



## INVITATION

TO SHAREHOLDERS OF THE COMPANY

**"HELLENIC EXCHANGES-ATHENS STOCK EXCHANGE  
S.A. HOLDING"**

TO AN EXTRAORDINARY GENERAL MEETING

(General Electronic Commercial Registry (GEMI) No 3719101000  
former Companies Reg. Number 45688/06/B/00/30)

In accordance with the law and the Articles of Association of the Company, and the decision of its Board of Directors of 20.10.2014, the shareholders of "HELLENIC EXCHANGES-ATHENS STOCK EXCHANGE S.A. HOLDING" are invited to an Extraordinary General Meeting, which will take place on Wednesday November 19 2014 at 18:00, in Athens, at the headquarters of the Company (110 Athinon Ave., "HERMES" hall), in order to discuss and decide on the following items of the Daily Agenda:

1. Increase the share capital of the Company by capitalizing: a) the untaxed reserves formed based on law 2238/1994 in accordance with article 72 of law 4172/2013, and b) part of the "Share premium" reserve, by increasing the share par value, and amend Article 5 of the Articles of Association of the Company concerning the share capital.
2. Reduce the share capital of the Company in order to offset losses, by writing off losses from the "Retained earnings" account, through a reduction in the share par value, and amend Article 5 of the Articles of Association of the Company concerning the share capital.
3. Announcement of the election of a Member of the Board of Directors to replace a Member that resigned.

In addition, and in accordance with the above decision of the Board of Directors, if the quorum, as required by the Law and the Articles of Association in order to decide any of the items of the original daily agenda, is not obtained during the meeting of 19.11.2014, the General Meeting will convene again in a 1<sup>st</sup> Repetitive Meeting on Tuesday December 2 2014 at 18:00, in Athens, at the headquarters of the Company. If at that meeting on that date, the quorum, as required by the Law and the Articles of Association in order to decide any items of the original daily agenda, is not obtained, the General Meeting will convene again in a 2<sup>nd</sup> Repetitive Meeting on Tuesday December 16 2014 at 18:00, in Athens, at the headquarters of the Company.

It should be noted that, in accordance with article 29 of codified law 2190/1920 as it applies, a new invitation for the repetitive General Meetings will not be published.

### RIGHT TO PARTICIPATE AND VOTE AT THE GENERAL MEETING

At the Extraordinary General Meeting of November 19 2014, shareholders of the common shares of the Company of record in the Dematerialized Securities System (DSS) on Friday November 14 2014 ("Record date"), i.e. on the start of the fifth (5th) day before the date of the General Meeting, are allowed to participate; The DSS is administered by the "HELLENIC CENTRAL SECURITIES DEPOSITORY S.A." (the "entity" under the meaning of article 28a §4 of codified law 2190/1920 where the transferable securities of the company are kept).

At the 1st Repetitive General Meeting of December 2 2014 (if the quorum, as required by the Law and the Articles of Association in order to decide any of the items of the original daily agenda of 19.11.2014 is not obtained during that meeting), shareholders of the common shares of the Company of record in the Dematerialized Securities System (DSS), which is administered by the "HELLENIC CENTRAL SECURITIES DEPOSITORY S.A.", on Friday November 28 2014 ("Record date"), i.e. on the start of the fourth (4th) day before the date of the 1st Repetitive General Meeting are allowed to participate.



At the 2nd Repetitive General Meeting of December 16 2014 (if the quorum, as required by the Law and the Articles of Association in order to decide any of the items of the original daily agenda of 2.12.2014, is not obtained during that meeting), shareholders of the common shares of the Company of record in the Dematerialized Securities System (DSS), which is administered by the "HELLENIC CENTRAL SECURITIES DEPOSITORY S.A.", on Friday December 12 2014 (Record date), i.e. on the start of the fourth (4th) day before the date of the 2nd Repetitive General Meeting are allowed to participate.

The Company considers that persons that have the right to participate and vote at the initial or at any Repetitive General Meetings are those that have the status of shareholder on the corresponding record date. The status of shareholder is certified electronically by the Company itself, which has a direct electronic connection to the records of the DSS, which is managed by the "HELLENIC CENTRAL SECURITIES DEPOSITORY S.A.". Therefore, in order to participate and vote at the General Meeting (initial and repetitive meetings), shareholders are not required to submit written certificates issued by the Company.

The exercise of these rights does not entail either the blocking of the shares of the beneficiary, or any other similar process, which restricts the ability to sell and transfer these shares during the time between the record date and the initial or Repetitive General Meeting.

