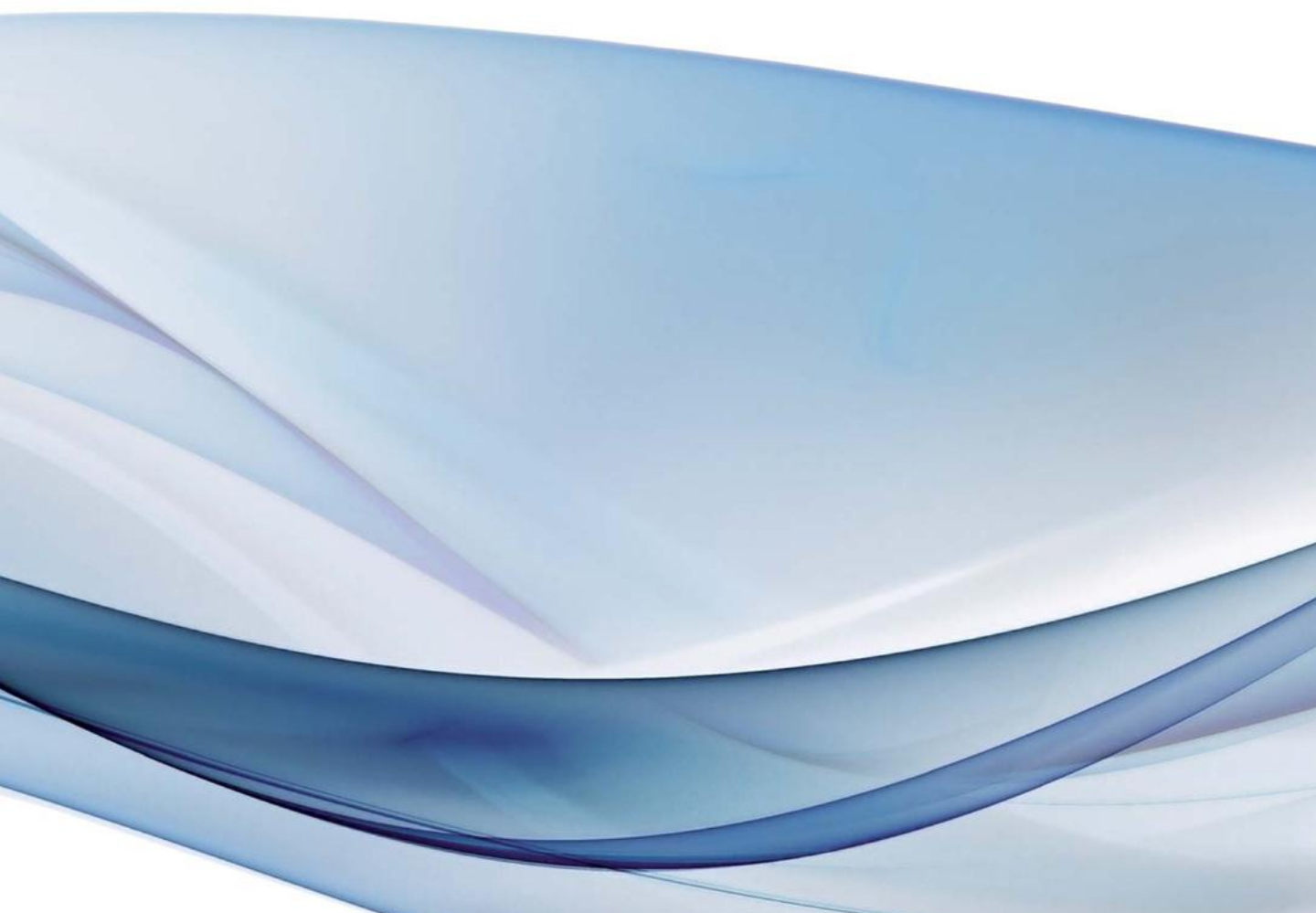




ATHEXGROUP
Athens Exchange Group

Corporate Bonds on the Athens Stock Exchange





Why Athens Stock Exchange

- Admission and operation rules **according to the European Directives** (MiFid, Prospectus, Transparency)
- **Globalized market** with participation of foreign investors over 60% of the total market capitalization
- Possibility of admission and trading of **Greek and foreign bonds, regardless of the governing law**
- Admission of **all types of corporate bonds**
- Provision of **trading, clearing, settlement and registry services** by the Athens Exchange Group
- Automated **integrated registry services and supporting of corporate actions and payments**, such as:
 - ✓ Provision of records of transfer deeds on a daily basis
 - ✓ Coupon payment
 - ✓ Bond loan repayment (partial/full, early/at expiration)
 - ✓ Exchange offers
 - ✓ Bondholders GM support and supply of bondholders record
 - ✓ Procedure for the conversion/exchange of bonds with listed stocks
 - ✓ Paper bond dematerialization and issue of ISIN & CFI codes
- **Highly competitive fees**



Why Listed Bonds?

