

COMMENTS OF THE BoD OF EYDAP S.A.

ON THE AGENDA OF

THE EXTRAORDINARY SHAREHOLDERS' GENERAL MEETING OF EYDAP SA

On December 24th, 2020

(Article 123, Law 4548/2018)

- 1. Decision for the validation of the Board of Directors Decision of EYDAP SA of December 1st, 2021 for: a) the issuance of a license in accordance with article 100 par. 1 of Law 4548/2018 with a validity of six (6) months for the preparation of two (2) Contracts in accordance with the Drafts dated from 11/2021 (i) between the Greek State, EYDAP Fixed Assets LEPL and EYDAP SA in accordance with Law 2744/1999 and par. 2 of article one hundred and fourteen of Law 4812/2021, regarding the terms of renewal of the exclusive right to provide water supply and sewerage services that was granted to EYDAP SA until 31.12.2040 pursuant to par. 1 of the same as above article, (ii) between the Greek State, EYDAP Fixed Assets LEPL and EYDAP SA according to par. 4 of article one hundred and fourteen of Law 4812/2021, regarding the assignment to EYDAP SA of the operation and maintenance services of the External Water Supply System (EWSS) of the major area of the Capital for three (3) years, b) the approval of the two (2) Contracts between the Greek State, EYDAP Fixed Assets LEPL and EYDAP SA according to the Drafts dated from 11/2021 and c) the authorization of the Chief Executive Officer of EYDAP SA for the above Contracts signature with minor changes that do not financially burden EYDAP SA and do not change the contractual framework and risk allocation.**

During the 1424th meeting of December 1st, 2021, the Board of Directors of EYDAP SA took into account the following:

The Company now has by law and until 31.12.2040 the exclusive right to provide water supply and sewerage services, as well as the maintenance and operation of EWSS of the major area of the Capital for a period of three (3) years, which may be extended by agreement of the contractual parties.

The contracts for the above are part of a complete framework that closes definitively and the accumulated outstanding issues of the past arising from the Contract with the Greek State from 9.12.1999 and ensures the development course of the Company in the future.

Except for these contracts, this framework includes the regulation of institutional issues, such as the capacity of recovering the additional cost of 2013-2020, which is already provided in Law 4812/2021 and in the JMD Final Draft of the Ministers of Finance, Development and Investment, Environment and Energy and Infrastructure and Transport, the possibility of participation of EYDAP SA in PPP tenders as well as flexibilities in relation to the operation of the Company, parts of the framework which we hope will be regulated by law.

This framework is beneficial for all interested parties: EYDAP SA, the State, water consumers, employees of EYDAP SA and investors, as reflected in the "Presentation of Financial Results 2020" on April 8, 2021 which is posted on the Company's website.

The signing of these contracts is the result of long-lasting negotiations between the parties that we accelerated as a new Administration.

The content of the approved contractual texts has been discussed in several meetings by the Board of Directors of EYDAP SA. These contractual texts have incorporated the basic assumptions and parameters of all financial, technical and legal advisors of EYDAP SA as well as its executives.

The annual unit cost of raw water that will have to be paid by EYDAP SA to EYDAP Fixed Assets LEPL in the framework of the contract for the supply of raw water during the period 2021-2040, falls within the proposed by the independent consultants of EYDAP SA fair price range based on best practice. Given this, we consider that this transaction price is fair and reasonable from a financial point of view for the Shareholders of EYDAP SA.

Furthermore, according to the independent legal advisors of EYDAP SA, the signing of contracts between the Greek State, EYDAP Fixed Assets LEPL and EYDAP SA within the framework of the Draft Contracts will be legal, strong and binding for the parties, achieving a pre-agreed price for the supply of raw water for the entire period of the concession of the exclusive right to provide water supply and sewerage services to EYDAP SA.

As a result of the above contracts, according to the estimates resulting from the models of the Financial Analysis and Investment Relations Department, the Company will continue to be robust, depending of course on the future interpretations and decisions of the Water Regulator.

