



# **Nominations' Policy**

**16/07/2025**

**Policy Nominations  
of the Members of the Board of Directors of EYDAP**



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## **A. Introduction**

### **1. Institutional framework**

(1) Article 1 of Law 2744/1999 stipulated that the Public Company with the name "Athens Water Supply and Sewerage Company" (EYDAP) is governed by the provisions of Codified Law 2190/1920 on Public Companies and Law 2414/1996 (on the modernization of Public Enterprises and Organizations), as well as, in addition, by the provisions of (its original founding) Law 1068/1980, and is under the supervision of the Minister of Environment, Spatial Planning and Public Works.

(2) By law 5037/2023, the supervision of EYDAP was transferred to the Ministry of Environment and Energy, while the supervision of the provision of water services and urban waste management was assigned to the Regulatory Authority for Waste, Energy and Water (RAEWW). By article 64 of law 5045/2023, the shares of Superfund were transferred to the Greek State and the relevant rights of the State were jointly exercised by the Ministers of Finance and Environment and Energy.

(3) From a corporate law perspective, EYDAP is currently governed by the provisions of the Companies Act 4548/2018, the Corporate Governance Act 4706/2020, as well as by all stock market legislation (Regulation (EU) 596/2014, Law 4443/2016, Law 3556/2007, etc.) and the decisions and directives of the Capital Market Commission, by which it is supervised.

(4) According to the Articles of Association of the company (article 11) the Company is managed by the Board of Directors, the number of whose members is redundant and may not exceed thirteen (13) members or be less than seven (7) members. The General Meeting of Shareholders is competent to determine the number of members of the Board of Directors as well as to increase or decrease their number, always within the framework set by this paragraph. The Board of Directors is composed, as defined in the Articles of Association: (a) of two (2) representatives of the employees of the Company, (b) of two (2) members representing the minority shareholders, (c) of representatives of the majority shareholder elected by the General Meeting in accordance with the provisions of Law 4548/2018.

(5) This Nomination Policy takes into account the requirements that the Company must meet regarding the suitability of its Board of Directors members, the obligations established with regard to the Policy in accordance with Law 4706/2020 and Circular 60/2020 of the Capital Market Commission, the overall legislative framework governing the operation of the Company, its Operating Regulations, the Corporate Governance Code that it applies and its Articles of Association.

### **2. Purpose**

(1) The purpose of this Policy for the members of the Company's Board of Directors is to determine:

- i. the principles relating to the selection or replacement of the members of the Board

- of Directors and the renewal of the term of office of its existing members,
- ii. the criteria for assessing the suitability of the members of the Board of Directors, in particular with regard to their good character, reputation, sufficient knowledge, skills, independence of judgment and experience for the performance of the duties assigned to them,
- iii. diversity criteria for the selection of Board members,
- iv. **the criteria and selection process for the members of the Board of Directors, respecting the percentages for balanced gender representation on the Board of Directors in accordance with Law 4706/2020** as in force.

(2) H The policy aims to ensure quality staffing, effective operation and fulfillment of the role of the Board of Directors based on the overall strategy and medium- and long-term business objectives of the Company, with the aim of promoting corporate interests.

### **3. General principles**

- (1) The Company's Board of Directors has a sufficient number of members and an appropriate composition.
- (2) The Company seeks to staff the Board of Directors with individuals of good character and reputation and ensures that its Board members possess, individually and collectively, the skills and experience required based on the duties they undertake and their role on the Board, as well as sufficient time to perform their duties. To this end, the Policy takes into account the more specific description of the responsibilities of each Board member or his participation or not in committees, the nature of his duties (executive or non-executive Board member) and his characterization as an independent or non-Board member, as well as any specific incompatibilities or characteristics or contractual commitments related to the nature of the Company's activity and the Corporate Governance Code it applies.
- (3) When formulating the Policy, the size, internal organization, nature, scale and complexity of the Company's activities have been taken into account.

### **B. Definitions**

- (1) **Independence of judgment or independence of mind:** Standard of conduct during discussions and decision-making within the Board of Directors, which is required for each of its members, regardless of whether the member is an "independent non-executive member" according to article 9 of Law 4706/2020.
- (2) **Independence:** Freedom from conditions that prevent the board member from exercising his or her duties in an impartial manner.
- (3) **Objectivity:** The impartial attitude and mindset, which allows the Board member to

perform his work as he believes and not to compromise on its quality.

