



**Companies Reg. No.: 41913/06/B/98/32**  
**General Commercial Reg. No.: 58240404000**  
**Investor and Corporate Announcements Office**  
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### **INVITATION**

of the shareholders of the «Thessaloniki Water Supply & Sewerage Co. S.A. » trading as «EYATH S.A» with Companies Reg. No.: 41913/06/B/98/32 and General Commercial Reg. No.: 58240404000, with headquarters in Thessaloniki, **on Annual General Assembly Meeting.**

According to the Law and the Company's Articles of Association and after the Decision of the Board of Directors, the Company Shareholders are invited in the Annual General Assembly on the **31st of May 2018, Thursday and at 11:00 a.m.**, in the Greek Central Securities Depository SA (formerly Thessaloniki Stock Exchange Centre), Katouni Street 16-18 in order to discuss and decide on the following daily agenda issues:

#### **A. DAILY AGENDA ISSUES**

**Issue 1:** Approval of the annual financial statements of the Company, Board of Director's Statements and Auditors' Audit reports for the 17<sup>th</sup> Fiscal Year (1-1-2017 to 31-12-2017).

**Issue 2:** Discharge of the members of the Board of Directors and Chartered Auditors from any liability, regarding the actions of the management of the 17<sup>th</sup> fiscal year (01.01.2017 – 31.12.2017).

**Issue 3:** Approval dividend distribution to the Company shareholders.

**Issue 4:** Approval of the election of members of the Board of Directors to replace resigned members.

**Issue 5:** Validating the election of Audit Committee members to replace resigned members.

**Issue 6:** Appointment of Audit Committee in accordance with Article 44 of Law 4449/2017 as in force.

**Issue 7:** Approval of remuneration and compensation paid to members of the Board during the fiscal year 2017 and pre-approve of the remuneration to the President and CEO, Board Members and Secretary during the fiscal year 2018.

**Issue 8:** Appointment of Chartered Auditors, for the statutory and tax audit of the year 2018 and approval of their fees.

**Issue 9:** Amendment of articles of the Company's Articles of Association and codification thereof, in order to comply with the provisions of the Codified Law 2190/20, as in force. The proposed articles of the Articles of Association to be amended are 1, 8, 13, 18, 26, 29, 30, 31, 35, 37, 43, 44, 45, 48, 54 and 56.

**Issue 10:** Various Announcements - Suggestions.

## **B. PARTICIPATION RIGHT & VOTE IN THE EXTRAORDINARY GENERAL ASSEMBLY**

According to the article 26 par. 2b of the L. 2190/1920, as in application after its amendment from the article 3 of the l. 3884/2010, the Company informs the shareholders for the following:

In the Annual General Assembly *has the right to participate* anyone appearing as a shareholder in the records of the Dematerialized Securities System managed by the Greek Stock Exchange S.A in which the Company's securities (shares) are kept. As proof of the shareholding right, submission of a relevant written affirmation by the above mentioned agency is accepted or alternatively with the direct electronic connection of the Company to the records of the responsible agency.

The *right as shareholder* must be current by 26.05.2018 (registration date), that is, at the beginning of the fifth (5<sup>th</sup>) day prior to the 31.05.2018 when the Annual General Assembly is held and the respective affirmation or electronic confirmation regarding the shareholder right must be submitted to the Company the latest by the 28.05.2018, that is, the third (3<sup>rd</sup>) day before the Annual General Assembly is held.

As far as the Company is concerned, only those who are shareholders on the date of registration can hold participation and voting rights.

In case of *non compliance* towards the provisions of article 28a E.L 2190/1920, any shareholder can only participate in the General Meeting upon Company permission.

It is noted that the practising of these rights (participation and voting) *does not require the binding of the beneficiary's shares* or any other similar procedure, which limits the option to sell or purchase shares during the time period between the date of registration and the date the General Meeting is held.

In the case of non quorum participation, cancellation or postponement, for the daily agenda issues, the shareholders are invited to:

**The A' Repetitive General Assembly on the 14/06/2018, Thursday** at 11.00 a.m., at the same place (the Greek Central Securities Depository SA), which are liable to attend and vote all the Shareholders which are registered in the shareholder's registry, during the beginning of the **10/06/2018** (registry date) or/and

**The B' Repetitive General Assembly on the 05/07/2018, Thursday** at 11.00 a.m., at the same place (the Greek Central Securities Depository SA), which are liable to attend and vote all the Shareholders which are registered in the shareholder's registry, during the beginning of the **01/07/2018** (registry date).

In case of repeated General Assembly, the relevant written certification or the electronic verification of shareholder status must be received by the Company, on receipt, no later than the third day prior to the General Meeting, ie until 11.06.2018 and 02.07.2018, respectively.

### **C. MINORITY SHAREHOLDER RIGHTS**

(a) By a shareholders application *representing one twentieth (1/20) of the deposited capital stock*, the Company Board of Directors is obliged to include *additional issues* in the daily agenda of the General Meeting, if the application has been received prior to the **16.05.2018** that is, fifteen (15) days at least prior to the Annual General Assembly.

The application for the registration of additional issues on the Daily Agenda *is accompanied by a justification or by a decision plan to be approved by the General Meeting* and the reviewed Daily Agenda is published in the same way as the previous Daily Agenda, **on the 18.05.2018**, that is, thirteen (13) days prior to the date the Regular General Meeting is held and at the same time, it is made available to shareholders on the Company webpage (see below), along with the justification or the submitted by shareholders decision plan in accordance with the provisions of article 27 par. 3, E.L. 2190/1920.