For the conclusion of the said contracts and due to the participation of the Greek State as a counterpart in the share capital of the Majority Shareholder of Hellenic Corporation of Assets and Participations SA (HCAP) at a percentage of 100%, it is deemed necessary to grant a license by the Board of Directors of EYDAP SA according to article 100 par. 1 of Law 4548/2018. In order to full safeguard the interests of all the Shareholders of the Company as well as of all the stakeholders, it was decided to ratify the said Decision of the Board of Directors by the General Meeting of Shareholders, which is called to decide on it at the Extraordinary Meeting of December 24th, 2021.

It is pointed out that according to article 101 par. 1 of Law 4548/2018 during the meeting of December 1st, 2021 the Board of Directors of EYDAP SA took into account, among other: a) the as per 24.11.2021 "Summary report of evaluation and opinion on the fair and reasonable Transaction Price in relation to the raw water supplied by EYDAP Fixed Assets LEPL to EYDAP during the period 12/10/2013-31/12/2020" and b) the 24.11.2021" Summary report of evaluation and opinion on the fair and reasonable Transaction Price in relation to the raw water that EYDAP Fixed Assets LEPL will supply EYDAP during the future period 2021-2040" of the independent sole shareholder Consulting Services Company "ERNST & YOUNG".

Due to the importance of the contractual texts to be approved for the operation and viability of EYDAP SA and in order to safeguard to the maximum the interests of the Company, in addition to the provisions of the law, the legal opinion of the law firm "Lampadarios and Associates" on 24.11.2021 was taken into account, on the subject: "Regulatory framework a) for the" settlement " of until 31.12.2020 both claims and debts of the Greek State and EYDAP and b) for the determination of the

price for the raw water available from the Greek State, in the context of the negotiation of the new contract between the Greek State, EYDAP Fixed Assets LEPL and EYDAP".

Taking into account the above, the Board of Directors of EYDAP SA, through the no. 20952 / 01.12.2021 (number of online upload: P2E446Ψ84Ψ-ΚΞΦ) decision, decided:

A. the issuance of a license in accordance with article 100 par. 1 of Law 4548/2018 with a validity of six (6) months for the preparation of two (2) Contracts:

(a) between the Greek State, EYDAP Fixed Assets LEPL and EYDAP SA in accordance with Law 2744/1999 and par. 2 of article one hundred and fourteen of Law 4812/2021, regarding the terms of renewal of the exclusive right to provide water supply and sewerage services granted to EYDAP SA until 31.12.2040 pursuant to par. 1 of the same article,

(b) between the Greek State, EYDAP Fixed Assets LEPL and EYDAP SA according to par. 4 of article one hundred and fourteen of Law 4812/2021, regarding the assignment to EYDAP SA of the operation and maintenance services of the External Water Supply System of the major area of the Capital for three (3) years.

B. The announcement of the issuance of a license on the website of the General Commercial Register (www.businessportal.gr), on the official website of EYDAP SA (www.eydap.gr) as well as on the website of the Athens Stock Exchange (www.athexgroup.gr) according to article 101 of Law 4548/2018, article 17 of Regulation (EU) no. 596/2014 of the European Parliament and of the Council of 16th April 2014 and paragraph 4.1.3.6 of the Athens Stock Exchange Regulations, as in force.

C. The approval of the two (2) Contracts between the Greek State, EYDAP Fixed Assets LEPL Company and EYDAP SA according to the 11/2021 Drafts.

D. The provision of authorization to the Chief Executive Officer of EYDAP SA, Mr. Charalambos Sachinis, for the signing of the above Contracts with minor changes that do not financially burden EYDAP SA and do not change the contractual framework and risk allocation.

