



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

### **ANNUAL ORDINARY GENERAL ASSEMBLY RESOLUTIONS OF 2<sup>nd</sup> AUGUST 2023**



**2nd of AUGUST 2023**

PPA SA, 10 AKTI MIAOULI, 185 38 PIRAEUS, GREECE  
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**ITEM 1st: Approval of the Financial Statements of the fiscal year 01.01.2022 – 31.12.2022, along with the Board of Director's Annual Report and the Independent Auditors' Report.**

After voting, the General Assembly approved the Annual Financial Statements for the fiscal year 01.01.2022 – 31.12.2022, the Annual Report of the Board of Directors and the Independent Auditor's Report for the fiscal year 01.01.2022 – 31.12.2022 by 19,994,902 votes, i.e. by a majority of 99.99% of the votes represented in the General Assembly.

Shareholders representing 0 votes voted against  
Shareholders representing 2,525 votes abstained from the vote.  
Total valid votes: 19,997,427

**ITEM 2nd: Distribution of dividend of the fiscal year 01.01.2022 – 31.12.2022.**

After voting, the General Assembly approved the distribution of dividend of the fiscal year 01.01.2022 – 31.12.2022, as above, by 19,996,978 votes, i.e. by a majority of 99.99% of the votes represented in the General Assembly.

Shareholders representing 0 votes voted against  
Shareholders representing 449 votes abstained from the vote.  
Total valid votes: 19,997,427

**ITEM 3rd: Discussion and vote on the remuneration report under article 112 of law 4548/2018 for the fiscal year 01.01.2022 – 31.12.2022.**

After voting, the General Assembly approved, by 19,681,088 votes, i.e. by a majority of 98.42% of the votes represented in the General Assembly, in accordance with article 110, par 2 of Law 4548/2018, the Company's Remuneration Policy for the members of the BoD as proposed by the BoD:

Shareholders representing 315,890 votes voted against  
Shareholders representing 449 votes abstained from the vote.  
Total valid votes: 19,997,427

**ITEM 4th: a) Approval of the remuneration and fees paid to the BoD members for the fiscal year 01.01.2022 – 31.12.2022, according to article 109, paragraph 1 of Law 4548/2018, and b) Approval of advance payment**

**of remuneration and fees for the fiscal year 01.01.2023 – 31.12.2023 according to article 109, paragraph 1 of Law 4548/2018.**

After voting, the General Assembly:

**a)** Approved, by 19,996,978 votes, i.e. by a majority of 99.99% 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 01.01.2022 – 31.12.2022 to the BoD members of total gross amount € 981,361.31, which is shared in detail as below:

- BoD members total compensation € 413,333.32;
- Total payments € 524,831.59 (*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 € 43,196.40.

Shareholders representing 0 votes voted against  
Shareholders representing 449 votes abstained from the vote.  
Total valid votes: 19,997,427

**and**

**b)** Approved, by 19,704,935 votes, i.e. by a majority of 98.54% 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 01.01.2023 - 31.12.2023, which concern in detail:

- an annual gross compensation of € 40,000.00 for each BoD member for the fiscal year 01.01.2023 – 31.12.2023, equal to the annual gross compensation of fiscal year 01.01.2022 – 31.12.2022;
- an annual gross maximum total compensation of € 20,000.00 for the independent BoD members and Hellenic FUND representative for their participation in the meetings of the BoD Committees (Audit – Remuneration-Nomination Committees) for the financial year 01.01.2023 – 31.12.2023, regardless of the total number of BoD Committees in which they participate;
- Total salary payments, based on employment contracts between the company and the Executive BoD members YU Zeng Gang (Chairman of the BoD), Zhang Anming (CEO), and Ms. Li Jin (CFO) respectively;
- Ancillary benefits to BoD members for the fiscal year 01.01.2023 – 31.12.2023, of the proportionally same amount as in the fiscal year 01.01.2022 – 31.12.2022.

Shareholders representing 292,043 votes voted against  
Shareholders representing 449 votes abstained from the vote.  
Total valid votes: 19,997,427

### **ITEM 5th: Presentation of Company's Audit Committee Activity Report for the fiscal year 01.01.2022 – 31.12.2022.**

It was brought to the attention of the General Assembly, the Company's Audit Committee Activity Report for the fiscal year 01.01.2022 – 31.12.2022, which is also uploaded to company's website.

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

### **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**

It was brought to the attention of the General Assembly, of the Report of the Independent Non-Executive members of the Board of Directors, which is also uploaded to company's website.

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

### **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 01.01.2022 – 31.12.2022.**

After voting, the General Assembly approved the overall management of the Company for the fiscal year 01.01.2022 – 31.12.2022 and discharges the Statutory Auditors of the Company from any liability for compensation for the fiscal year 01.01.2022 – 31.12.2022, by, 19,801,018 votes, i.e. by a majority of 99.02% of the votes represented in the General Assembly.