(b) By a shareholders application *representing one twentieth (1/20) of the deposited capital stock*, the Board of Directors *provides available to shareholders*, in accordance with the provisions of article 27, par. 3 of L 2190/1920, on the **25/05/2018**

at the latest, that is, six (6) days at least prior to the General Meeting, decision plans on issues included in the initial or reviewed daily agenda, if the said application is submitted to the Board of Directors ***until the 24/05/2018***, that is, seven (7) days at least prior to the date the General Meeting is held.

(c) Following an ***application submitted by any shareholder*** to the Company until the ***26/05/2018***, that is, five (5) full days at least prior to the General Meeting, the Board of Directors is obliged to provide the General Meeting with the required specific information on Company cases, to the extent they are useful for the actual assessment of the daily agenda issues.

The ***Board of Directors can refuse to provide information for sufficient cause***, which is mentioned in the minutes.

The ***Board of Directors can uniformly reply to shareholder applications of the same content***.

There is ***no obligation to provide information when the relevant information is already posted on the Company webpage***, especially in the form of questions and answers.

(d) Following an ***application submitted by shareholders representing one fifth (1/5) of the deposited capital stock***, submitted to the Company until the ***26/05/2018***, that is, five (5) full days at least prior to the Extraordinary General Assembly, the Board of Directors is obliged to ***provide the General Meeting with information on the course of Company cases and on the Company's financial status***.

***The Board of Directors can refuse to provide information for sufficient cause which is mentioned in the minutes.***

***Respective deadlines for the likely exercise of minority rights of shareholders are valid even in the case of Repetitive General Meetings.***

In all the ***above mentioned cases the applying shareholders are required to prove their shareholder status and the number of owned shares on the date their rights are exercised***. A confirmation document from the agency in which the securities are kept suffices as proof or the confirmation of the shareholding right with a direct electronic connection of the relevant agency and the Company.

#### **D. PROCEDURE FOR VOTING RIGHTS EXERCISE VIA REPRESENTATIVE - PROXY**

The shareholder participates in the **General Meeting** and votes either in person or via representative – proxy

**Each shareholder can** appoint up to three (3) representatives – proxies.

Legal persons **participate in the Meeting by appointing as representatives** up to *three (3) natural persons*.

However, should the shareholder hold Company shares which appear in more than one securities accounts, this limitation does not hinder the relevant shareholder to appoint different representatives for the shares appearing in each securities account in relation to the General Meeting. *A representative acting on behalf of more than one shareholder may vote on behalf of each shareholder separately.*

**The shareholder’s representative is obliged to announce to the Company**, before the General Meeting is held, any specific fact which may prove useful in assessing the risk that the representative will serve interests other than those of the represented shareholder.

**In this context, a conflict of interest may occur especially in the case where the representative:**

- a) is a shareholder who manages the Company or another legal person or entity controlled by this shareholder,
- b) is a member of the Board of Directors or in general, a member of the Company Management or a shareholder who practices control of the Company, or another legal person or entity controlled by a shareholder who practices control of the Company,
- c) is an employee or chartered auditor of the Company or a shareholder who practices control of the Company or another legal person or entity controlled by a shareholder , practicing control of the Company,
- d) is either a spouse or related to the first degree to one of the natural persons mentioned in the above cases (a) to (c).

The appointment and recall of a shareholder’s representative **must be done in written form and announced to the Company in the same way** at least three (3) days before the General Meeting is held (31.05.2018).

**The Company will make available** in its site ([www.eyath.gr](http://www.eyath.gr)) the form which can be used for the appointment of representative.

**This form** is to be filed in, signed and submitted by the shareholder to the Shareholder Services and Company Announcements Office at: Tsimiski 98, Thessaloniki, 546 22, 3<sup>rd</sup> floor,

office 33 or sent by fax to: +0030 2310 250642, at least three (3) days prior to the date of the Annual General Meeting.

**The beneficiary is called to care** for the confirmation of the successful sending of **the representative appointment form and the Company** has successfully received the form, by calling +0030 2310 286613.

**The Company's Article of Association does not provide for the possibility of General Meeting participation through electronic means, without the natural presence of the shareholders to the site where the Meeting is held or the long distance participation of shareholders.**

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

Information of article 27 par. 3, E.L. 2190/1920 including the invitation to the General Meeting, the printed appointment of representative and the decision plan for the daily agenda issues, as well as more thorough information regarding practicing minority rights of paragraphs 2, 2a, 4 and 5 article 39, of the L 2190/1920, are available in electronic form in the Company webpage [www.eyath.gr](http://www.eyath.gr).

The full document of decision plans and any likely documents required by article 27 par. 3, cases c' and d' of the L. 2190/1920 shall be available in printed form at the Shareholders Services and Company Announcements Office at: Tsimiski 98, Thessaloniki 546 22, 3<sup>rd</sup> floor, office 33 .

All the above mentioned documents as well as the present Invitation, the total number of existing shares today and minority rights (in total and per category) and the printed forms for voting via representative are available in electronic form on the Company webpage ([www.eyath.gr](http://www.eyath.gr)).

**The President and CEO**

**Ioannis N. Krestenitis**