With the same as above decision, the Board of Directors of EYDAP SA proposes to the Extraordinary General Meeting of Shareholders of EYDAP SA to ratify the no. 20952 / 01.12.2021 (number of online upload: P2E446Ψ84Ψ-ΚΞΦ) of its decision for: **a)** the issuance of a license in accordance with article 100 par. 1 of Law 4548/2018 with a validity of six (6) months for the preparation of two (2) Drafts **(i)** between the Greek State, EYDAP Fixed Assets LEPL and EYDAP SA in accordance with Law 2744/1999 and par. 2 of article one hundred and fourteen of Law 4812/2021, regarding the terms of renewal of the exclusive right to provide water supply and sewerage services granted to EYDAP SA until 31.12.2040 pursuant to par. 1 of the same article, **(ii)** between the Greek State, EYDAP Fixed Assets LEPL and EYDAP SA according to par. 4 of article one hundred and fourteen of Law 4812/2021, regarding the assignment to EYDAP SA of the operation and maintenance services of the External Water Supply System of the major area of the Capital for three (3) years, **b)** the approval of the two (2) Contracts between the Greek State, EYDAP Fixed Assets LEPL Company and EYDAP SA according to the as of 11/2021 Drafts and **c)** the authorization of the Chief Executive Officer of EYDAP SA for the signing of the above Contracts with minor changes that do not financially burden EYDAP SA and do not change the contractual framework and risk allocation.

It is pointed out that all the relevant information and documents (Draft Contracts, Board Decision, Reports of article 101 of Law 4548/2018, legal opinion) are posted on the official website of EYDAP SA (www.eydap.gr) in the section "Investor Relations" as material of the Extraordinary General Meeting of December 24th, 2021.

Finally, an excerpt from the minutes of the meeting of the Board of Directors of EYDAP SA for the subject of the granted license has been published on the website of the General Commercial Register (www.businessportal.gr), while the relevant announcement has been published on the official website of EYDAP SA (www.eydap.gr) as well as on the website of the Athens Stock Exchange (www.athexgroup.gr) according to article 101 of Law 4548/2018, article 17 of Regulation (EU) no. 596/2014 of the European Parliament and of the Council of 16 April 2014 and paragraph 4.1.3.6 of the Athens Stock Exchange Regulations, as in force.

2. Decision for the validation of the Decision of the Board of Directors of EYDAP SA of December 1st, 2021 regarding the approval of the amounts of the claims on both sides between the Greek State and EYDAP SA and in particular: a) the overdue debts of the Greek State to EYDAP SA from the execution of projects for the EWSS during the years 2019 and 2020 and from operating expenses made by EYDAP SA for the management, maintenance and supervision of good operation of EWSS during the period from 01.10.2013 until 31.12.2020 and b) the overdue debts of EYDAP SA to the Greek State consisting of the price of the supplied raw water during the period from 12.10.2013 until 31.12.2020, as the said amounts are specified in the JMD Final Draft of the Ministers, of Finance, of Development and Investment, of Environment and Energy and of Infrastructure and Transport, the counterbalance of the above requirements from both sides in accordance with par. 4 of the above JMD Final Draft and the resignation of EYDAP SA from any legal remedy and any other claim against the State and EYDAP Fixed Assets LEPL.

During the 1424th meeting of December 1st, 2021, the Board of Directors of EYDAP SA, through the no. 20952/01.12.2021 (number of online upload: P2E446Ψ84Ψ-ΚΞΦ) of its decision, decided and proposes to the Extraordinary General Shareholders Meeting the approval of the amounts of the claims on both sides between the Greek State and the EYDAP SA and in particular: a) the overdue debts of the Greek State to EYDAP SA from the execution of projects for the EWSS during the years 2019 and 2020 and from operating expenses made by EYDAP SA for the management, maintenance and supervision of good operation of EWSS during the period from 01.10.2013 until 31.12.2020 and b) the overdue debts of EYDAP SA to the Greek State consisting of the price of the supplied raw water during the period from 12.10.2013 until 31.12.2020, as the said amounts are specified in the Final Draft of the Joint Ministerial Decision (J.M.D.) of the Ministers, of Finance, of Development and Investment, of Environment and Energy and of Infrastructure and Transport, the counterbalance of the above requirements from both sides in accordance with par. 4 of the above Final Draft of the J.M.D. and the resignation of EYDAP SA from any legal remedy and any other claim against the State and EYDAP Fixed Assets LEPL.