Shareholders representing 0 votes voted against  
Shareholders representing 196,409 votes abstained from the vote.  
Total valid votes: 19,997,427

### **ITEM 8th: Election of Auditing Firm, for the statutory audit of the financial statements of the Company for the fiscal year 01.01.2023 – 31.12.2023.**

After voting, the General Assembly by 19,955,039 votes, i.e. by a majority of 99.79% of the votes represented in the General Assembly, approved the election of the audit firm "KPMG Certified Auditors S.A.", for the statutory audit of the Company's Financial Statements for the fiscal year 01.01.2023 – 31.12.2023, for an auditing fee of 135,000 €.

Shareholders representing 41,939 votes voted against  
Shareholders representing 449 votes abstained from the vote.  
Total valid votes: 19,997,427

**ITEM 9th: (a) Election of a new Board of Directors of the Company, (b) definition of its term of office and (c) appointment of its independent members, in accordance with the current regulatory framework.**

**a)** After voting, the General Assembly approved, by 17,920,137 votes, i.e. by a majority of 89.61% of the votes represented in the General Assembly, the re-election of eight (8) of the Members of the Board of Directors,

- 1) *Mr. YU ZengGang*
- 2) *Mr. ZHU Changyu*
- 3) *Mr. ZHANG AnMing*
- 4) *Ms LI Jin*
- 5) *Mr. KWONG Che Keung Gordon*
- 6) *Mr. ARVANITIS Nikolaos*
- 7) *Ms YU Tao*
- 8) *Mr. MORALIS Ioannis*

Shareholders representing 292,401 votes voted against  
Shareholders representing 1,784,889 votes abstained from the vote.  
Total valid votes: 19,997,427

**b)** After voting, the General Assembly approved, by 18,212,538 votes, i.e. by a majority of 91.07% of the votes represented in the General Assembly, the two years terms of office, ie until 2nd August, 2025, extended until the expiration of the deadline within which the next Ordinary General Assembly must convene and until a relevant decision is taken.

Shareholders representing 0 votes voted against  
Shareholders representing 1,784,889 votes abstained from the vote.  
Total valid votes: 19,997,427

**c)** After voting, the General Assembly approved, by 18,179,313 votes, i.e. by a majority of 90.91% of the votes represented in the General Assembly,) the appointment of:

1. Mr. **KWONG Che Keung Gordon** of KWONG She Fun
2. Mr. **ARVANITIS Nikolaos**, of Andreas
3. Mr **MORALIS Ioannis**, of Petros

as independent members of the Board of Directors of the Company since *they meet all suitability and reliability criteria included in the Suitability Policy, for their election as members of the Company's Board of Directors and the conditions of independence defined in article 9 par. 1 and 2 of law 4706/2020, as in force, as well as that there are no obstacles or incompatibility in the face of any Candidate in relation to any relevant provisions, including the Corporate Governance Code (HCGC) applied by the Company and the Rules of Operation of the Company. [...]*»

Shareholders representing 33,225 votes voted against  
Shareholders representing 1,784,889 votes abstained from the vote.  
Total valid votes: 19,997,427

### **ITEM 10th: Election of a new Audit Committee (redefinition of its type, its term, the number and capacity of its members)**

After voting, the General Assembly by 18,212,538 votes, i.e. by a majority of 91.07% of the votes represented in the General Assembly, approved the redefinition of the new Audit Committee as for its type, composition, number, and term of office of its member, based on the above. The members of the Audit Committee will be appointed by the Board of Directors according to article 44 para. 1 c of Law 4449/2017.

Shareholders representing 0 votes voted against  
Shareholders representing 1,784,889 votes abstained from the vote.  
Total valid votes: 19,997,427

### **Item 11th: Approval of the Remuneration Policy update/revision according to L. 4548/2018.**

After voting, the General Assembly having taken into account all the above, by 19,626,508 votes, i.e. by a majority of 98.15% of the votes represented in the General Assembly, approved the revised remuneration policy of the Company, with a duration of four (4) years from its approval by this General Assembly.

Shareholders representing 370,470 votes voted against  
Shareholders representing 449 votes abstained from the vote.  
Total valid votes: 19,997,427

### **Item 12th: Approval of 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.**

After voting, the General Assembly by 19,996,978 votes, i.e. by a majority of 99.99% of the votes represented in the General Assembly, approved 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 0 votes voted against  
Shareholders representing 449 votes abstained from the vote.  
Total valid votes: 19,997,427

**Item 13th: Announcements:**

**Announcement of the election of a new non-executive Company's BoD member in replacement of a resigned non-executive member of the Company's BoD.**

It was announced at the General Assembly that the Board of Directors at the meeting of 03.05.2023 unanimously elected Mr. Zhu Changyu as a new non-executive member and Vice Chairman of the Company's Board of Directors (for the remainder of the term of the resigned member Mr. Zhu Jianhui).

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