



THESSALONIKI WATER SUPPLY & SEWERAGE Co S.A.

DRAFT RESOLUTION OF THE 4th AUGUST 2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Item 1: Approval of the Annual Financial Report of the Company and the Consolidated Financial Statements of the Group, prepared in accordance with International Financial Reporting Standards (IFRS) for the 22st fiscal year (01.01.2022 - 31.12.2022), the Annual Management Report of the Board of Directors and the Report of the Independent Certified Auditor-Accountant thereupon.

Decision No. 184/2023 of the Board of Directors of EYATH approved the Annual Financial Statements which were published in accordance with the applicable legislation and are available on the Company's website (www.eyath.gr).

The Company's annual financial statements include the separate and consolidated financial statements (statement of financial position, statement of comprehensive income, statement of changes in equity, cash flow statement) for the period 1.1.2022 to 31.12.2022, a summary of significant accounting policies and methods and other explanatory information, the annual management report of the Board of Directors and the audit report prepared by the independent certified public accountants.

The Company's Board of Directors recommends that the Ordinary General Meeting of Shareholders approve the separate and consolidated Annual Financial Statements for the 22nd accounting period (1.1.2022 to 31.12.2022), and the relevant Management Report of the Board of Directors, and the Report of the Certified Public Accountants.

Item 2: Approval of the overall management by the Board of Directors for the accounting period 1.1.2022 - 31.12.2022 in accordance with Article 108 of Law 4548/2018, and release of auditors from liability in accordance with Article 117(1)(c) of Law 4548/2018.

The Company's Board of Directors recommends the following to the General Meeting of Shareholders:

a) approval of the overall management of the Company in accordance with Article 108 of Law 4548/2018, as in force;

b) release of the Company's Certified Public Accountants from all liability to pay compensation for the 22nd accounting period (1.1.2022 to 31.12.2022).

Item 3: Making a decision on the appropriation of the results of 22nd fiscal year (01.01.2022 - 31.12.2022)

The Ordinary General Meeting will be called upon to decide on the non-distribution of dividend for the period 01.01.2022 - 31.12.2022, as there are no distributable operating profits.

It is proposed to take a decision, not to distribute a dividend to the Company's shareholders.

Item 4: Discussion on the Remuneration Report of the Remuneration and Nominations Committee pursuant to Article 112 (3) and Approval of the Remuneration Report and the remuneration and compensation paid to the members of the Board of Directors, for the fiscal year 01.01.2022 – 31.12.2022, according to the Company's Remuneration Policy and the Remuneration Report.

The Board of Directors of the Company, by its resolution number 344-345/2023 approved the recommendation number 32/11.07.2023 of the Remuneration and Nominations Committee regarding:

(a) the remuneration and compensation paid to the Members of the Board of Directors of the Company during the twenty-second (22st) fiscal year (from 1 January 2022 to 31 December 2022) and

(b) the Remuneration Report for 2022, in accordance with the requirements of the law (Article 112 of Law 4548/2018). The Report has been prepared in accordance with the provisions of Article 112 of Law 4548/18 and is posted on the company's website www.eyath.gr

The Board of Directors: (a) will submit the Remuneration Report to the Ordinary General Meeting of Shareholders for discussion thereon and approval thereof, and (b) recommends to the Ordinary General Meeting of Shareholders the approval of the remuneration and compensation paid to the Members of the Company's Board of Directors during the twenty-second (22st) fiscal year (from 1 January 2022 to 31 December 2022).

The vote of the shareholders is advisory.

Item 5: Election of new members of the Board of Directors due to the expiration of their term and/or resignation.

a) With decision No 039/2023 of the Board of Directors, it was decided to extend the term of office of Mr Grigoris Penelis and Mr Nikolaos Kleitou, which expired on 20/2/2023.

The above members were elected as independent non-executive members by the decision of the Extraordinary General Meeting of 21/2/2019 and their term of office was set for five years, expiring on 20/2/2024.

At the Extraordinary General Meeting held on December 2019, an amendment was made to par. 1, article 13 of the Articles of the Company's Association and the term of office of the members of the Board of Directors, was set to be four (4) years.

As a result of the above amendment, the term of office of the members, which ended on 20/2/2024, was reduced to four years, ending on 20/2/2023. According to article 13 of the company's Association and article 85 of Law 4548/2018, the term of office of the members is extended until the end of the deadline, within which the next Ordinary General Meeting must be convened and until the relevant decision is taken.

b) With decision No 289/2023 of the Board of Directors, it was decided to extend the term of office of Mr. Agis Papadopoulos and Mr.Theodoros Koulouris, which expires on 1/8/2023 and 26/8/2023 respectively.

Mr. Agis Papadopoulos, was elected as a non-executive member, Chairman of the Board, by the decision of the Extraordinary General Meeting from 2/8/2019 and his term of office was set for five years, expiring on 1/8/2024, while Mr. Theodoros Koulouris , was elected as an executive member of the Board, by the decision of the Extraordinary General Meeting of 27/8/2019 and his term of office was set for five years, expiring on 26/8/2024.

At the Extraordinary General Meeting held on December 2019, an amendment was made to par. 1, article 13 of the Articles of the Company's Association and the term of office of the members of the Board of Directors, was set to be four (4) years.

