

## INVITATION

To the Shareholders' Ordinary General Meeting of the

### **“ATHENS WATER SUPPLY & SEWERAGE COMPANY - EYDAP S.A.”**

Following the decision of the Board of Directors during its convention on June 3<sup>rd</sup> 2020, in accordance with the Law and the relevant article of the Company's Articles of Association, the Shareholders of our Company are invited to the Ordinary Shareholders' General Meeting on June 26<sup>th</sup> 2020, Friday, 11:00, at the headquarters of the Company, 156 Oropou Str., Galatsi, at the Environmental Program Hall to decide upon the following agenda:

#### A. AGENDA

1. Approval of the Individual and Consolidated Annual Financial Statements of EYDAP SA, in accordance with the International Accounting Standards and the International Financial Reporting Standards (IAS / IFRS) of fiscal year 2019, the Board of Directors' (BoD) Report and the Independent Auditors' Report of the Company.
  
2. Approval of dividend distribution concerning profits of the fiscal year 2019 to the Shareholders, as well as the determination of Shareholders entitled to receive the dividend and of the distribution date
  
3. Approval according to article 108 of Law 4548/2018 of the overall management of EYDAP SA by the Board of Directors and dismissal of the Auditors from any liability for compensation for the corporate year 01.01.2019 - 31.12.2019.
  
4. Approval of the Remuneration Policy of the EYDAP SA in accordance with articles 110 and 111 of Law 4548/2018
  
5. Approval of the remuneration paid to the Chairman of the Board, the CEO and Deputy CEO of EYDAP SA from the beginning of their term of office until 30.06.2020 and pre-approval of their remuneration for the period starting 01.07.2020 to 30.06.2021 according to article 109 par. 4 of Law 4548/2018.
  
6. Approval of the remuneration and expenses paid to Members of the Board, the Audit Committee Members, the Members of the Remuneration Committee and the Members of Innovation and Digital Transformation Committee of EYDAP SA from the beginning of their term of office until 30.06.2020 and pre-approval of their remuneration and expenses for the period from 01.07.2020 to 30.06.2021 according to article 109 par. 4 of Law 4548/2018.
  
7. Election of Audit Company and approval of remuneration for fiscal year 2020, regarding the audit of the annual financial statements, of the report of the Interim Condensed Financial Statements and for granting the Tax Certificate.

8. Amendment of the Articles of Association of EYDAP SA

9. Various announcements

### **B. RIGHT TO PARTICIPATE IN THE GENERAL MEETING**

Shareholders of the Company, who are registered in the Dematerialized Securities System, managed by "Hellenic Exchanges S.A." (HELEX) in which the shares of EYDAP S.A. are recorded, are qualified to participate in the Special Shareholders' Meeting.

Specifically, the capacity of Shareholder must be in force on the 21<sup>st</sup> of June, 2020, Sunday (Record Date) that is, on the commencement of the fifth (5<sup>th</sup>) day prior to the General Meeting of the 26<sup>th</sup> of June, 2020. According to the Law, only persons with the capacity of the Shareholder on the relevant Record Date are qualified to participate and vote.

The above record date also applies in the case of a postponement or a recurring session, provided that the postponement or the repeat session is not more than thirty (30) days from the record date. If this does not happen or if in the case of the Repeated General Meeting a new Invitation is published, according to the provisions of Article 130 of Law 4548/2018, the person having the shareholding capacity at the beginning of the third (3<sup>rd</sup>) day before the day of the postponed or the repeat General Meeting has the right to participate.

Proof of qualification as a shareholder may be provided by any legal means and in any case on the basis of information received by the Company from the central securities depository, according to L. 4659/2018. Each share represents the right of one vote and the vote procedures are open.

According to paragraph 2 of the thirty-third article of the Legislative Content Act (LCA) of 20.03.2020 (Government Gazette A '68), as ratified by Article 1 of Law 4683/2020 (Government Gazette A '83), in combination with article 125 of Law 4548/2018, the possibility of participation in the General Meeting from a distance real-time with audiovisual or other electronic means, without the physical presence of the shareholder at the venue is provided. For this reason, the General Meeting meets in a venue that has the appropriate technological equipment.

For the participation of the Shareholders (individuals) in the General Meeting remotely in real time with audiovisual or other electronic means, without their physical presence, their participation statement is required in writing or by sending an e-mail to [eydap-met@eydap.gr](mailto:eydap-met@eydap.gr) at least two (2) days before the date of the General Meeting, i.e. no later than 24<sup>th</sup> of June 2020, Wednesday, with proof of shareholders' capacity via any legal means and in any case based on information received by the Company from central repository of securities, according to L. 4659/2018. After proving their shareholder status, a unique password will be sent to an audiovisual platform (teleconferencing platform) for real-time connection to the General Meeting venue.

