

## **INVITATION**

To the Shareholders' Ordinary General Meeting of the

### **“ATHENS WATER SUPPLY & SEWERAGE COMPANY - EYDAP S.A.”**

Following the decision of the Board of Directors during its convention on April 3<sup>rd</sup> 2015, and in accordance with the Law and the relevant article of the Company's Articles of Association, the Shareholders of our Company are invited to the Ordinary Shareholders' General Meeting on April 29<sup>th</sup> 2015, Wednesday, 11:00 am, at the headquarters of the Company, 156 Oropou Str., Galatsi, to decide upon the following agenda:

#### **A. AGENDA**

- 1.** Submission and approval of the Annual Corporate and Group Financial Statements, according to the I.F.R.S. for the fiscal year 1.1.2014 - 31.12.2014, the Board of Directors' (BoD) Report and the Independent Auditors' Report of the Company.
- 2.** Exemption of the BoD members and the Chartered Auditor from any responsibility for compensation concerning the financial results during the year 1.1.2014-31.12.2014.
- 3.** Election up to nine (9) Members of the BoD by the majority shareholder, the Greek State
- 4.** Election of Independent Member of the BoD for the participation in the Audit Committee, according to article 37 of L.3693/2008.
- 5.** Designation of the Audit Committee, according to article 37 of L.3693/2008.
- 6.** Approval of dividend distribution concerning profits of fiscal year 2014 to the Shareholders, as well as determination of Shareholders entitled to receive the dividend.
- 7.** Approval of the remunerations paid for the Chairman of the BoD and the Chief Executive Officer for the financial year 2014, accountably for the period starting from 1.1.2015 until 30.4.2015 and approval in advance of the relevant remunerations for the period starting from 1.5.2015 to 30.06.2016.
- 8.** Approval of the remunerations paid and compensations for the BoD members, the Secretary of the BoD and the Members of the Audit Committee for the financial year 2014, accountably for the period starting from 1.1.2015 until 30.4.2015 and approval in advance of the relevant remunerations and compensations for the period starting from 1.5.2015 to 30.06.2016.

9. Selection of Audit Company and approval of remuneration for auditing the annual financial statements, reporting on the Review of Interim Condensed Financial Statements and for granting the Tax Certificate of fiscal year 2015.

10. Various announcements

#### **B. RIGHT TO PARTICIPATE IN THE GENERAL MEETING**

Shareholders of the Company, who are registered in the Dematerialized Securities System, managed by "Hellenic Exchanges S.A." (HELEX) in which the shares of EYDAP S.A. are recorded, are qualified to participate in the Shareholders' General Meeting.

Specifically, the capacity of Shareholder must be in force on the 24<sup>th</sup> of April, 2015, Friday (Record Date) that is, **on the commencement of the fifth (5<sup>th</sup>) day prior to the General Meeting** of the 29<sup>th</sup> of April, 2015. According to the Law, only persons with the capacity of the Shareholder on the relevant Record Date are qualified to participate and vote.

The proof of the Shareholder qualification is provided by the relevant affirmation by HELEX or by direct electronic link of the Company with HELEX records. The relevant written confirmation or electronic affirmation regarding the capacity of the Shareholder must be provided to the Company the latest until **the third (3<sup>rd</sup>) day** prior to the General Meeting, that is, until Sunday, the 26<sup>th</sup> of April, 2015.

If a Shareholder does not comply with the provisions of article 28<sup>a</sup> of Codified Law 2190/1920, said Shareholder participates in the General Meeting only after the authorization of the Meeting.

To exercise the said rights, it is not necessary to block the shares or follow any other similar process that may restrict the ability to sell and transfer shares in the period between the Record Date and the General Meeting.

#### **C. EXERCISE OF VOTING RIGHTS BY PROXY**

The Shareholders may participate in the Annual Shareholders' General Meeting and vote either in person or by proxy. Each Shareholder may appoint up to three (3) proxy holders. Legal entities participate in the General Meeting by appointing up to three (3) natural persons as proxy holders. If a Shareholder owns shares of the Company which appear in more than one investor securities account, such limitation shall not prohibit said Shareholder from appointing different proxy holders for the shares in each account, in regard to the General Meeting. A proxy holder of more than one Shareholder may cast different votes for each Shareholder.

The appointment and the recall of a proxy holder shall be made in writing and shall be notified to EYDAP S.A. at least **three (3) days** prior to the day of the General Meeting, that is, until Sunday, the 26<sup>th</sup> of April, 2015, at the latest. For this purpose, the form that may be used by the Shareholder for the appointment of a proxy holder is available at the Company's website

([www.eydap.gr](http://www.eydap.gr)), and it will also be provided by the Shareholder and Investor Relations Department. The aforementioned form, completed appropriately and signed by the Shareholder or the legal proxy holder of the Shareholder must be sent via fax (+30 210 214 44 37) or submitted to the Shareholders and Investor Relations Department of EYDAP S.A. (156, Oropou St., Galatsi), **at least three (3) days**, as mentioned above, prior to the day of the General Meeting, that is, until Sunday, the 26<sup>th</sup> of April, 2015 at the latest.