- (4) **Individual suitability** : The degree to which a person is considered to have, as a member of the Board of Directors, sufficient knowledge, skills, experience, independence of judgment, good character and good reputation to perform his duties as a member of the Company's Board of Directors, in accordance with the suitability criteria set out in the Policy.
- (5) **Board of Directors or BoD** : The Board of Directors of the Company.
- (6) **Company**: the Company with the name "Athens Water Supply and Sewerage Company Societe Anonyme" and the distinctive title "EYDAP."
- (7) **Substantial amendments**: Amendments that introduce deviations or that significantly change the content of the Policy, especially with regard to the general principles and criteria applied.
- (8) **Nomination Policy or Policy** : The set of principles and criteria that are applied at least during the selection, replacement and renewal of the term of office of the members of the Board of Directors, in the context of the assessment of individual and collective suitability.
- (9) **Collective suitability**: The suitability of the members of the Board of Directors as a whole.

### C. Individual suitability

(1) The individual suitability of the members of the Board of Directors is assessed in particular based on the criteria set out below. These criteria are general and apply to all members of the Board of Directors, regardless of their capacity as executive, non-executive or independent non-executive members.

(2) Specific impediments, obligations and conditions (such as, for example, article 3, paragraphs 4-6 of Law 4706/2020, article 44, paragraph 1 of Law 4449/2017 and article 11, paragraph 9 of the Articles of Association) apply regardless of the suitability criteria.

#### (3) Adequacy of knowledge and skills

i. The members of the Board of Directors have the required knowledge, skills and experience

for the performance of their duties in view of the role, the position and the prerequisites required by the Company for the position.

ii. The experience covers both practical and professional experience, as well as theoretical knowledge acquired:

iii. Theoretical knowledge: the level and type of education (field of study and specialization) is taken into account, especially if it is related to the Company's activities or other related fields.

- iv. Practical experience: covers the previous positions and type of employment held by the member, taking into account the length of time he/she has been in each position, the size of the entity in which he/she worked, the scale and complexity of the business activity, the responsibilities he/she exercised therein, the number of subordinates, the nature of the entity's activities, etc.
- v. In the context of the assessment of sufficient knowledge and skills, the following may be considered:
  - the role and duties of the position and the required skills,
  - the knowledge and skills acquired through education and training,
  - the practical and professional experience previously acquired, and
  - the knowledge and skills that have been acquired and are demonstrated by the professional behavior and development of the Board member.
- vi. The assessment is not limited to the member's academic qualifications or proof of a specific length of service. Instead, a thorough analysis of the member's experience and training is carried out.
- vii. The executive members of the Board of Directors may have acquired sufficient practical and professional experience, either by holding a position of responsibility or by engaging in business activity for a sufficient period of time.
- viii. The members of the Board of Directors are expected to be aware of and clearly understand the corporate governance arrangements of the Company, their respective roles and responsibilities, both as members of the Board of Directors and as members of its committees, and potential conflicts of interest. The candidates for the Board of Directors are also expected to be aware, to the extent possible, of the Company's culture, values and general strategy, among other things, before taking up the position.

#### **(4) Moral guarantees and reputation**

- i. Board members must be distinguished for their good reputation and ethics, which is mainly determined by honesty and integrity.
- ii. A member of the Board of Directors is presumed to be of good reputation, honesty and integrity, unless there are objective and proven reasons to suggest otherwise.
- iii. To assess the reputation, honesty and integrity of a candidate or current member of the Board of Directors, the Company conducts an investigation and, without prejudice to the legislation on the protection of personal data, may request information and relevant supporting documents for any final administrative and judicial decisions against him, in particular for violations and offenses related to his capacity as a member of the Board of Directors or to non-compliance with provisions of the legislation of the Capital Market

Commission or in general with financial crimes.

- iv. Without prejudice to the provisions of article 3, paragraphs 4-5 of Law 4706/2020, for this assessment, the relevance of the offense or measure to the role of the member, the seriousness of the offense or measure, the general circumstances, including mitigating factors, the role of the person involved, the penalty imposed, the stage reached by the legal proceedings and any remedial measures implemented, the time that has elapsed and the person's behavior after the violation or offense may be taken into account.
- v. The Company may also take into account during the evaluation any decision to exclude the candidate member of the Board of Directors from acting as a member of the Board of Directors, which has been issued by any competent authority.

#### **(5) Conflict of interest**

- i. The Company has a Conflict of Interest Policy, in accordance with par. 3, letter (g) of article 14 of Law 4706/2020, which includes, at least for the members of the Board of Directors, procedures for preventing conflicts of interest, measures for the disclosure and management of conflicts of interest and any cases and conditions under which, exceptionally, it would be acceptable for a member of the Board of Directors to have conflicting interests, provided that the member's interests are significantly limited or are subject to appropriate management.
- ii. All actual and potential conflicts of interest at the Board level are subject to adequate disclosure, discussion, documentation, decision-making and appropriate management (i.e. the necessary measures are taken to limit conflicts of interest).

