



Thessaloniki Water Supply & Sewerage Co. S.A.

Subject: Clarifications on the agenda of the Invitation for the Extraordinary General Meeting of the Shareholders of EYATH SA

EYATH SA, in accordance with the 049/2019 decision of the Board of Directors, decided the following procedures for the election of BoD members and Audit Committee during the Extraordinary General Meeting on 21/02/2019 after its postponement on 06/02/2019:

Concerning **the 1st issue (Election of the members of the Board of Directors in replacement of resigned members)**, the following procedure for the election of the members of the Board of Directors was decided:

Each shareholder shall be entitled to nominate and vote the members he prefers, regardless of the number of his/her shares. Candidates submit an oral candidature at the Extraordinary General Meeting to their proposal with the candidate's curriculum vitae and position, taking into account what is stated in the Articles of Incorporation and the relevant legislation on any impediments and incompatibilities. Especially in the case of a proposal of independent Members, they must explicitly declare that the candidates meet the conditions and the independence criteria of Law 3016/2002, as it stands.

The relevant documents will be examined by the Shareholders and Corporate Announcements Service during the General Assembly.

Each shareholder votes the Directors he/she wishes, irrespective of the number of shares he holds, and the candidates that will receive the highest number of votes, will be elected.

In particular, regarding independent non-executive members based on the Company's Articles of Incorporation, Law 3016/2002 and Law 4548/2018, the following are applicable: Independent non-executive members of the Board of Directors should not hold shares during their term of service to more than 0.5% of the share capital of the Company and to have no relationship of dependence with the Company or its affiliated persons.

Relationship dependency exists when a member of the board of directors:

- a. He/She maintains a business or other business relationship with the Company or an affiliated company under International Accounting Standard 24, which by its nature affects its business activity, in particular when it is a major supplier or customer of the Company.
- b. He/She is Chairman of the Board of Directors or Executive Director of the Company, and whether it has the above qualities or is an executive member of the board of directors of a company affiliated with the Company in accordance with International Accounting Standard 24 or maintains an employment relationship or a paid mandate with the Company or its affiliated companies.



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c. He/She has an affiliation up to the second degree or is a spouse of an executive member of the board of directors or a manager or shareholder holding the majority of the share capital of the Company or an affiliated undertaking under International Accounting Standard 24.

d. Has been appointed in accordance with article no. 79 par. 1 of law 4548/2018.

Concerning **the 2nd issue (appointment of the Audit Committee according to article 44 of law 4449/2017, as in force)** the following procedure for the election of members of the Audit Committee was decided:

Each shareholder shall be entitled to nominate and vote the members he prefers, regardless of the number of his shares. The nominees present at the Extraordinary General Meeting, orally, their proposal with the candidate's curriculum vitae and position, taking into account the provisions of the articles of association and the relevant legislation regarding any impediments and incompatible responsibilities as well as the requirements of article 44 of Law 4449/2017.

Especially in the case of a proposal of independent Members, the shareholders **should explicitly declare that the candidates meet the conditions and criteria of independence of Law 3016/2002 as it stands and the requirements of article 44 of law 4449/2017**. The relevant documents will be examined by the Shareholders and Corporate Announcements Department during the General Assembly.

For more information, please contact the Shareholders and Corporate Announcements Department, 98 Tsimiski str, PO 546 22, Thessaloniki, Tel. +30 2310 966925, Fax: +30 2310 250642, e-mail: investors@eyath.gr