

**PIRAEUS PORT AUTHORITY S.A.**  
**DRAFT DECISIONS/ BoD PROPOSALS ON THE ITEMS OF THE AGENDA OF THE**  
**ANNUAL GENERAL ASSEMBLY OF SHAREHOLDERS**  
**OF 28th JUNE 2019**

**ITEM 1:** Approval of the election of Mr YU Zeng Gang, as Chairman of the BoD and executive member of the BoD, for the remaining term of the Board.

Required Quorum: 20% of the share capital	Required majority: 50% + 1 of the votes represented
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The General Assembly is asked to approve, for the remaining term of the Board, the election of Mr. YU Zeng Gang as Chairman of the BoD and executive member of the BoD, pursuant to the BoD Decision 11/2019.

After voting, the General Assembly by.....votes, i.e. by a majority of .....% of the votes represented in the General Assembly approves the election of Mr YU Zeng Gang, as Chairman of the BoD and executive member of the BoD, pursuant to the BoD Decision 11/2019, for the remaining term of the Board.

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

**ITEM 2:** Approval of the Financial Statements of the fiscal year 2018, along with the Board of Director's Annual Report and the Independent Auditors' Report.

Required Quorum: 20% of the share capital	Required majority: 50% + 1 of the votes represented
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By number 3/14-02-2019 resolution, the BoD submitted for approval to the General Assembly:

- the Annual Financial Statements for the fiscal year 2018,
- the Annual Report of the Board of Directors for the fiscal year 2018 including the Corporate Governance Statement and the Explanatory Report of the Board of Directors, pursuant to article 4 section 7 of Law 3556/2007, and
- The Report of Independent Auditor Marinou Despina of the audit firm "PricewaterhouseCoopers SA".

The Annual Financial Statements of the Company for the fiscal year 2018, 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 2018, and are available since 14 February 2018 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.

The General Assembly is asked to approve the Financial Statements for the fiscal year 2018, the Annual Report of the BoD and the Report of the Independent Auditors.

After voting, the General Assembly approves the Annual Financial Statements for the fiscal year 2018, the Annual Report of the Board of Directors and the Independent Auditor's Report for the fiscal year 2018 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 3:** 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 2018.

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 2018 from any liability for damages in relation to their actions arising out or in the course of their duties during the fiscal year 2018.

After voting, the General Assembly approves the overall management of the Company for the fiscal year 2018 and discharges the Statutory Auditors of the Company from any liability for compensation for the fiscal year 2018, by, .....votes, i.e. by a majority of .....% of the votes represented in the General Assembly.  
Shareholders representing .....votes vote against and shareholders representing .....votes abstain from the vote.

**ITEM 4:** Distribution of dividend of the fiscal year 2018.

Required Quorum: 20% of the share capital	Required majority: 50% + 1 of the votes represented
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By resolution number 7/14-02-2019, the BoD proposes to the General Assembly, the distribution of dividend to the Company's Shareholders amounting to € 10.600.000,00, i.e. € 0,424 per share.

As ex-dividend date is proposed the Monday, 22/07/2019.

As dividend beneficiaries date (Record date) is proposed the, Tuesday 23/07/2019.

As commencement date of dividend payment is proposed the Friday, 26/07/2019.

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

After voting, the General Assembly approves the distribution of dividend of the fiscal year 2018 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 5:** Election of Independent Auditors, for the statutory audit of the financial statements of the Company for the fiscal year 2019.

Required Quorum: 20% of the share capital	Required majority: 50% + 1 of the votes represented
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By resolution number 14/05-06-2019, the BoD, following same recommendation of the Audit Committee, proposes the re-election by the General Assembly for a third consecutive year, of the audit firm "PricewaterhouseCoopers S.A" (with register number 113 of the Institute of Certified Public Accountants of Greece (SOEL)), for the statutory audit of the Company's Financial Statements for the fiscal year 2019, for a fee of .....

After voting, the General Assembly by.....votes, i.e. by a majority of .....% of the votes represented in the General Assembly, re-elects the audit firm "PricewaterhouseCoopers S.A" (with register number 113 of the Institute of Certified Public Accountants of Greece (SOEL)), for the statutory audit of the Company's Financial Statements for the fiscal year 2019, for a fee of.....

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

**ITEM 6:** Approval of the remuneration and fees paid to the BoD members for the fiscal year 2018, and pre-approval of payment of their respective remuneration and fees for the fiscal year 2019 according to article 109, paragraph 1 of Law 4548/2018.