#### D. VOTING RIGHTS OF THE MINORITY SHAREHOLDERS

1. Upon application of the Shareholders that represent one twentieth (1/20) of the share capital, the BoD is obliged to add additional matters in the agenda that has already convened, if the relevant application comes to the BoD at least **fifteen (15) days** before the General Meeting, that is Tuesday 14<sup>th</sup> of April 2015. The application must be accompanied by a written statement of reasons or a draft resolution for approval by the General Meeting. The revised agenda should be disclosed in the same manner as the previous agenda, **thirteen (13) days** before the General Meeting date, that is Thursday 16<sup>th</sup> of April 2015 and at the same time made available to Shareholders through the Company's website ([www.eydap.gr](http://www.eydap.gr)), along with the justification or draft resolution tabled by the Shareholders, in accordance with the provisions of article 27 par.3 of the Codified Law 2190/1920.
2. Upon application of the Shareholders that represent one twentieth (1/20) of the share capital, the BoD puts at the disposal of the shareholders, according to the provisions of article 27 par. 3 of the Codified Law 2190/1920, at least **six (6) days** before the date of the General Meeting, that is until Thursday, 23<sup>rd</sup> of April, 2015, draft resolutions for matters that have been included in the initial or the revised agenda, if the relevant application has come to the BoD **seven (7) days** before the date of the General Meeting, that is until Wednesday, 22<sup>nd</sup> of April, 2015.
3. Following the request of any Shareholder, communicated to the Company **at least five (5) full days** before the General Meeting, that is until Thursday, 23<sup>rd</sup> of April, 2015, the Board of Directors must provide to the General Meeting, the requested, specific information with respect to matters of the Company, to the extent this information is useful for the actual assessment of the items on the agenda. Additionally, on the requisition of Shareholders representing one twentieth (1/20) of the paid-in share capital, the Board of Directors is required to inform the General Meeting on the amounts which were paid during the last two-year period by the Company for whatever reason to members of the Board of Directors or to the Managers or other employees of the Company as well as of any benefit by the Company to the above persons or any agreement whatsoever existing between the Company and such persons. The Board of Directors may refuse to supply the requested information for sufficient reasons which shall be entered in the Minutes. The Board of Directors may provide a single answer to Shareholders' requests that are of similar content. The obligation to provide information does not apply in the case that such information is

already available through the Company's website, particularly in the case of frequently asked questions.

4. Upon application of Shareholders representing one fifth (1/5) of the paid-in share capital, submitted to the Company **at least five (5) full days** before the General Meeting, that is until Thursday, 23<sup>rd</sup> of April, 2015, the Board of Directors is required to give to them during the General Meeting, information with regard to the course of the corporate affairs and the status of its property. The Board of Directors may refuse to provide such information, for sufficient and substantial reasons which shall be entered in the Minutes.

In the aforementioned cases, the Shareholders who are communicating a request must provide proof of their qualification as Shareholders as well as the number of shares held by them at the moment of the exercise of the relevant right. The presentation of a certification by the Hellenic Exchanges S.A. or the verification of a Shareholder's qualification through the direct electronic link of the Hellenic Exchanges S.A. and the Company, may be recognized as such proofs.

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

Hard copies of the full text of the documents & information provided in article 27, par. 3 of Codified Law 2190/1920 shall be available in the Company's website ([www.eydap.gr](http://www.eydap.gr)) and in printed form at the Shareholders and Investor Relations Department (156, Oropou Str, Galatsi).

For any further information please contact Mrs. Afroditi Katsouda, Shareholders and Investor Relations Officer, tel. +30 210 21.44.400 and +30 210 21.44.401.

In case of lack of quorum at the above date, the shareholders are invited again, in accordance with Article 29, paragraph 2 of the Codified Law 2190/1920, as in force, in the Repeated Ordinary General Meeting, at the headquarters of the Company, 156 Oropou Str., Galatsi on May 11<sup>th</sup>, 2015, Monday at 11.00 am, with the same agenda.

In the Repeated Shareholders' General Meeting, the Shareholders of the Company that are entitled to participate and vote, are those who are registered at the beginning of Thursday, May 7<sup>th</sup> 2015, that is the fourth (4<sup>th</sup>) day before the Repeat General Meeting, date that Repeated General Meetings are registered in the shareholders record of EYDAP S.A., which is electronically kept in the "Hellenic Exchanges S.A." (HELEX), without the obligation to block the shares. The relevant written confirmation or electronic affirmation regarding the capacity of the Shareholder must be provided to the Company the latest until **the third (3<sup>rd</sup>) day** prior to the Repeat General Meeting, that is, until Friday, the 8<sup>th</sup> of May, 2015.