

## **INVITATION**

To the Shareholders' Extraordinary General Meeting of the

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

Following the decision of the Board of Directors during its convention on February 19<sup>th</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 Extraordinary Shareholders' General Meeting on March 20<sup>th</sup> 2020, Friday, 11:00, at the HELEXPO Conference Center, 39 Kifissias Avenue, Maroussi, Level E, Hall 3, to decide upon the following agenda:

#### **A. AGENDA**

- 1.** Election of Members of the BoD, by the majority shareholder, following the article 11 paragraph 2(c) and 7 of the Articles of Association of EYDAP S.A. and article 197 L. 4389/2016
- 2.** Election of Members of the Audit Committee of EYDAP SA, in accordance with article 44 of Law 4449/2017.
- 3.** 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 15<sup>th</sup> of March, 2020, Sunday (Record Date) that is, on the commencement of the fifth (5<sup>th</sup>) day prior to the General Meeting of the 20<sup>th</sup> of March, 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 recording 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 recording 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 postponement 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, if they provide

registry services or through registered and participants intermediates at the central securities depository in any other case.

The Articles of Association of EYDAP SA do not provide for procedures for the participation and exercise of voting rights in the General Assembly by correspondence or by electronic means.

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 Annual 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 up to three (3) persons as proxy holders. 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 any other legal entity or entity controlled by that Shareholder.
- b. Is a Member of the Board of Directors or in general the Management of the Company or 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 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 the 18<sup>th</sup> of March 2020, Wednesday.

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).

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. Upon application of the Shareholders that represent one twentieth (1/20) of the share capital, the BoD is obliged to add issues in the agenda, if the relevant application is at the disposal of the BoD at least fifteen (15) days before the General Meeting, that is Thursday 5<sup>th</sup> of March 2020. An application for inclusion of additional items on the Agenda is accompanied by a justification or a draft decision for approval by 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 Meeting, until Saturday, March 7<sup>th</sup>, 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 draft decision submitted by the Shareholders in accordance with the provisions of paragraph 4 of article 123 of Law 4548/2018.
2. Upon request by Shareholders representing at least one twentieth (1/20) of the paid-up share capital, the Board of Directors shall make available to the Shareholders at least six (6) days prior to the date of the General Meeting, that is until Saturday March 14<sup>th</sup>, 2020, draft decisions on issues included in the original or revised Agenda, if the relevant application is received by the Board of Directors at least seven (7) days before the date of the General Meeting, that is until Friday, 13<sup>th</sup> of March, 2020.
3. At the request of any Shareholder submitted to the Company at least five (5) full days before the General Meeting, that is until March 14<sup>th</sup>, 2020, Saturday the Board of Directors is obliged to provide the General Meeting with the required specific information on the Company's affairs, insofar as they are useful for the actual assessment of the items of the Agenda. Additionally, at the request of Shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors is obliged to announce to the General Meeting the amounts that during the last two years have been paid to each member of the Board of Directors or to the Company's Managers, as well as any provision to such persons by any cause or contract of the Company with them. The Board of Directors may refuse to provide the information for sufficient due cause, which shall be recorded in the minutes. The Board of Directors may respond in a single application to Shareholders with the same content. The obligation to provide information does not exist when the relevant information is already available on the Company's website, in particular in the form of questions and answers.

4. At the request of Shareholders representing one fifth (1/5) of the paid up share capital, which is submitted to the Company at least five (5) full days before the General Meeting, that is until March 14<sup>th</sup>, 2020, Saturday, the Board of Directors is required to provide the General Meeting with information on the course of corporate affairs and the Company's assets. The Board of Directors may refuse to provide the information for sufficient due cause, which shall be recorded in the minutes.

In all the cases of this article, the requesting Shareholders must provide proof of their qualification as Shareholders 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 Ordinary General Meeting, at the HELEXPO Conference Center, 39 Kifissias Avenue, Maroussi, Level E, Hall 3, on March 31<sup>st</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 S.A., that is kept electronically in the HELLENIC EXCHANGES -ATHENS STOCK EXCHANGE, at the beginning of Sunday, March 15<sup>th</sup>, 2020 (Record Date), that is the Fifth (5<sup>th</sup>) day before the originally dated General Meeting on March 20<sup>th</sup> 2020.

Demonstration of shareholder status can be done by any legal instrument and, however, based on information received by the Company from the central securities depository if it provides registry services or through the participants and registered intermediaries in the central securities repository in any other case.