#### **(6) Independence of judgment**

- i. Each member of the Board of Directors is ensured to act with independence of judgment. The absence of a conflict of interest does not mean that the member acts with independent judgment.
- ii. All members of the Board of Directors actively participate in meetings and make their own correct, objective and independent decisions in the performance of their duties.
- iii. When assessing the independence of judgment, consideration is given to whether all members of the Board of Directors have the necessary behavioral skills, which include, among others:
  - courage, conviction and fortitude to meaningfully evaluate and challenge the proposals or opinions of other members of the Board of Directors,
  - the ability to ask reasonable questions to the members of the Board of

Directors and in particular to its executive members and to exercise criticism, as well as

- the ability to resist the phenomenon of groupthink .

#### **(7) Independent non-executive members**

Taking into account the key role played by independent, within the meaning of Law 4706/2020, non-executive members of the Board of Directors in enhancing the effectiveness of its operation, the Company seeks and promotes the participation of the largest possible number of independent non-executive members in its Board of Directors.

#### **(8) Allowing sufficient time**

- i. All members of the Board of Directors are allocated the time required to perform their duties based on their position description, role and duties.
- ii. In order to determine the sufficiency of the time, the capacity and responsibilities assigned to the Board member, the number of his positions as a member on other Boards and the resulting capacities held by the said member simultaneously, as well as other professional or personal commitments and conditions, are taken into account. The number of positions that a Board member of the Company may hold concurrently may not exceed a total of five (5) Boards of Directors, of which participation in Boards of listed companies may not exceed three (3).
- iii. The Company informs each candidate member of the Board of Directors of the expected time required to devote to his duties and to the meetings of the Board of Directors and any other committees in which he participates as a member.

### **D. Collective suitability**

(1) The Board of Directors must be suitable for the exercise of its responsibilities and its composition contributes to the effective management of the Company and balanced decision-making.

(2) Board members must collectively be able to take appropriate decisions taking into account the business model, risk appetite, strategy and the markets in which the Company operates, to be able to effectively monitor and criticize the decisions of senior management and to possess the necessary skills to present their views.

(3) All areas of knowledge required for the Company's business activities must be covered by the Board collectively with sufficient experience and knowledge among its members. Therefore, the Company seeks to have a sufficient number of members with knowledge in each area, so as to enable discussion on the decisions to be taken.



(4) The composition of the Board of Directors should reflect the knowledge, skills and the experience required to exercise its responsibilities. This includes the requirement that the Board as a whole adequately understands the areas for which the members are collectively responsible, and has the necessary skills to exercise the management and supervision of the Company, including with regard to:

- its business activity and the main risks associated with it,
- the public utility sector,
- the water supply and water resources management, sewage and wastewater management sector,
- strategic planning and innovation,
- auditing or accounting and financial management,
- financial and non-financial reports,
- the sciences of all branches of engineering,
- compliance with the legislative and regulatory framework,
- understanding corporate governance issues,
- the ability to identify and manage risks,
- the impact of digital technology and information systems on its activity,
- adequate gender representation , and
- understanding of environmental, social and governance (ESG) issues

#### **E. Diversity Criteria**

(1) The Company promotes diversity in its Board of Directors, as it believes that:

- By bringing together a wide range of qualifications and skills when selecting Board members, a diversity of opinions and experiences is ensured, which can contribute to making sound decisions,
- Through diversity, it is possible to achieve maximum team effectiveness and performance, enhance innovation and cooperation between board members and with management.

(2) Therefore, the Company advocates that diversity in the Board of Directors is a necessary element for maintaining and enhancing its competitiveness, and in this context, it promotes an appropriate level of diversification in the Board of Directors and a diverse group of members.

(3) **The Company seeks balanced gender representation on the Board of Directors and ensures equal treatment and equal opportunities between the genders. The participation of the underrepresented gender on the Board of**

**Directors of the Company shall not fall short of thirty-three percent (33%) of all members of the Board of Directors. When three (3) or more executive members participate in the Board of Directors, the above percentage of thirty-three percent (33%) includes at least one (1) executive member of the underrepresented gender. In the event of a fraction, the above percentages are rounded to the nearest whole number.**

(4) The Company seeks to ensure equal treatment and equal opportunities between the sexes, in addition to the selection of Board members and the provision of training to Board members. It also ensures that there is no exclusion due to discrimination based on sex, race, color, ethnic or social origin, religion or belief, property, birth, disability, age or sexual orientation.

#### **F. Evaluation of eligibility criteria**

(1) The Company has the primary responsibility for identifying gaps in terms of collective suitability. To this end, the Board of Directors conducts an annual self-assessment and periodically assigns this assessment to third-party specialized consultants.