According to the above amendment, the term of office of Mr. Agis Papadopoulos, which ended on 1/8/2024, was reduced to four years, ending on 1/8/2023, and the term of office of Mr. Theodoros Koulouris, which ended on 26/8/2024, was reduced to four years, expiring on 26/8/2023. According to article 13 of the company's Association and article 85 of Law 4548/2018, the term of office of the members is extended until the end of the deadline, within which the next Ordinary General Meeting must be convened and until the relevant decision is taken.

Due to the recent transfer of all the ownership shares of the Hellenic Corporation of Assets and Participations S.A. (HCAP S.A.) to the Greek State, in accordance with article 64 of

Law 5045/23 (FEK A'136) and its completion on 3.8.2023, the Draft Decision on this agenda item, will be formulated and presented to shareholders, with a later publication.

Item 6: Appointment of the Chairman and Vice-Chairman of the Board of Directors.

The Board of Directors during its 4th meeting on 2/2/2023 was reconstituted as a body, with Mr. Agis Papadopoulos, non-executive member of the Board, as Chairman and Mr. Grigoris Penelis, independent, non-executive member of the Board, as Vice-Chairman.

The term of office of these members ended on 1/8/2023 and 20/2/2023 respectively and was extended based on decisions of the Board of Directors until the expiration of the deadline, within which the next Ordinary General Meeting must be convened and until the receipt of the relevant decision.

The Company's Board of Directors recommends to the General Meeting the appointment of the Chairman and Vice-Chairman of the Board of Directors, in accordance with the provisions of article 89 paragraph 1 of Law 4548/2018.

Due to the recent transfer of all the ownership shares of the Hellenic Corporation of Assets and Participations S.A. (HCAP S.A.) to the Greek State, in accordance with article 64 of Law 5045/23 (FEK A'136) and its completion on 3.8.2023, the Draft Decision on this agenda item, will be formulated and presented to shareholders, with a later publication.

Item 7: Decision on the type, composition, and term of office of the new Audit Committee of the Board according to Article 44 of Law 4449/2017, in view of the end of the term of office of its members, and appointment of its members, if an independent committee is approved.

The General Meeting of Shareholders from 8/9/2022 decided:

1. The Audit Committee should be a committee of the Board of Directors (in accordance with case aa of paragraph 1 of article 44 of Law 4449/2017), i.e., it should be composed only of members of the Company's Board of Directors.
2. The members of the Committee shall be three (3).
3. The Committee Members to hold the status of Independent Non-Executive Members.
4. The term of the Committee shall be one (1) year, starting from the decision of the Board of Directors to appoint its members.

With the decision no. 392/2022 of the Board of Directors, its members were elected, and their term was set from 9/9/2022 to 8/9/2023.

In view of the expiration of the term of the Audit Committee, the Board of Directors of the Company recommends to the General Meeting the adoption of a new decision regarding the type, composition, and term of office of the new Audit Committee of the Company.

Due to the recent transfer of all the ownership shares of the Hellenic Corporation of Assets and Participations SA (HCAP) to the Greek State, in accordance with article 64 of Law 5045/23 (FEK A'136) and its completion on 3.8.2023, the Draft Decision on this agenda item, will be formulated and presented to shareholders, with a later publication

Item 8: Selection of Audit Company and approval of its fee for the statutory audit of the Annual Financial Statements, the Overview Report of the Interim Summary Semi-Annual Financial Statements and issuing of a Tax Certificate, for the fiscal year 01.01.2023 - 31.12.2023.

The Board of Directors of the Company, by its resolution number 306/2023 approved the Recommendation of the Audit Committee, in accordance with the specific provisions of Article 44 (3) (f) of Law 4449/2017, as in force, which positively evaluated the audit work of the audit company Grant Thornton and the faithful implementation of the audit plan, as well as their remuneration, which amounted to €48,000.00 for the audit of the year 01.01. 2022 – 31.12.2022. Therefore, the Board of Directors recommends the following to the General Meeting of Shareholders:

(a) the selection of the audit company **GRANT THORNTON S.A.**, for the performance of the regular audit of the Company (audit of Annual Financial Statements, Overview Report of the Interim Summary Semi-Annual Financial Statements), and for the issuance of the tax compliance certificate in accordance with the provisions of Article 65A of Law 4174/2013, for the fiscal year 01.01.2023 - 31.12.2023, and

(b) the approval of the fee of the audit company, amounting to **€48,000.00** and the terms of their employment, at their independent discretion, without influence from third parties and without any contractual clause existing or having been imposed on it between the Company and any third party, which would limit the possibilities of selection by the General Meeting of Shareholders to certain categories or lists of statutory auditors or audit offices, regarding the appointment of a specific statutory auditor or audit office, to carry out the mandatory audit of the Company.

Item 9: Granting of permission to members of the Company's Board of Directors and executives of Company Divisions to participate in the Boards of Directors or in

the management of other related parties in line with IAS 24, and legal entities controlled by them in line with IAS 24.

The Company's Board of Directors recommends that the General Meeting of Shareholders, in accordance with the specific provisions of Article 98(1) of Law 4548/2018, as in force, grant permission to members of the Company's Board of Directors and executives of Company Divisions to participate in the Boards of Directors or in the management of subsidiaries and related parties in the Group.