



THESSALONIKI WATER SUPPLY & SEWERAGE Co S.A.

DRAFT RESOLUTION OF THE 20th AUGUST 2024 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 23rd fiscal year (01.01.2023 - 31.12.2023), the Annual Management Report of the Board of Directors and the Report of the Independent Certified Auditor-Accountant thereupon.

By decision No. 124/2024 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 1.1.2023 to 31.12.2023, 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 23rd fiscal year (1.1.2023 to 31.12.2023), 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 of the Board of Directors for the fiscal year 01.01.2023 – 31.12.2023, under Article 108 of Law 4548/2018 and discharge of the Auditors under 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 Board of Directors' overall management of the Company in accordance with Article 108 of Law 4548/2018, as in force;

b) release of the Company's Certified Auditors from all liability to pay compensation for the 23rd fiscal year (1.1.2023 to 31.12.2023).

Item 3: Approval for the appropriation of results and dividend distribution from the Company's 23rd fiscal year's profits (01.01.2023 - 31.12.2023)

By decision 124/2024 the Board of Directors approved the submission of a proposal to the Ordinary General Meeting of Shareholders, regarding the distribution of dividend, according to article 160 of Law 4548/2018, of the amount of 0,0276 Euros per share (total gross sum of € 1.001.880) for the fiscal year 2023.

According to the Economic Calendar, the ex-dividend date, record date and start-payment date are the following:

Ex-Dividend Date: Tuesday 27th of August 2024

Record Date: Wednesday the 28th of August

Dividend payment start Date through Eurobank: Tuesday 3rd of September 2024.

Item 4: Election of four (4) members of the Board of Directors, due to the expiration of their term, and appointment of the Company's CEO.

By decision 127/2024 of the Board of Directors, the term of office of BoD members: a) Anthimos Amanatidis, b) Sofia Ammanatidou, c) Maria Petala and d) Aikaterini Tsikaloudaki, which expired on the 29.4.2024, was extended till the expiration of the deadline within which the next Ordinary General Meeting must be convened and until the relevant decision is taken, according to article 85 of Law 4548/2018 and article 13 of the Company's Articles of Association.

Furthermore, by decision 289/5-5-2020 of the Board of Directors, mr. Anthimos Amanatidis was appointed as the Company's CEO.

Therefore, the Ordinary General Meeting is required to elect four (4) new members of the Board of Directors.

By decision no. 251/2024, the Board of Directors approved the prot. No. 39/8-7-2024 proposal of the Remuneration and Nominations Committee, who proposed the renewal of term of the following persons, as members of the Board of Directors:

a) Anthimos Amanatidis son of Anastasios, 9, Apostolou Pavlou str., Kalamaria, Thessaloniki, with Identity Card No. AE125155, TIN 079803052.

b) Sofia Ammanatidou, daughter of Ilias, 20, Viziis str. Thessaloniki, with Identity Card No. AO203221, TIN 068877416.

c) Aikaterini Tsikaloudaki, daughter of Georgios, 62, Th. Sofouli str., Kalamaria, Thessaloniki, with Identity Card No. AM275051, TIN 073811391

d) Maria Petala, daughter of Dimitrios, 9, Adamantiou Korai str., Oreokastro, Thessaloniki, with Identity Card No. AN 721834, TIN 062866009

The above proposal was based on: a) the evaluation carried by an independent outsource counsel, b) the evaluation of the Remuneration and Nominations Committee for the above four (4) members, c) the members' CVs, d) the verification of fulfilment of the suitability criteria, according to the Company's Suitability Policy and the law, e) the work accomplished during their term of office and f) the verification of fulfilment of the requirements for a member to be characterized as independent (for the members proposed as independent).

