

## **RULES OF OPERATION OF THE EXECUTIVE COMMITTEE**

**TABLE OF ISSUES**

<b>Decision of the BoD</b>	<b>ISSUE NUMBER/EFFECTIVE DATE</b>
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21771/22.05.2024	Issue 02/22.05.2024
21890/13.11.2024	Issue 03/13.11.2024

**TABLE OF CONTENTS**

<b>1. PURPOSE .....</b>	<b>3</b>
<b>2. COMPOSITION AND TERM OF OFFICE OF COMMITTEE MEMBERS.....</b>	<b>4</b>
<b>3. DUTIES AND RESPONSIBILITIES .....</b>	<b>5</b>
<b>4. OPERATION .....</b>	<b>7</b>
<b>5. OTHER PROVISIONS .....</b>	<b>9</b>

## 1. PURPOSE

These Regulations specify the responsibilities and issues of operation and procedures of the Executive Committee (hereinafter referred to as the "**Committee**") of the company under the name "Water Supply and Sewerage Company of Athens SA" and the distinctive title "E.YD.A.P. S.A." or "E.YD.A.P." (hereinafter referred to as the "**Company**"), in accordance with the applicable legislation and the Articles of Association of the Company. The Committee is delegated specified powers or duties of the Board of Directors upon its decision.

## **2. COMPOSITION AND TERM OF OFFICE OF COMMITTEE MEMBERS**

(1) The Committee consists of the Chief Executive Officer, the Executive Director of Water Supply, the Executive Director of Sewerage, the Executive Director of Customer Service, the Executive Director of Human Resources, the Executive Director of Digital Governance, the Executive Director of Major Projects, the Executive Director of Transformation, the Director of Financial Activities and the Director of Supply Chain Activities (until the post of Executive Director of Financial Services and Supply Chain is filled). The Director of Legal Services will also attend the Executive Committee meetings in an advisory role, without the right to vote.

(2) Among the members of the Board of Directors, only the executive members may participate in the composition of the Executive Committee.

(3) The participation of an executive member of the Board of Directors in the Committee does not preclude the possibility of his participation in other committees of the Company, provided that this does not affect the proper performance of his duties as a member of the Committee.

(4) The Chief Executive Officer, who is responsible for scheduling and conducting the meetings, is appointed as the Chairman of the Committee. In case of absence or inability to attend, the Chairman of the Committee shall be replaced in his duties by a person determined on a case-by-case basis by the Chairman of the Committee.

(5) The term of office of the members of the Committee who are members of the Board of Directors coincides with their term of office as members of the Board of Directors. The term of office of the rest of the members of the Committee shall be fixed for as long as they retain their status as Executive Director.

(6) In the event of resignation or otherwise loss of membership of the Committee member or members, the Board of Directors appoint, on the recommendation of the Chief Executive Officer, a replacement for the remainder of the term of office of the member or members being replaced.

### 3. DUTIES AND RESPONSIBILITIES

(1) In fulfilling its duties, the Committee takes into account the decisions of the Board of Directors delegating to it specific powers or responsibilities of the Board of Directors, the legal and regulatory framework, the financial situation, the business strategy, the long-term interests and viability of the Company, as well as other parameters that it deems necessary to take into account.

(2) Specifically, the following are defined as the duties of the Committee by delegation from the Board of Directors:

1. The approval of procedures for the assignment of projects, studies, supplies and services with a budgeted value exceeding the approval limits of the Procurement and Projects Board provided for in the Projects, Studies & PTLEY and the Procurement & General Services Regulations up to the amount of 3.000.000€ for supplies and services and up to the amount of 5.000.000 euros for projects and studies carried out in accordance with the Law 4412/2016 and/or the relevant Regulations of EYDAP SA and the rest of the Regulatory Framework.
2. The award of the result of the tendering procedures in accordance with the above point 1. The Minutes of the Tender Committees, including the declaration of the "temporary contractor", in the cases of tender procedures conducted in accordance with Law 4412/2016 and/or the relevant Regulations of EYDAP SA and the rest of the Regulatory Framework, in accordance with point 1 above, will be approved by the CEO.
3. Updating the Board of Directors of EYDAP SA each month with an aggregated summary table for the authority delegated under point 2 above, accompanied by the minutes of the meetings.
4. Monitoring the execution of the investment program and the procurement program, which will be approved by the Board of Directors on the recommendation of the CEO
5. The evaluation and preparation of a quarterly report on the progress of budget implementation, which is approved by the Board of Directors on the recommendation of the CEO
6. The presentation every six months by the Division of Regulatory Compliance of its activities.
7. The evaluation of the achievement of the objectives set by the Management
8. Monitoring the proper compliance with the approved Policies, which are approved by the Board of Directors
9. The amendment of the Revenue and Customer Claims Management Policy on minor issues that do not impose a financial burden on the Company.
10. Monitoring the implementation of KPI's, ESG criteria and Corporate Transformation.
11. To provide a consensus on the performance appraisal system for EADAP staff, which will be approved by the Board of Directors on the recommendation of the Executive Committee