Each common share has one vote.

## **PARTICIPATION PROCESS AND VOTING BY PROXY**

Shareholders may participate at the General Meeting and vote either in person or by proxy. Each shareholder may appoint up to three (3) proxies and legal entities/shareholders may appoint up to three (3) physical entities as proxies. In cases where a shareholder owns shares of the Company that are held in more than one Investor Securities Account, the above limitation does not prevent the shareholder from appointing separate proxies for the shares appearing in each Account. A proxy holding proxies from several shareholders may cast votes differently for each shareholder.

A plenipotentiary document for appointing proxies will be available to shareholders:

- a) in hard copy at the Strategic Planning, Communication and Investment Relations Division of the Company (110 Athinon Ave, tel. +30-210 3366 616, email: [investor-relations@athexgroup.gr](mailto:investor-relations@athexgroup.gr)), and
- b) in electronic form on the website of the Company ([www.athexgroup.gr](http://www.athexgroup.gr)).

The abovementioned document must be filled-in, signed and submitted to the Company, at the address mentioned in a) above, at least three (3) days before the date of the initial / Repetitive General Meeting.

The proxy is obliged to notify the Company, before the start of the General Meeting, of any specific fact, which may be useful to shareholders in ascertaining the risk that the proxy may serve other interests, besides the interests of the shareholder.

A conflict of interest may arise in particular when the proxy is:

- a) A shareholder that exercises control over the Company, or other legal person or entity that is controlled by that shareholder.
- b) A member of the Board of Directors or in general of the management of the Company or a shareholder that exercises control of the Company, or other legal person or entity that is controlled by that shareholder, which exercises control over the Company.
- c) An employee or a certified auditor of the Company or a shareholder that exercises control over it, or other legal person or entity that is controlled by a shareholder that exercises control over the Company.
- d) A spouse or a relative in the first degree with one of the physical entities that are mentioned in cases a) to c).



## **RIGHTS OF MINORITY SHAREHOLDERS**

1. Shareholders representing one twentieth (1/20) of the paid-in share capital of the Company can request:
  - a) The inclusion of additional items on the daily agenda of the General Meeting, with a request that must be received by the Board of Directors at least fifteen (15) days before the date of the General Meeting. The request must be accompanied by an explanation or a draft decision for approval by the General Meeting.
  - b) The provision to shareholders by the Board of Directors, at least six (6) days before the date of the General Meeting, of draft decisions on the matters that are included in the initial or any revised daily agenda, whenever requested, with the request being received by the Board of Directors at least seven (7) days before the date of the General Meeting.
  - c) The announcement, provided that the meeting is an Annual General Meeting, to the General Meeting of the amounts that were paid, over the last two years, to each member of the Board of Directors or to Directors of the Company, as well as all benefits provided to those persons by any means or contract between them and the Company; the request to do so much come to the attention of the Board of Directors at least five (5) full days before the General Meeting.
2. Shareholders representing one fifth (1/5) of the paid-in share capital of the Company may request, with a request submitted to the Company at least five (5) full days before the General Meeting, that information be provided to the General Meeting regarding company affairs and the status of the assets of the company.
3. Any shareholder may request, with the request being submitted to the Company at least five (5) full days before the General Meeting that information regarding Company affairs be provided to the General Meeting, to the extent that this information is indeed useful in order to consider the items on the daily agenda.

More detailed information concerning the abovementioned minority shareholder rights and on how they can be exercised is available on the website of the Company ([www.athexgroup.gr](http://www.athexgroup.gr)).

## **AVAILABILITY OF DOCUMENTS AND INFORMATION**

The information of article 27 §3 of codified law 2190/1920, and in particular the Invitation to the General Meeting, the full text of the documents that will be submitted to the General Meeting, the documents for exercising voting rights by proxy, the draft decisions on the items of the daily agenda, as well as more comprehensive information regarding the exercise of minority rights as per §§2, 2a, 4 and 5 of article 39 of codified law 2190/1920, are available in hard copy at the Strategic Planning, Communication and Investment Relations Division of the Company (110 Athinon Ave, tel. +30-210 3366 616, email: [investor-relations@athexgroup.gr](mailto:investor-relations@athexgroup.gr)), from where shareholders can request copies. In addition, all of the abovementioned documents, the total number of shares outstanding and voting rights are available in electronic form on the website of the Company ([www.athexgroup.gr](http://www.athexgroup.gr)).

Athens, October 20 2014

The Board of Directors