



THESSALONIKI WATER SUPPLY & SEWERAGE Co S.A.

## **DRAFT RESOLUTION OF THE 16<sup>th</sup> JULY 2026 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 25<sup>th</sup> fiscal year (01.01.2025 - 31.12.2025), the Annual Management Report of the Board of Directors and the Report of the Independent Certified Auditor-Accountant thereupon.**

By decision No. 129/28.4.2026, 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](http://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 1.1.2025 to 31.12.2025, a summary of significant accounting policies and methods and other explanatory information, the annual management report of the Board of Directors, the annual sustainability report 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 25<sup>th</sup> fiscal year (1.1.2025 to 31.12.2025), and the relevant Management Report of the Board of Directors, the annual Sustainability Report and the Report of the Certified Public Accountants.

**Item 2: Approval of the overall management of the Board of Directors for the fiscal year 01.01.2025 – 31.12.2025, 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 for the fiscal year 01.01.2025 – 31.12.2025, 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 25<sup>th</sup> fiscal year (1.1.2025 to 31.12.2025).

**Item 3: Approval for the appropriation of results and dividend distribution from the Company's profits for the fiscal year 2024.**

By decision 214/2026 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 0,0746 Euros per share (total gross sum of € 2.707.980) for the fiscal year 2025.

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

Ex-Dividend Date: Tuesday 25<sup>th</sup> of August 2026

Record Date: Wednesday the 26<sup>th</sup> of August 2026

Dividend payment start Date through Eurobank: Tuesday 1<sup>st</sup> of September 2026.

**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 01.01.2025 – 31.12.2025, according to the Company's Remuneration Policy and the Remuneration Report.**

The Board of Directors of the Company, by its resolution no. 208/2026 approved the no 053/22.6.2026 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-fifth (25<sup>th</sup>) fiscal year (from 1 January 2025 to 31 December 2025) and

(b) The Members of the Board of Directors' Remuneration Report for 2025. 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 <https://investors.eyath.gr/annual-general-meetings/?lang=en>

The Board of Directors: (a) submits 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-fifth (25th) fiscal year (from 1 January 2025 to 31 December 2025).

The vote of the shareholders is advisory.

**Item 5: Approval of a new Remuneration Policy for the Company's members of the Board of Directors.**

The Company's Board of Directors, by its resolution no 209/2026, approved the new, modified Remuneration Policy for the Company's members of the Board of Directors, as recommended by the Remuneration and Nominations Committee, by its recommendation no 050/19.6.2026.

The Board of Directors submits to the General Meeting the new Remuneration Policy for the Company's members of the Board of Directors, accompanied by an explanatory report to the General Meeting, and suggests its approval by the General Meeting, according to art. 110 and 111 par. 2 of L. 4548/2018.

The suggested new Remuneration Policy has been uploaded to the Company's site <https://investors.eyath.gr/annual-general-meetings/?lang=en>

**Item 6: Election of one (1) new member of the Board of Directors and decision on its appointment as independent, non-executive member of the Board of Directors, according to articles 5 (2) and 9 (1,2) of Law 4706/2020.**

On the present Item of the Agenda, a recommendation by the Greek State, EYATH S.A's major shareholder, following article 64 of L. 5045/2023, is expected.

**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 its term, and appointment of its members, if an independent committee is approved.**

The General Meeting of Shareholders of 20.8.2024 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 two (2) years, starting from the decision of the Board of Directors to appoint its members.

By decision no. 340/2024 of the Board of Directors, Nikolaos Kleitou, Maria Petala and Ioanna Dovletoglou, all independent, non-executive members of the Board of Directors, were elected as members of the Audit Committee, and their term was set from 12.9.2024 to 11.9.2026.

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.

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.

**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 01.01.2026 - 31.12.2026.**

The Board of Directors of the Company, by its resolution number 210/2026 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 “FORVIS MAZARS Orkotoi Elegktes Logistes Epicheirimatikoi Symvouloi” for the performance of the regular audit of the Company for the fiscal year 01.01.2026 - 31.12.2026, 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 “FORVIS MAZARS Orkotoi Elegktes Logistes Epicheirimatikoi Symvouloi” 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 01.01.2026 - 31.12.2026, and

b) the approval of the fee of the audit company, amounting to €69.000 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, 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.

**Item 10: Approval of the modification of EYATH S.A.’s Board of Directors Suitability Policy, due to the entry in force, on 30.6.2026, of the new Article 3A of L. 4706/2020, as added by article 5 of L. 5178/2025, concerning the gender balance among directors of listed companies.**

On 30 June 2026, the new provision of Article 3A of Law 4706/2020, as introduced by Article 5 of Law 5178/2025, concerning the balanced representation of genders on the boards of directors of companies whose securities are listed on a regulated market, enters into force.

Paragraph 3 of the above provision stipulates that, in companies employing two hundred and fifty (250) employees or more and having either an annual turnover of at least fifty million euros (€50,000,000) or an annual balance sheet total of at least forty-three

million euros (€43,000,000), which includes EYATH S.A., the participation of the underrepresented gender on the Board of Directors must not be less than thirty-three percent (33%) of the total number of Board members, replacing the previously applicable mandatory percentage of 25%. Furthermore, paragraph 4 provides that: “4. *Where the Board of Directors of a company falling within the scope of paragraph 3 includes three (3) or more executive members, the above percentage of thirty-three percent (33%) shall include at least one (1) executive member of the underrepresented gender.*” In the event of a fractional result, the above percentages shall be rounded to the nearest whole number.

Pursuant to Article 17(2) of Law 5178/2025, companies falling within the scope of the above provisions are required to take all necessary organizational measures to comply with them by 30 June 2026. Following the above, the Hellenic Capital Market Commission issued Circular No. 60/29.4.2026 (which constitutes an update of the previously applicable Circular No. 60/2020), entitled “Guidelines on the Suitability Policy under Article 3 of Law 4706/2020, as amended by Law 5178/2025 and currently in force.”

In view of the foregoing, it is necessary to amend the Suitability Policy for the Members of the Board of Directors of EYATH S.A. so that it complies with the above new legislative provisions and the Circular of the Hellenic Capital Market Commission.

The Board of Directors recommends that the General Meeting approve the revised Suitability Policy for the Members of the Board of Directors of EYATH S.A. The proposed new Suitability Policy has been posted on the Company’s website:

<https://investors.eyath.gr/annual-general-meetings/?lang=en>