In light of the above, the Board of Directors recommends to the General Meeting the election of the following persons as members of the Company's Board of Directors:

a) Anthimos Amanatidis son of Anastasios, 9, Apostolou Pavlou str., Kalamaria, Thessaloniki, with Identity Card No. AE125155, TIN 079803052.

b) Sofia Ammanatidou, daughter of Ilias, 20, Viziis str. Thessaloniki, with Identity Card No. AO203221, TIN 068877416.

c) Aikaterini Tsikaloudaki, daughter of Georgios, 62, Th. Sofouli str., Kalamaria, Thessaloniki, with Identity Card No. AM275051, TIN 073811391

d) Maria Petala, daughter of Dimitrios, 9, Adamantiou Korai str., Oreokastro, Thessaloniki, with Identity Card No. AN 721834, TIN 062866009

The term of office of the above members shall last for four (4) years, according to article 13(1) of the Company's Articles of Association, i.e. till the 19th.8.2028, lawfully extendable till the expiration of the deadline within which the next Ordinary General Meeting must be convened and until the relevant decision is taken, according to article 85 of Law 4548/2018 and article 13 of the Company's Articles of Association.

Lastly, it is proposed to the General Meeting that Mr. Anthimos Amanatidis is newly appointed as the Company's CEO, by decision of the Board of Directors, in its constituent sitting.

Item 5: Appointment of the independent, non-executive members out of the new members of the Board of Directors, according to articles 5 (2) and 9 (1,2) of Law 4706/2020.

By its decision No. 252/2024, the Board of Directors approved the prot. no. 39/8-7-2024 proposal of the Remuneration and Nominations Committee, who also took into account the prot. no. 5749/20-3-2024 "Report on the Verification of Fulfilment of the Independency Requirements of the BoD's Non-Executive Members" of the Company's Division of Compliance, which was approved by decision 103/2024 of the Company's BoD and by which it was verified that the proposed members of the BoD Sofia Ammanatidou and Maria Petala fulfil the independence requirements set fourth in article 9 (1,2) of Law 4706/2020, as they do not possess directly or indirectly a percentage of voting rights higher than 0,5% of the company's share capital and do not have any financial, business, familial or other kinds of dependencies, that may affect their decisions and their independent and objective judgement, as described in detail in the above Report.

In light of the above, the Board of Directors recommends to the General Meeting to grant to the following, nominated as new members of the Board of Directors persons the status of an independent, non-executive member:

- a) Sofia Ammanatidou, daughter of Ilias, 20, Viziiis str. Thessaloniki, with Identity Card No. AO203221, TIN 068877416.
- b) Maria Petala, daughter of Dimitrios, 9, Adamantiou Korai str., Oreokastro, Thessaloniki, with Identity Card No. AN 721834, TIN 062866009

Item 6: 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 its term and the term of office of its members, and appointment of its members, if an independent committee is approved.

The General Meeting of Shareholders of 4.9.2023 decided that:

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.

By decision no. 388/2023 of the Board of Directors in combination with decision no, 416/2023, Nikolaos Kleitou, Sofia Ammanatidou and Maria Petala, all independent, non-executive members of the Board of Directors, were elected as members of the Audit Committee, and their term was set from 5.9.2023 to 4.9.2024.

In view of the expiration of the term of the Audit Committee, as well as the term of two of its members (Sofia Ammanatidou and Maria Pertala), 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.

The Board of Directors recommends to the General Meeting that:

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 two (2) years, starting from the decision of the Board of Directors to appoint its members.

The Board of Directors also mentions to the General Meeting that, following the above resolution, the same persons (N. Kleitou, Sofia Ammanatidou, Maria Petala) shall be appointed as members of the new Audit Committee, by decision of the Board of Directors.

Item 7: Approval of election of 2 members of the Board of Directors and their deputies, as representatives of the Company's employees in the Board of Directors, according to article 13 (5) of EYATH's Articles of Association.

By decision 224/2024 of the Board of Directors, the term of office of its members Mr. Georgios Archontopoulos and Mr. Dimitrios Mavropoulos, who were elected in the Board of Directors as representatives of the employees, according to article 13 (5) of the Company's Articles of Association, and whose term of office expired on the 18.6.2024, was extended till the holding of the General Meeting on 20.8.2024.

