judgment.

A dependency relationship exists in particular in the following cases:

a) When the member receives any significant remuneration or benefit from the Company, or from a company affiliated with it, or participates in a stock options option or in any other remuneration or benefit system related to the performance, other than the remuneration for the participation in the Board of Directors or in its committees, as well as in the collection of fixed benefits under the pension system, including deferred benefits, for previous services to the Company. The criteria by which the meaning of significant remuneration or benefit is defined are set out in the company's remuneration policy.

b) When the member or person, who has close ties with the member, maintains or has maintained a business relationship during the last three (3) financial years before his appointment with:

ba) the Company or

bb) a person affiliated with the Company or

bc) a shareholder who directly or indirectly holds a stake equal to or greater than ten percent (10%) of the Company's share capital during the last three (3) financial years prior to his appointment, or affiliated with this company, if this relationship affects or may affect the business activity of either the Company or the person of par. 1 or the person who has close ties with it. Such a relationship exists especially when the person is a significant supplier or a significant customer of the Company.

c) When the member or the person who has close ties with the member:

ca) has been a member of the Board of Directors of the Company or its affiliated company for more than nine (9) financial years in total at the time of his election;

cb) has been a manager or maintained an employment or project or services relationship or a salaried mandate with the Company or with a company affiliated with it during the last three (3) financial years prior to his appointment;

cc) has a second-degree kinship by blood or by marriage, or is a spouse or partner equated to a spouse, member of the Board of Directors or senior management or shareholder, with a participation percentage equal to or greater than ten percent (10%) of the share capital of the Company or a company affiliated with it,

cd) has been appointed by a certain shareholder of the Company, according to the articles of association, as provided in article 79 of law 4548/2018,

ce) represents shareholders who directly or indirectly hold a percentage equal to or greater than five percent (5%) of the voting rights at the general meeting of the Company's shareholders during his term of office, without written instructions;

cf) has carried out a mandatory audit in the Company or in a company affiliated with it, either through a company or himself or his relative up to the second degree by blood or by marriage or his spouse, during the last three (3) financial years before his appointment,

cg) is an executive member in another company, in the Board of Directors of which an executive member of the Company participates as a non-executive member.

### Table of History Amendments of PPA SA Suitability Polity

Version	Date	Description of Changes
1.0	15.07.2021	
2.0	02.08.2023	Revision of Suitability Policy, according to the decision of the Ordinary General Assembly of Shareholders.
3.0	30.06.2026	Revision of Suitability Policy, according to article 5 of Law 5178/2025 ((Addition of article 3A to Law 4706/2020 (article 5 of Directive (EU) 2022/2381)) on “Gender balance on the Board of Directors”

Based on the above, the Board of Directors unanimously recommends to the General Assembly to approve the proposed, revised as mentioned above, Suitability Policy. After voting, the General Assembly by.....votes, i.e. by a majority of .....% of the votes represented in the General Assembly, approves the revision of the suitability policy of the members of the Board of Directors of the Company according to article 3 of L.4706/2020.

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

**Item 10th: Announcements: Announcement of the election of a new non-executive Company's BoD member in replacement of a resigned non-executive member.**

Announcement to the General Assembly - not put to a vote.

According to article 21 par. 1 of the Company's Articles of Association and article 82 of law 4548/2018, it is announced to the General Assembly that:

- following the resignation (due to retirement) of the non-executive member of the Board of Directors of the Company, Mrs LI Jin, on 04.06.2026, and
- based on the unanimous positive proposal/evaluation report of the members of the Nomination Committee of the Company of 22.05.2026, according to which, for the filling in the position of the resigned non-executive member of the Board of Directors of the Company, Mrs LI Jin, it was concluded to propose unanimously to the Board of Directors of the Company, as a candidate for election, Mrs. LI Zhuoqiong, who has been considered to fulfill all the suitability and credibility criteria included in the Suitability Policy of the members of the Board of Directors.

Based on the above proposal of the Nomination Committee, the Board of Directors on its meeting of 04.06.2026 unanimously elected (until 08.07.2027, which is extended, in accordance with article 85 par. 1 par. c of law 4548/2018, as in force, and article 11 par. 2 of the Company's Articles of Association, until the expiration of the deadline, within which the next Ordinary General Assembly must be convened in 2027) Mrs. LI Zhuoqiong as member of the Board of Directors, verifying :

- the suitability of the candidate, according to the Suitability Policy of the Company, as well as the existence of no obstacles in his person or incompatibilities with any relevant provisions of the existing legal framework (L. 4706/2020), including the Hellenic Corporate Governance Code (issued by the H.C.G.C. in June 2021) being applied by the Company and its Operational Regulation,
- the continued fulfillment of article 5 of law 5178/2025, on balanced gender representation on the Board of Directors - Addition of article 3A to law 4706/2020 (article 5 of Directive (EU) 2022/2381),
- that the new composition of the Company's Board of Directors continuous to cover the appropriate and proper exercise of the responsibilities of the Company's Board of Directors, reflects the size and activity of the Company and is characterized by the diversity of ethnic origin, as well as the diversity of knowledge, qualifications and experience that can contribute to the implementation of the business objectives, and is suitable for the exercise of its responsibilities and will contribute to the effective corporate governance of the Company and balanced decision-making, reflecting the guarantees of ethics, reputation, adequacy of knowledge, skills, independence of judgment and experience to perform its role for the benefit of the Company and its Shareholders.

The present item constitutes an announcement to the General Assembly and is not put to a vote.