



## **INVITATION**

**of the shareholders of the «Thessaloniki Water Supply & Sewerage Co. S.A.» trading as «EYATH S.A» with General Commercial Reg. No.: 58240404000, with headquarters in Thessaloniki, to Extraordinary General Assembly Meeting**

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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, **to Extraordinary General Assembly Meeting.**

According to the provisions set out below and consistent with the publicity rules under Articles 122 and 123 of Law 4548/2018, as currently in force and following the resolution of the Board of Directors taken in its meeting of 21<sup>st</sup> November, the Company Shareholders are invited in Extraordinary General Assembly on the **20<sup>th</sup> of December 2019, Friday at 11:00 a.m.**, at the company's Head Office in Thessaloniki, 127 Egnatia str, on the 7th floor, in order to discuss and decide on the following daily agenda issues:

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

**1<sup>st</sup> Issue:** Harmonization of the Company's Articles of Incorporation according to the provisions of Law 4548/2018.

**2<sup>nd</sup> Issue:** Approval of Remuneration Policy of Board Members and Board of Directors

According to article 121 par. 4 of law 4548/2018, the Company informs the shareholders about the following:

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

In The General Meeting has the right to participate anyone appearing as a shareholder in the Dematerialized Securities System (DSS) records managed by Hellenic Exchanges SA (HELEX), in which the Company's securities (shares) are held. As proof of the shareholding right, may be evidenced by any legal instrument, however, on the basis of information received from the Central Securities Depository, provided it provides registry services or through the participants and registered intermediaries in the CSD in any other case. The shareholder status must exist on **15.12.2019** (record date), ie on the commencement of the fifth (5th) day prior to the date of the General Meeting of 20.12.2019, as provided by art. 124 par. 6 of Law 4548/2018.

As far as the Company is concerned, only those who are shareholders on the date of registration can hold participation and voting rights. The above recording date shall also apply in the case of postponement or repetition, provided that the postponement or repetition is not 30 days from the date of recording. If this is not the case or if in the case of the repeat general meeting a new invitation is published, the shareholder shall take part in the general meeting at the beginning of the third day before the day of the postponement or the repeat general meeting.

In the General Meeting may be represented, without the right to vote, the Company's Supervisor, the Minister, or his authorized representative in writing.

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 09/01/2020, Thursday** at 11.00 a.m., at the same place (at the company's Head Office in Thessaloniki, 127 Egnatia str, on the 7th floor), which are liable to attend and vote all the Shareholders which are registered in the shareholder's registry, during the beginning of the **15.12.2019** (registry date).

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

(1) At the request of shareholders, representing one twentieth (1/20) of deposited capital stock, the Board of Directors is obliged to convene an ordinary general meeting of shareholders, appointing a meeting date, which shall not be more than forty-five (45) days from the date of receipt of the application to the chairman of the Board of Directors. The application contains the subject of the Daily Agenda. If no General Meeting is convened by the Board of Directors within twenty (20) days from the service of the relevant application, the convocation shall be carried out by the applicant shareholders at the company's expense, by a court order issued in the interim proceedings. This decision defines the place and time of the meeting as well as the agenda. The decision is not challenged by legal remedies. The Board of Directors shall convene the general meeting in accordance with the general provisions.

(2) At the request of shareholders representing one twentieth (1/20) of the deposited share capital, the Board of Directors is obliged to include additional issues on the agenda of the General Meeting already convened if the relevant application is received by the Board of Directors fifteen at least fifteen (15) days before the General Assembly. Additional issues must be published or disclosed, under the responsibility of the Board of Directors, in accordance with Article 122 of Law 4548/2018, at least seven (7) days prior to the General Meeting. 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 manner as the previous agenda thirteen (13) days prior to the General Meeting and at the same time it is made available to the shareholders on the Company's website together with the justification or the draft resolution submitted by the shareholders according to the provisions of Article 123 paragraph 4 of Law 4548/2018. If these matters are not published, the requesting shareholders shall be entitled to request the postponement of the general meeting in accordance with paragraph 5 and to make the publication themselves, as provided for in the second subparagraph of this paragraph, at the expense of the company.

(3) Shareholders representing one twentieth (1/20) of the deposited capital stock have the right to submit draft decisions on issues included in the original or any revised

agenda of the General Meeting. The relevant application must reach the Board of Directors at least seven (7) days prior to the date of the General Meeting, the draft decisions being made available to the shareholders at least six (6) days prior to the date of the General Meeting.

**(4)** The Board of Directors is not obliged to enter issues on the agenda or to publish or to disclose them together with justifications and draft resolutions submitted by the shareholders according to the above paragraphs if their content is obviously contrary to the law and morality.

**(5)** At the request of a shareholder or shareholders representing one twentieth (1/20) of the deposited share capital, the Chairman of the Meeting shall be obliged to postpone the decision of the General Meeting, either regular or ordinary, on all or certain matters, defining the day of resuming the meeting, as stated in the shareholder's request, which may not be more than twenty (20) days from the date of registration. The, after the postponement, General Meeting is a continuation of the previous one and does not require the resumption of the publication of the invitation of the shareholders, which may be attended by new shareholders in accordance with the relevant participation formalities. For the rest, paragraph 4 of article 30 applies as it presently stands.

**(6)** At the request of any shareholder submitted to the Company at least five (5) full days prior to the General Meeting, the Board of Directors is obliged to provide the General Meeting with the requested specific information on the Company's affairs insofar as these are useful for the actual assessment of the items on the agenda. The Board of Directors may provide a single response to shareholder requests with the same content. No obligation to provide information exists when the relevant information is already available on the Company's website, in particular in the form of questions and answers.