By the no. 8822/29-4-2024 document of EYATH's Employees' Union, the Board of Directors was notified that during the Elections of the 18th & 19th of April 2024, the

following persons were voted, according to article 13 (5) of the Company's Articles of Association, to be elected by the General Meeting as new members of the Board of Directors (2 full members and their deputies):

a) Georgios Archontopoulos son of Savvas, 7, Ektoros str., Evosmos, Thessaloniki, with Identity Card No. AI733814, TIN 079407067 (Full Member).

b) Panagiotis Chatzisarrou, son of Pantelis, 45, Antoniou Tousa str, K. Toumba, Thessaloniki, with Identity Card No. AZ179801 and TIN 055398047 (Full Member)

and as their deputies:

a) Dimitrios Mavropoulos

b) Ioanna Georgiadou

c) Gerasimos Isaakidis

d) Konstantinos Mitsarakis

The Board of Directors recommends to the General Meeting the election of the above persons as new members of the Board of Directors –representatives of the employees, according to article 13(5) of the Company's Articles of Association.

Item 8: 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 01.01.2023 – 31.12.2023, according to the Company's Remuneration Policy and the Remuneration Report.

The Board of Directors of the Company, by its resolutions no. 249/2024 and 250/2024 approved the no 32/11.07.2024 recommendation 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-third (23rd) fiscal year (from 1 January 2023 to 31 December 2023) and

(b) The Members of the Board of Directors' Remuneration Report for 2023. 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-third (23rd) fiscal year (from 1 January 2023 to 31 December 2023).

The vote of the shareholders is advisory.

Item 9: Renewal of approval of the Company's Remuneration Policy for the members of the Board of Directors, due to the elapse of four (4) years since its previous approval, according to article 110 (2) of Law 4548/2018.

Due to the elapse of four (4) years since the approval of the Company's Remuneration Policy for the members of the Board of Directors, which was approved by the General Meeting on 20.12.2019, it has to be approved anew by the General Meeting of Shareholders, according to the provisions of article 110(2) of L. 4548/2018.

By decision no. 253/2024, the Company's Board of Directors approved the prot. no. 40/8-7-2024 recommendation of the Remuneration and Nominations Committee, who recommends the renewal of the Remuneration Policy without modification of its terms, save only for the addition of paragraph 6.3.(c) regarding the meaning of significant remuneration regarding the remuneration of independent non-executive members of the BoD and correction of typographical errors.

The Board of Directors recommends to the General Meeting the approval of the Company's Remuneration Policy for the members of the Board of Directors without modification of its terms, save only for the addition of paragraph 6.3.(c) as follows:

“(c) Especially regarding the remuneration of the BoD's independent non-executive members. Meaning of significant remuneration.

Pursuant article 9 (1,2) of L. 4706/2020 on corporate governance, in order for a non-executive member of the BoD to be characterized as independent, they have to be, among other things, both at the time of their appointment and during their term of office, free of any kind of dependencies, which may affect their decisions and their independent and objective judgement. Among other things, a dependency is considered to be the receipt of any kind of “significant” remuneration or provision from the Company or an affiliate.

The Company has set a framework based on which it is ensured that the remuneration and provisions received by the independent non-executive members do not affect their independence. In case of any other provision from the Company, the criteria taken into account by the Company on order to evaluate the significance of the remuneration or provision to any independent non-executive BoD member are summarized as follows:

- *The size, the internal structure, the organization, the complexity of the activities, the special characteristics and the branches of activity of the Company.*
- *The skills, abilities, diversity, knowledge and experience of the member*

- *The important international experience in business as well as in the wider social field that the member of the Board of Directors possesses*
- *Ensuring and effectively exploiting the diversity of each member of the Board of Directors.*
- *The requirements of the role of the board member*
- *The place of residence of the board member.*
- *The financial situation of the member of the Board of Directors and any other fees he receives from related companies*
- *The remuneration levels of independent non-executive members in similar companies in the Greek market (monitoring of annual reports)”*

and the correction of typographical errors.

Item 10: 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 01.01.2024 - 31.12.2024.

The Board of Directors of the Company, by its resolution number 162/2024 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, who, after having evaluated the offers placed by interested Auditing Companies, on the basis of the most advantageous offer from a technical-financial perspective, recommended the company KPMG Auditors SA for the performance of the regular audit of the Company for the fiscal year 01.01.2024 - 31.12.2024, as well as for the issuance of the tax compliance certificate.

Therefore, the Board of Directors recommends to the General Meeting of Shareholders the following:

a) the selection of the auditing company KPMG Auditors SA 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 01.01.2024 - 31.12.2024, and

b) the approval of the fee of the audit company, amounting to **€80,000.00** 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 11: 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, grants 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.