To exercise the said rights, it is not necessary to block the shares or follow any other similar process that may restrict the ability to sell and transfer shares in the period between the Record Date and the General Meeting.

### **C. EXERCISE OF VOTING RIGHTS BY PROXY**

The Shareholders may participate in the Shareholders' General Meeting and vote either in person or by proxy. Each Shareholder may appoint up to three (3) proxy holders. Legal entities participate in the General Meeting by appointing proxy holders.

The Shareholder may appoint a proxy for one or more General Meetings and for a certain period of time. The representative shall vote in accordance with the instructions of the Shareholder, if any, and shall be obliged to file the voting instructions for at least one (1) year from the date of the General Meeting or, in the event of its postponement, from the date of the last Repeated Meeting that used proxy. The non-compliance of the representative with the instructions he has received, does not affect the validity of the decisions of the General Meeting, even if the vote of the representative was decisive in achieving the majority.

Nevertheless, if a Shareholder owns shares of the Company which appears in more than one investor securities account, such limitation shall not prohibit the Shareholder from appointing different proxy holders for the shares in each account, in regard to the General Meeting. A proxy holder of more than one Shareholder may cast different votes for each Shareholder.

The Shareholder's representative is required to notify the Company before the start of the General Meeting, for any specific event that may be useful to shareholders to assess the risk of the fact that the proxy holder may serve interests, other than the interests of the Shareholder. For the purposes of this paragraph, a conflict of interest may arise, in particular where the proxy holder:

- a. Is a Shareholder exercising control over the Company or other legal entity or entity controlled by that Shareholder.
- b. Is a Member of the Board of Directors or in general a member of the Management of the Company or of Shareholder exercising control over the Company or other legal person or entity controlled by a Shareholder who is exercising control over the Company.
- c. Is an employee or auditor of the company or of shareholder exercising control over the company or other legal entity or entity controlled by a shareholder who is exercising control over the Company.
- d. Is a husband or relative of first degree with one of the persons of cases a to c.

The appointment and revocation or replacement of the spokesman or representative shall take place in writing or by electronic means, such as by e-mail, and shall be submitted to the Company at least forty eight (48) hours prior to the scheduled date of the Meeting, no later than Wednesday 24<sup>th</sup> of June 2020, 11.00 a.m.

For this purpose, the form that may be used by the Shareholder for the appointment of a proxy holder is available at the Company's website ([www.eydap.gr](http://www.eydap.gr)), and it will also be provided by the Shareholders Department. The aforementioned form, completed appropriately and signed by the Shareholder or the legal proxy holder of the Shareholder must be sent via fax (+30 210 214 44 37) or in the e-mail address [eydap-met@eydap.gr](mailto:eydap-met@eydap.gr), (article 28 par. 4 of Articles of Association) or submitted to the Shareholders Department of EYDAP S.A. (156, Oropou St., Galatsi).

Especially, for the participation of the Shareholders via proxy in the General Meeting, in real-time, remotely through audiovisual or other electronic means, without their physical presence, they may appoint up to one (1) representative, for whom the participation statement is required in hard copy or via e-mail to [eydap-met@eydap.gr](mailto:eydap-met@eydap.gr) at least two (2) days before the date of the meeting of the General Meeting, i.e. no later than Wednesday 24<sup>th</sup> of June 2020, with the proof of the shareholder capacity that can be done with any means and in any case on the basis of information that the Company receives from the central securities depository, according to L. 4659/2018. After the proof of their shareholding capacity, a unique code of entry in an audiovisual platform will be sent to the shareholder's proxy, for a real-time connection to the venue of the General Meeting.

In case of non-compliance with the provisions of Article 128, paragraph 4 of Law 4548/2018, the Shareholder participates in the General Meeting, unless the General Meeting refuses this participation for a significant reason justifying its refusal.

#### **D. VOTING RIGHTS OF THE MINORITY SHAREHOLDERS**

1. At the request of Shareholders representing at least one twentieth (1/20) of the paid-up share capital, the BoD is obliged to register in the Agenda of the General Meeting, which has already been convened, additional issues, if the relevant application is submitted to BoD at least fifteen (15) days before the General Meeting, until Thursday 11<sup>th</sup> of June 2020. Additional issues must be published or communicated, under the responsibility of the BoD, according to article 122 of Law 4548/2018, at least seven (7) days before the General Meeting. The application for registration of additional issues in the Agenda is accompanied by a justification or a draft decision for approval in the General Meeting and the revised Agenda is published in the same way as the previous Agenda, thirteen (13) days before the date of the General Assembly, until Saturday 13<sup>th</sup> of June 2020, while at the same time it is made available to the Shareholders on the Company's website ([www.eydap.gr](http://www.eydap.gr)), together with the justification or the draft decision submitted by the Shareholders in par. 4 of Article 123 of Law. 4548/2018. If these issues are not published, the applicant Shareholders are entitled to request the postponement of the General Meeting, in accordance with paragraph 5 of Article 141 of Law 4548/2018 and to proceed with the publication themselves, as defined in the second paragraph of this paragraph, at the expense of the Company.