**(7)** At the request of shareholders representing one twentieth (1/20) of the deposited share capital, the Board of Directors is obliged to announce to the General Meeting, if it is the Annual, the amounts that during the last two years were paid to each member of the Board of Directors or the Directors of the Company, as well as any benefit to such persons from any cause or contract of the Company with them. The Board of Directors may provide a single response to shareholder requests with the same content. In all the above cases, the Board of Directors may refuse to provide the

information for substantive reasons, which is recorded in the minutes. Such a reason may be, in the circumstances, the representation of the requesting shareholders in the Board of Directors in accordance with paragraphs 79 or 80 of Law 4548/2018.

(8) At the request of shareholders representing one tenth (1/10) of the deposited share capital submitted to the Company within the time limit of paragraph 6 hereof, the Board of Directors is obliged 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 substantive reasons, which shall be recorded in the minutes. Such a reason may be, in the circumstances, the representation of the requesting shareholders in the Board of Directors in accordance with paragraphs 79 or 80 of Law 4548/2018, provided that the relevant members of the Board of Directors have received the relevant information in a sufficient manner.

(9) In the cases of paragraphs 6, 7 and 8 of this article, any doubt as to whether or not the reason for refusal to provide information is substantiated shall be settled by the single-member court of first instance of the Company's registered office, of the interim measures. By the same judgment the court also obliges the Company to provide the information that it refused. The decision is not challenged by legal remedies.

(10) At the request of shareholders, representing one twentieth (1/20) of the deposited share capital, voting on a subject or items on the agenda shall be made by open vote.

(11) In all cases of this Article, the requesting shareholders shall prove their shareholder status and, except in the cases of the first subparagraph of paragraph 6 hereof, the number of shares they hold in the exercise of the relevant right. Proof of shareholding may be provided by any legal instrument, however, on the basis of information received by the Central Securities Depository if it provides registry services or through the participants and registered intermediaries in the Central Securities Depository in any other case.

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

Each share entitles one vote to the General Meeting.

The General Meeting is entitled to participate and vote on each shareholder. The shareholder participates in the General Meeting and votes either in person or through

representatives. Each shareholder may appoint up to three (3) representatives. A representative acting for more than one shareholder may vote differently for each shareholder.

**Legal identities participate in the general meeting through their representatives.**

The shareholder may appoint a representative for one or more general meetings and for a certain time. The representative shall vote in accordance with the instructions of the shareholder, if any, and shall be required to archive the voting instructions for at least one (1) year, from the date of the General Meeting or, in the event of its postponement, the last repeating Assembly in which he used the proxy. The non-compliance of the representative with the instructions he has received does not affect the validity of the decisions of the General Assembly, even if the representative's vote was decisive for achieving the majority. The provisions of article 128 par. 4 and 5 of law 4548/2018 apply to the appointment and revocation or replacement of the representative and the obligations of the shareholder's representative.

However, if the shareholder owns shares of the Company that appear in more than one securities account, this limitation does not prevent that shareholder from designating different dealers for the shares appearing in each securities account in relation to the General Meeting. The shareholder's representative is required to disclose to the Company, prior to the opening of the General Meeting, any specific event that may be useful to shareholders to assess the risk that the agent may serve interests other than the interests of the represented shareholder. For the purposes of this paragraph, a conflict of interest may arise, in particular where the agent: (a) is a shareholder exercising control over the Company or is another legal entity or entity controlled by that shareholder; (b) is a member of the Board of Directors; or of the Company's general management or shareholder exercising control over the Company or any other legal entity or entity controlled by a shareholder exercising control over the Company; c) an employee or auditor of the Company or a shareholder exercising control over the Company; (d) is a spouse or relative of the first degree with one of the natural persons referred to in (a) to (c) above.

The appointment and revocation of a shareholder's representative is made in writing and notified to the Company in the same formats, at least **two (2) days** prior to the date of the General Meeting (**that is 18.12.2019**). The Company will make available on its website ([www.eyath.gr](http://www.eyath.gr)) the form that can be used to appoint a representative. This form is filled in and signed by the shareholder at the Company's Shareholders &

Corporate Announcements Department at 98 Tsimiski str, Thessaloniki, PO BOX 54622, 3rd floor or sent to fax: 2310-250642 or email: investors@eyath.gr , at least two (2) days prior to the date of the General Meeting. The beneficiary is requested to confirm the successful sending of the representative appointment form and his receipt by the Company by calling: 2310-966925. The Company's Articles of Association do not provide for the possibility to participate in the General Meeting by electronic means, without the physical presence of the shareholders at the place of its holding or the possibility of remote participation of the shareholders in the voting

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

Information of par. 3 and par. 4, article 123 of L. 4548/2018 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, 3, 6 and 7 article 141, of the L 4548/2018, are available in electronic form in the Company webpage [www.eyath.gr](http://www.eyath.gr).

The full text of the draft decisions and any documents referred to in paragraph 4 of article 123 will be available in hard copy at the offices of the Company's Shareholder & Corporate Announcements Department at: Tsimiski 98, Thessaloniki 54622, 3rd floor. All the aforementioned documents, as well as the present Invitation, the total number of existing shares and voting rights (in total and per category of shares) and the forms for voting by representatives are available in electronic form on the Company's website ([www.eyath.gr](http://www.eyath.gr)).

**21/11/2019**

**The Board of Directors of EYATH SA**