12. The approval of the reallocation of expenditure and the inclusion of amounts above the amount for which the Procurement and Works Council is responsible and up to the amount of 3.000.000,00€ for Procurement and General Services
13. Decision to lease real estate up to EUR 500.000,00 per year per establishment
14. Evaluation of proposals for the sale of properties owned by the company
15. Any other powers that the Board of Directors may delegate to it by decision.
16. The granting of differences in health care costs to insured persons of Hellenic Health Insurance Fund SA in excess of the amount of 150.000,00€ per insured person (the authority up to the amount of 150.000,00€ has been delegated to the CEO by the Board of Directors' Decision no. 20385/4.9.2024).
17. The transfer of insured persons to the Health Care of EYDAP S.A. abroad for the granting of corresponding expenses in excess of 150.000,00€ per insured person (the authority up to the amount of 150.000 Euros has been delegated to the CEO by Board Decision No. 20385/4.9.2024).
18. The approval of the declaration of compulsory expropriation, in accordance with the current legal framework (Law 2882/2001, Law 1068/1980, Law 2744/1999, etc.).
19. In particular and exceptionally, the taking of an emergency decision on urgent matters of current management for the purpose of the continuation of the uninterrupted operation of the Company.
20. Any other authority that the Board of Directors may delegate to it by resolution.
  - The CEO of EYDAP SA, irrespective of the duties and responsibilities assigned to the Executive Committee, may, at his discretion, submit to the Board of Directors of EYDAP SA for a relevant decision, any issue of the Executive Committee's competence that he considers of major importance.

The CEO of EYDAP SA, in addition to the duties and responsibilities assigned to the Executive Committee, may, at his discretion, submit to the Executive Committee of EYDAP SA for a relevant decision, any issue of the Managing Director's competence that he considers of major importance.

#### 4. OPERATION

(1) The Committee shall be convened by its Chairman or, in his absence or inability to attend, by a person determined on a case-by-case basis by the President.

(2) The Commission shall meet regularly at least once (1) a month and as often as it deems necessary for the performance of its duties.

(3) In particular, the Chairman of the Commission reserves the right to call extraordinary meetings when the need arises to discuss important matters. The Commission shall meet at the invitation of its Chairman, who shall formulate and propose the items on the agenda. Any member of the Executive Committee reserves the right to request in writing to the Chairman of the Commission that a meeting be convened to discuss specific items.

(4) Notice of the convening of the Committee is given to the other members at least three (3) working days before the meeting or four (4) working days if the place of the meeting is not the registered office of the Company. The notice states the items on the agenda, the date, time and place of the meeting of the Committee. No invitation is required if all members are present on the day of the meeting and no member objects to the holding of the meeting.

(5) The meeting of the members of the Committee may be held either with the physical presence of the members of the Committee at the registered office of the Company or at any place convenient for the purpose of the meeting, or remotely by teleconference or in any other manner deemed appropriate. A member of the Committee may be represented by a single member upon specific authorization communicated to the Chairman of the Committee prior to the meeting.

(6) A quorum exists and a valid meeting of the Commission is held on the items on the agenda when more than half of its members are present or represented.

(7) Decisions of the Commission are taken by a majority of the members present or represented at the meeting. The Executive Director proposing the item for which he is responsible shall not take part in the vote. In the event of a tie, the Chairman has a double vote.

(8) The Committee may invite any executive member of the Company to its meetings whenever it is deemed appropriate and necessary.

(9) The Committee is assisted by a Secretary, who, in cooperation with the Chairman of the Committee, gathers the items, prepares the agenda and distributes it to the members of the Committee in a secure manner together with the information material at least three (3) working days before the meeting of the Committee. The relevant documents may also be circulated by e-mail. The Secretary also keeps the minutes of the meetings of the Commission, whether ordinary or extraordinary.

(10) The Commission keeps minutes for each meeting, in which the decisions taken, the attendees, the agreed actions and the persons responsible for implementation are recorded. In the case of decisions taken by a majority, the minutes must reflect the opinion of the minority. The Chairman of the Commission and all present members signs the minutes of meetings. The Chairman of the Commission is authorized to certify the minutes.

(11) The Company ensures that the Commission is provided with all the resources necessary for its proper functioning, including the possibility of requesting, when it deems appropriate, the assistance of a third qualified consultant in the performance of its duties.

(12) The Committee has full access to all data and documents of the Company, other than those of Compliance and Internal Audit, whether maintained electronically or not, and may consult with any other persons it deems useful to ensure that it has the information necessary for the performance of its duties. The information must be requested in compliance with the principles of the General Data Protection Regulation (EU) 2016/679, and on the basis of formulation of requests the principle of purpose limitation and the principle of proportionality ('data minimization'), according to which data should be appropriate, relevant and necessary for the intended processing purposes.

(13) The Committee reviews its Rules of Procedure on an annual basis and its Chairman makes a recommendation to the Board of Directors for any additions or revisions that he considers useful.



## **5. OTHER PROVISIONS**

The Rules of Procedure of the Executive Committee are approved by the Board of Directors of the Company and are published on the Company's website.

The Rules of Procedure of the Executive Committee are reviewed and amended exclusively by resolution of the Board of Directors, upon the recommendation of the CEO.

These Regulations are approved by the resolution of the Board of Directors of the Company dated 21890/13.11.2024 and are effective as of 13.11.2024.