Required Quorum: 20% of the share capital	Required majority: 50% + 1 of the votes represented
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By resolution number 12/05-06-2019, 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 2018, and
- b) to pre-approve, in accordance with article 109, par 1 of Law 4548/2018, the respective remuneration and fees of the BoD members for the fiscal year 2019.

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 2018 to the BoD members, of total gross amount € 649,392.61, as stated in the Annual Financial Statements of the fiscal year 2018 and concern in detail:

- BoD members total compensation,

- Payment of social security charges corresponding to the above compensations,
  - Total salary payments (based on employment contracts approved by the 2017 Ordinary General Assembly between the company and the members of the BoD Members FU Chengqiu and Liagkos Athanasios);
  - Ancillary benefits to BoD members.
- Shareholders representing .....votes vote against and shareholders representing .....votes abstain from the vote.

**b)** Pre-approves, by.....votes, i.e. by a majority of .....% of the votes represented in the General Assembly, in accordance with article 109, par 1 of Law 4548/2018:

- an annual gross compensation of € 40,000.00 for each BoD member for the fiscal year 2019, equal to the annual gross compensation of fiscal year;
  - payment of social security charges corresponding to BoD members compensations for the year 2019;
  - Total salary remuneration (based on employment contracts between the company and the BoD members FU Chengqiu and Liagkos Athanasios), equal to the total salary remuneration of fiscal year 2018;
  - Ancillary benefits for BoD members at the same level as 2018.
- Shareholders representing .....votes vote against and shareholders representing .....votes abstain from the vote.

**ITEM 7:** Approval of the Company’s Remuneration Policy according to article 110 par. 2 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 13/05-06-2019, the BoD proposes to the General Assembly to approve, in accordance with article 110, par 2 of Law 4548/2018, the following Remuneration Policy for the members of the BoD of the Company.

**Preamble**

1. Following consultation, the Board of Directors submits for approval to the General Assembly of Shareholders the present Remuneration Policy for the members of the Board of Directors, according to the provisions of article 110 par.2 of Law 4548/2018, as in force.
2. The vote of Shareholders with respect to the approval or non-approval of the present policy is binding and the maximum period of the validity of the policy cannot exceed four (4) years following its approval by the General Assembly. The Company is obliged to submit the policy for re-approval by the General Assembly each time a material change occurs in the circumstances the preparation of the policy was based on, and in any case every four (4) years following its approval by the General Assembly.
3. The Board of Directors considers that the present policy is fair and reasonable with regards to the state of remuneration of all PPA S.A. employees, as well as compatible with the business strategy, the long-term objectives and sustainability of the Company.

## **Remuneration components**

The total remuneration of the members of the BoD of the Company can be the sum of the following components:

### **(i) Fixed components**

The fixed remuneration of the members of the BoD of the Company can be the sum of the following fixed components:

- i. Fixed fee received by all members of the BoD for their participation to the Board and to the Board Committees, as approved each time by the General Assembly of Shareholders, following respective recommendation of the Board of Directors.
- ii. Gross salary (i.e. the aggregate amount received on a regular basis prior to any deductions such as employee pension contribution, personal income tax and social contribution tax) received only by members of the BoD under an employment contract, in accordance with the average market level for similar offices and positions. The employment contracts of such members of the BoD are contracts of indefinite duration. In case of termination of the employment contract of a member of the BoD at the initiative of the Company, indemnity is paid, as provided in the relevant contractual provision and the Greek labour law, with no extra pay-outs. Such employment contracts do not provide the return of any remuneration already paid.
- iii. Health insurance program, received by all members of the BoD (offered also to all employees of the Company). This benefit may at any time be recalled or amended at the Company's discretion.
- iv. Company car, mobile phone, laptop, received only by members of the BoD under an employment relationship. This benefit may at any time be recalled or amended at the Company's discretion.

### **(ii) Variable components**

As reward and recognition of any members' of the BoD contribution to the attainment of outstanding financial results which lead to simultaneous increase of the shareholder value, a variable additional compensation for such members of the BoD can be approved by the General Assembly of Shareholders, following respective recommendation of the Board of Directors.

No particular incentive scheme is actually in place for the implementation of the above variable compensation. In case such a scheme is required in the future, the present policy shall be amended accordingly.

After voting, the General Assembly:

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