With the regulation of par. 6 of article one hundred and fourteen of Law 4812/2021 and the JMD issued by its authorization the financial differences on both sides from the contract of 9.12.1999 of EYDAP SA are settled with the Greek State, which was signed in execution of article 2 par. 2 of Law 2744/1999.

Specifically, according to the JMD Final Draft of the Ministers of Finance, Development and Investment, Environment and Energy and Infrastructure and Transport, the claims on both sides between the Greek State and EYDAP SA are identified as follows:

«We decide:

1. The determination of the price due by EYDAP SA for the quantities of raw water provided by the Greek State during the period from 12.10.2013 to 31.12.2020 in the total amount of € 346,707,891.90, analyzed into:

(a) amount € 171,451,252.91 for the period from 01.10.2013 to 31.05.2017, analyzed further by year as follows:

- **10,970,623.76** for the period from **01.10.2013** έως **31.12.2013**,
- **47,146,570.81** for the period from **01.01.2014** to **31.12.2014**,
- **47,466,738.30** for the period from **01.01.2015** to **31.12.2015**,
- **47,749,561.03** for the period from **01.01.2016** to **31.12.2016**,
- **18,117,759.01** for the period from **01.01.2017** to **31.05.2017**

and

(b) amount €175,256,638.99 for the period from 01.06.2017 to 31.12.2020, analyzed further by year as follows:

- **29,736,670.08** for the period from **01.06.2017** to **31.12.2017**
- **47,738,502.26** for the period from **01.01.2018** to **31.12.2018**
- **48,447,475.00** for the period from **01.01.2019** to **31.12.2019**
- **49,333,991.66** for the period from **01.01.2020** to **31.12.2020**

2. The determination of the debts of the Greek State to EYDAP SA for the period from 12.10.2013 until 31.12.2020 in the amount of € 189,516,694.76 from the following reasons:

(a) receivable of € 1,121,856.70 due to the execution by EYDAP SA of projects for the EWS by special order of the Ministry of Infrastructure and Transport during the years 2019 and 2020, further analyzed by year as follows:

- **754,133.75** for the period from **01.01.2019** to **31.12.2019**
- **367,722.95** for the period from **01.01.2020** to **31.12.2020**

and

(b) receivable of €188,394,838.06 which corresponds to the operating costs of EYDAP SA for the management, maintenance and supervision of good operation of E.W.S. during the period from 01.10.2013 until 31.12.2020, further analyzed by year as follows:

- **6,961,921.99** for the period from **01.10.2013** to **31.12.2013**
- **25,119,480.51** for the period from **01.01.2014** to **31.12.2014**
- **26,447,681.28** for the period from **01.01.2015** to **31.12.2015**
- **25,668,129.21** for the period from **01.01.2016** to **31.12.2016**
- **26,548,138.39** for the period from **01.01.2017** to **31.12.2017**
- **24,102,881.07** for the period from **01.01.2018** to **31.12.2018**
- **26,404,337.23** for the period from **01.01.2019** to **31.12.2019**
- **27,142,268.38** for the period from **01.01.2020** to **31.12.2020**

3. Determining, for the needs of balancing the losses of the internal water supply system, Partial Cost Recovery Rate of raw water for the aforementioned periods at a percentage of 75% of the total price of raw water with an obligation to take immediate necessary measures in accordance with 22.5.2017 (GG 1751 B '), with the final goal of covering its entire costs.

4. The counterbalance of the above claims on both sides between the Greek State and EYDAP and the payment by EYDAP of the balance, after the counterbalance, of the amount of € 157,191,197.14 to EYDAP Fixed Assets LEPL (LEPL) within sixty (60) days from the issuance of this. The counterbalanced amounts do not include any tax that burdens the individual counterbalanced receivables.

5. The amount payable of the above paragraph 4 will be collected and allocated by EYDAP Fixed Assets LEPL as a priority for new projects as well as the maintenance and operation of the infrastructure of the External Water Supply System to the high degree of reliability required for the water supply of the Major Capital Area, by the European Legislation (Directive 60/2000 EC as incorporated in the Greek legal order by Law 3199/2003). The amount payable according to the above will be settled with only supporting document of payment this decision and with the simultaneous resignation of EYDAP from any legal remedy and any other claim against the State and EYDAP Fixed Assets LEPL.