2. Shareholders representing one-twentieth (1/20) of the paid-up capital shall have the right to submit draft decisions on matters included in the original or any revised General Meeting. The application must be submitted to the Board of Directors at least seven (7) days before the date of the General Meeting, by Friday 19<sup>th</sup> of June 2020, and the draft decisions are made available to the Shareholders at least six (6) days in advance from the date of the General Meeting.
3. At the request of a Shareholder or Shareholders representing one-twentieth (1/20) of the paid-up share capital, the Chairman of the Assembly is obliged to postpone decisions only once by the General Assembly, regular or extraordinary, on all or certain issues setting a date for the continuation of the Meeting, the one set out in the application of the Shareholders, which, however, cannot be more than twenty (20) days from the date of postponement. The postponement of the General Meeting is a continuation of the previous one and the repetition of the publication of the Invitation of the Shareholders is not required. New Shareholders may also attend this Meeting in accordance with the relevant participation requirements.
4. At the request of any Shareholder submitted to the Company at least five (5) full days before the General Meeting, by Saturday 20<sup>th</sup> of June 2020, the BoD is obliged to provide the General Meeting with the required specific information on the cases of the Company, to the extent that they are useful for the actual assessment of the issues of the Agenda. The BoD may respond unanimously to applications from shareholders with the same content. There is no obligation to provide information when the relevant information is already available on the Company's website, especially in the form of questions and answers. The BoDs may refuse to provide information on substantive grounds, which shall be recorded in the minutes. Such a reason may be the representation of the applicant Shareholders in the BoD, in accordance with Articles 79 or 80 of Law 4548/2018.
5. 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 Meeting, until Saturday 20<sup>th</sup> of June 2020, the BoD is obliged to provide the General Meeting with information on the progress of the corporate affairs and the assets of the Company. The BoD may refuse to provide information on substantive grounds, which shall be recorded in the minutes. Such reason may be the representation of the applicant Shareholders in the BoD, in accordance with Articles 79 or 80 of Law 4548/2018, provided that the relevant members of the BoD have received the relevant information adequately.
6. At the request of Shareholders representing one twentieth (1/20) of the paid up share capital, voting on an issue or issues on the agenda shall be done by open vote.

In all the cases of this article, the requesting Shareholders must provide proof of their qualification as Shareholders except in the case of paragraph 4 of part D, as well as the number of shares held by them at the moment of the exercise of the relevant right, via legal means.

#### **E. AVAILABLE DOCUMENTS & INFORMATION**

Information and relevant documents provided in article 123, par. 3 & 4 of Codified Law 4548/2018 shall be available on the Company's website ([www.eydap.gr](http://www.eydap.gr)) and in printed form at the Shareholders Department (156, Oropou Str, Galatsi).

For any further information please contact Mr. Cristos Anterriotis, Shareholders Officer, tel. +30 210 21.44.479.

In case of lack of quorum at the above date, the shareholders are invited again, in accordance with Article 130, paragraph 2, section c of the Codified Law 4548/2018, in the Repeated Extraordinary Shareholders' General Meeting, at the headquarters of the Company, 156 Oropou Str., Galatsi, Environmental Program Hall, on July 7<sup>th</sup> 2020, Tuesday at 11.00, with the same agenda.

In the Repeated Shareholders' General Meeting, the Shareholders of the Company that are entitled to participate and vote, are those who are registered at the shareholders registry of EYDAP SA, which is kept electronically in the company "Hellenic Exchanges S.A. Holding, Clearing, Settlement & Registry "(HELEX) at the beginning of Sunday, June 21<sup>st</sup> 2020, (Record Date), which is the fifth (5<sup>th</sup>) day before the day of the initial meeting of the General Meeting of 26<sup>th</sup> of June 2020. The opportunity to participate remotely is also provided to the Repetitive General Meeting, as set out above. The proof of shareholding can be done by any legal means and however based on information received by the Company from the central securities depository, according to L. 4659/2018.

Galatsi, June 5<sup>th</sup> 2020

The Board of Directors