(2) The assessment of individual and collective suitability is taken into account when selecting, renewing the term of office and replacing a Board member.

(3) **The criteria and procedure for selecting members of the Board of Directors, while respecting the percentages for balanced gender representation, are determined before the start of the selection process and cover all stages of it, so that, in the event that the required percentage is not met, it is ensured that among candidates who possess the same qualifications in terms of competence, abilities and professional performance, priority is given to the candidacy of an individual of the underrepresented gender, unless exceptional reasons that are specifically justified, dictate the selection of the candidate of the other gender.**

**The candidate who was examined during the selection process for appointment or election as a member of the Board of Directors, receives, within twenty (20) days, upon request addressed to the Company, detailed information regarding:**

**a) the evaluation criteria on which the specific selection was based,**  
**b) the objective, comparative evaluation of the candidates resulting from the application of the criteria in paragraph a) and**  
**c) the special reasons that led to the exceptional selection of the candidate of the non-underrepresented gender, if such a case exists.**

(4) The Remuneration and Nomination Committee monitors on an ongoing basis the suitability of the members of the Board of Directors, in particular to identify, in the light of any relevant new event, cases in which its reassessment is deemed necessary.

(5) Reassessment of suitability shall be carried out, in particular, in the following cases:

- i. in case of a significant impact of an event or situation on the reputation of a board member, and

- ii. in any event that may significantly affect the suitability of a member of the Board of Directors, including cases in which members do not comply with the Company's Conflict of Interest Policy.

(6) The Remuneration and Nomination Committee records the results of the suitability assessment, and in particular any weaknesses identified between the predicted and actual individual and collective suitability, as well as the necessary corrective measures.

(7) In the event that the Remuneration and Nomination Committee determines that a member of the Board of Directors has ceased to meet one or more of the eligibility criteria, based on the Policy, for reasons that this person could not have prevented even with the utmost diligence, the Company's Board of Directors shall immediately terminate and replace him within three (3) months.

#### **G. Succession of Board members**

(1) Succession planning of the members of the Board of Directors is an ongoing and dynamic process, the primary objective of which is to ensure the smooth succession of the members of the Company's Board of Directors and the continuity in making administrative decisions through the maintenance of smooth conditions in the Company.

(2) The Board of Directors ensures the Company has an appropriate succession plan in place, for the smooth continuation of the management of its affairs and decision-making following planned or unforeseen departures of Board members, in particular: executive and committee members with the assistance of the Remuneration and Nominations Committee.

#### **H. Implementation, monitoring and amendment of the Policy – Submission of the special report of article 3C of Law 4706/2020**

(1) The Remuneration and Nomination Committee, the Internal Audit unit, as well as organizational units with a related purpose (such as Human Resources and/or Regulatory Compliance and/or the Legal Service), can provide effective contribution in the formulation and monitoring of the implementation of the Policy.

(2) The Board of Directors, with the assistance of the Remuneration and Nomination Committee, monitors the implementation and effectiveness of the Policy and conducts a periodic evaluation of it at regular intervals or when significant events or changes occur. In order to monitor the implementation of the Policy, any findings of the Internal Audit Department and other relevant Departments of the Company are taken into account.

(3) The Company amends the Policy and reviews its design and implementation where appropriate, taking into account, among other things, the recommendations of the Remuneration and Nomination Committee, as well as the Internal Audit unit and

any other external bodies.

**(4) The Company prepares a special annual report that is posted on its website and which includes:**

**a) data on the application of the percentages of paragraph 3 of article 3 <sup>A</sup> of law 4706/2020, with reference to the number of executive and non-executive members of the Board of Directors who are persons of the underrepresented gender,**

**b) information on compliance with the obligation of paragraph 4 of article 3 <sup>A</sup> of Law 4706/2020, and**

**c) the measures implemented or to be taken to improve gender balance on the Board of Directors.**

**The above report is sent by September 30 <sup>of</sup> each year: a) to the Capital Market Commission, b) to the Department of Documentation, Research and Digital Support (Gender Equality Observatory) of the General Secretariat for Equality and Human Rights of the Ministry of Social Cohesion and Family and c) to the Ombudsman.**

## **I. Policy Approval**

**(1)** The Policy is approved by the Board of Directors, in accordance with article 3 par. 1 of Law 4706/2020 and is submitted for final approval to the General Assembly, in accordance with article 3 par. 3 of Law 4706/2020.

**(2)** Amendments to the Policy are approved by the Board of Directors and, if they are material, are submitted for approval to the General Assembly in accordance with article 3 par. 3 of Law 4706/2020.

**(3)** Documentation regarding the approval of the Policy and any amendments to it is kept in a file, which may be electronic.

**(4)** The Policy in force at any time is posted, updated, on the Company's website.