6. EYDAP may recover the amount payable of the above paragraph 4 within the period of validity of the contract of paragraph 2 of article one hundred and fourteen of Law 4812/2021 (110 A ') as operating costs that are part of its financial costs according to terms of articles 4 and 9 of the J.M.C. of Ministers of Interior, Economy and Development and Finance 135275 / 22.5.2017 (GG 1751 B '). "

In relation to the net debts of EYDAP SA to the Greek State for the period 2013-2020, amounting to € 157.2 million, the price of the transaction falls within the proposed by the independent consultants of EYDAP SA reasonable price range. Given this, we consider that the transaction price is fair and reasonable from a financial point of view for the Shareholders of EYDAP SA. In addition, taking into account that, according to paragraph 6 of the JMD Final Draft of the Ministers of Finance, Development and Investment, Environment and Energy and Infrastructure and Transport, EYDAP SA can recover the amount payable of € 157.2m within the period of validity of the contract of article one hundred and fourteen of Law 4812/2021, we consider that this fact contributes to the further positive evaluation of the Transaction Price, from a financial point of view, for the Shareholders of EYDAP SA.

It is highlighted again that during the meeting of December 1st, 2021, the Board of Directors of EYDAP SA took into account, among others, the as of 24.11.2021 "Summary report of evaluation and opinion on the fair and reasonable Transaction Price in relation to the raw water supplied by EYDAP Fixed Assets LEPL (LEPL) to EYDAP during the period 12/10/2013-31/12/2020» and from 24.11.2021 "Summary report of evaluation and opinion on the fair and reasonable Transaction Price in relation to the raw water that EYDAP Fixed Assets LEPL (LEPL) will supply EYDAP during the future period 2021-2040" of independent one shareholder Consulting Services Company "ERNST & YOUNG", as well as the as of 24.11.2021 Legal opinion of the law firm" Lampadariou and Associates "on the subject:" Regulatory framework a) for the "settlement" of the claims and debts of the Greek State and EYDAP on both sides until 31.12.2020 and b) for the determination of the price for the raw water available by the Greek State, in the context of the negotiation of the new contract between the Greek State, EYDAP Fixed Assets LEPL and EYDAP SA".

All relevant information and documents are posted on the official website of EYDAP SA (www.eydap.gr) in the section "Investor Relations" as material of the Extraordinary General Meeting of December 24th, 2021.

3. Redefining the type of the Audit Committee, the term, the number and the statuses of its Members according to article 44 paragraph 1 case b of Law 4449/2017, as amended by par. 4 of article 74 of Law. 4706/2020.

At the 1424th meeting of December 1st, 2021, the BoD of EYDAP SA, through the no. 20951/01.12.2021 (number of online upload: P2E446Ψ84Ψ-KΞΦ) decision, decided and proposes to the Extraordinary

General Shareholders Meeting of EYDAP SA the redefinition of the type of Audit Committee, the office terms, the number and the statuses of its Members due to the amendment of article 44 par. 1 par. b 'of Law 4449/2017 from par. 4 of article 74 of Law 4706/2020 and in accordance with the relevant guidelines of the Hellenic Capital Market Commission.

During the 37th regular meeting of the General Meeting of Shareholders of EYDAP SA, which took place on 26.6.2019 and specifically during the discussion and voting on num. 4 and 5 items of the agenda, Shareholders after finding the assistance of the conditions of article 3 of Law 3016/2002 as in force, decided by a majority a) the appointment of Mrs. Aikaterini Beritsi, Mr. Michael Stavroulakis and Mr. Alexandros Nasoufis as Independent Members of EYDAP SA and b) to form the Audit Committee of EYDAP SA from three (3) in number Members of the BoD with a term commensurate with their term as Members of the BoD, ie until 28.6.2024, as follows:

1. The Independent Non-Executive Member of the Board, Ms. Aikaterini Beritsi, was appointed Chairman of the Audit Committee.
2. The Independent Non-Executive Member of the Board, Mr. Michael Stavroulakis, was appointed Member of the Audit Committee.
3. The non-Executive Member of the Board, Mr. Alexandros Pouliasis, was appointed Member of the Audit Committee.

Furthermore, with the Decision of the Extraordinary General Meeting of Shareholders of EYDAP SA which took place on 15.5.2020 and in accordance with the provisions of article 197 par. 4 ed. b of Law 4389/2016, ie following a relevant proposal of the Minister of Finance to the Majority Shareholder HCAP SA, the non-Executive Member of the BoD of EYDAP SA, Mr. Alexandros Pouliasis was replaced by Mr. Christos Karaplis for the rest of his term, ie until 28.6.2024.

During the same extraordinary meeting, the General Assembly, after ascertaining the fulfillment of the conditions of article 44 of Law 4449/2017, elected Mr. Christos Karaplis as a Member of the Audit Committee to replace Mr. Alexandros Pouliasis, with a commensurate term with his term as a Member of the BoD, ie until 28.6.2024.

It is noted that due to the amendment of article 11 of the Company's Articles of Association with the Decision of 26.6.2020 of the Ordinary General Meeting of Shareholders of EYDAP SA, the term of office of the Members of the BoD was determined for four years from five years, occupying the current Members of the BoD who had already been elected under article 11 par. 2 (c) of the Articles of Association. Therefore, termination of the term of office of the above mentioned persons as Members of the Board and as a Member of the Audit Committee was automatically appointed on 28.6.2023.

Following the above, after receiving the no. 20951/01.12.2021 (number of online upload: P2E446Ψ84Ψ-ΚΞΦ) of his decision, the BoD of EYDAP SA decided and proposes to the Extraordinary General Meeting of Shareholders the redefinition of the type of Audit Committee, the term, number and statuses of its Members in accordance with article 44 par. 1 par. b of Law 4449/2017 as amended by par. 4 of article 74 of Law 4706/2020 in order for the General Meeting:

A. To confirm, otherwise ratify, repeat and in any case maintain in force: i) the Decision of the 37th Ordinary General Meeting of Shareholders of EYDAP SA which took place on 26.6.2019 and ii) the Decision of the Extraordinary General Shareholders Meeting of EYDAP SA which took place on 15.5.2020, during which the type, the term, the number and the statuses of the Members of the Audit Committee of EYDAP SA were decided, at the same time validating the election of the existing Members of the Audit Committee.

B. In particular, to decide on the proposal of the BoD of EYDAP SA the Audit Committee is a committee of the BoD, consisting exclusively of non-Executive Members of its Board of Directors. The Members of the Committee to be three (3) in number, two (2) of which to have the status of Independent Non-Executive Member of the Board of Directors and one (1) of them to be a simple non-Executive Member. The term of office of the Audit Committee shall coincide with the term of office of the Members of the Board of Directors, which is four years, and the election of the existing Members of the Audit Committee shall be validated with a term expiring on 28.6.2023, extended until the expiration of the term the next Ordinary General Meeting is convened, i.e. until 30.9.2023 and in no case exceeding five years, as follows:

1. Ms. Aikaterini Beritsi, Independent Non-Executive Member of the Board.
2. Mr. Michael Stavroulakis, Independent Non-Executive Member of the Board.
3. Mr. Christos Karaplis, Non-Executive Member of the Board.

It is pointed out that the Decision of the 37th Ordinary General Meeting of Shareholders of EYDAP SA which took place on 26.6.2019 as well as the from 15.5.2020 decision of the Extraordinary General Meeting of Shareholders of EYDAP SA are posted on the official website of EYDAP SA (www.eydap.gr) in the section "Investor Relations" as material of each meeting respectively.

4. Various Announcements

Under this agenda item, fall all the announcements upon the topics that the BoD wishes to inform the Extraordinary General Meeting, but neither voting nor resolution are required.