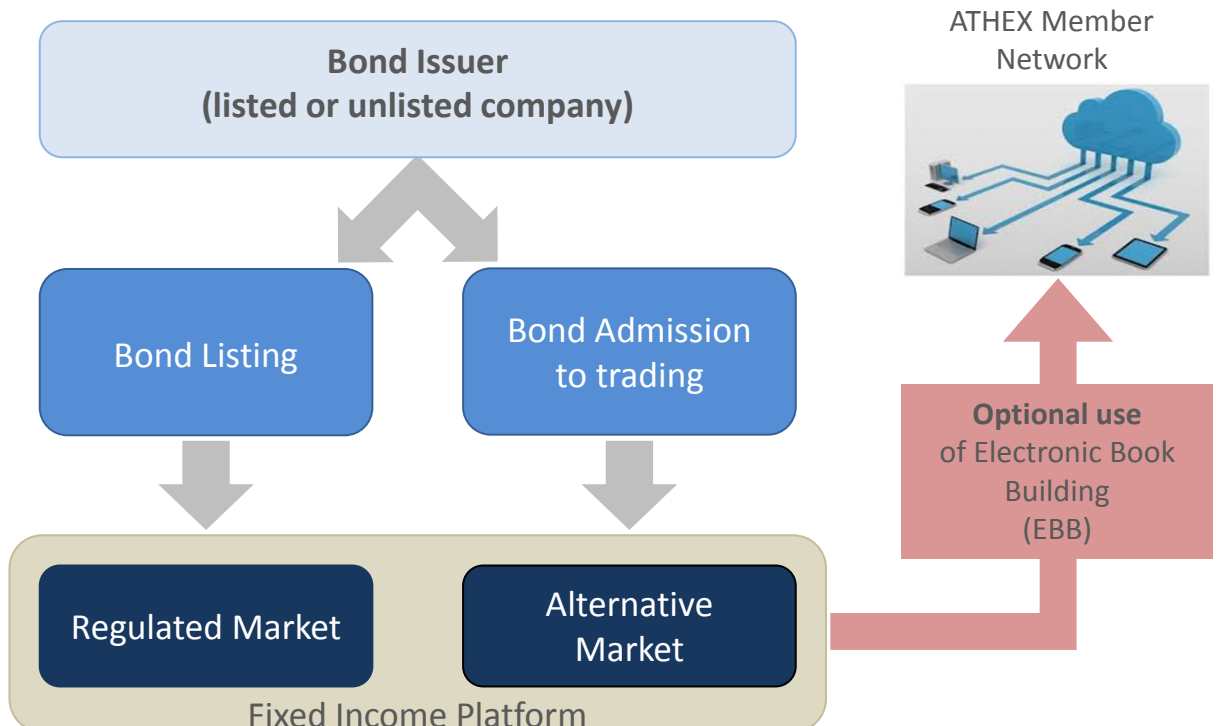
- Regulatory framework **fully harmonized with the European Directives**
- **Alternative source of funding** to protect the company from changes in the macro-economic environment, especially for extrovert companies
- **New investors for the company**, without necessarily having a shareholding relationship
- **More efficient repayment planning tailored to the cash flows** of the issuing company with balance between bank loans, bonds and share capital
- **Possibility of quick decision making for fast fund raising** depending on market conditions and the company's financing needs
- Enhancement of the company's **visibility**, especially for non-listed companies and gradual familiarization with the investment community



Option to pick the Admission Market

- ✓ **Regulated Market**
 - **Simple rules for listing and information disclosure** applicable in all EU member states
 - Mandatory issuance of a **Prospectus** approved by the Hellenic Capital Market Commission
 - **Surveillance by the Hellenic Capital Market Commission**

- ✓ **Alternative Market (EN.A.)**
 - **Flexible process** for admission to trading and stay
 - The issuance of a Prospectus is not required, only an **Information Document** is required (for Private Placement) or an **Information Memorandum** (for Public offering up to 5 million Euros)
 - Market operation by the **Athens Stock Exchange**





Flexible listing/admission requirements

	Regulated Market	EN.A.
Investors' Information	Approval by the HCMC and publication of Prospectus (subject to the provisions of Law 3401/2005)	In case of Private Placement an Information Document is required according to the EN.A. Operational Rules (ATHEX Resolution 3), while for a Public Offer up to 5 mil. Euros an Information Memorandum is drafted according to the HCMC Resolution (HCMC Res. 12/697/10.11.2014)
Financial Statements	Publication or drafting pursuant to the IAS/IFRS	
Corporate Governance	Mandatory	Desirable
Minimum amount of issue	No minimum issue amount applies	
Foreign bonds	Only dematerialized foreign bonds may be admitted to trading	
Convertible bonds	They can be admitted solely on the condition that the underlying transferable securities will have been previously listed on a regulated market or are being listed at the same time	They can be admitted solely on the condition that the underlying transferable securities will have been previously listed on a regulated or an alternative market or are being listed at the same time
Exchangeable bonds		
Warrant bonds		
Credit rating	It is not a required but it reduces the fundraising cost	



Simple Listing/Admission Process of bonds

Stages	Issuer <u>with</u> listed shares	Issuer <u>without</u> listed shares
Submission of application for the listing /admission to trading of bonds to the Athens Stock Exchange	√	√
Evaluation of Issuer's suitability	x	√
ATHEX approval for listing of bonds on the Regulated Market / admission to trading in EN.A.	√	√
Prospectus approval by the HCMC	Where required	
Investors' Information	Prospectus or Information Memorandum/Document (where required)	
Bonds offering through: <ul style="list-style-type: none"> • Private Placement • Public offering • Combination of the two above 	√	√
Bonds' start of trading	√	√



Bond Issuer Information Obligations

- ✓ **General transparency obligations**
 - **Annual financial statements** audited by a Chartered Auditor
 - **Semi-annual financial statements** (for the Regulated Market reviewed by a Chartered Auditor)
 - **Communication of privileged information** (corporate events, BoD changes, agreements-partnerships, acquisitions, mergers etc.)

- ✓ **Special information obligations**
 - **Changes in the corporate bond loan terms**
 - **Designation or substitution of the bondholders' representative**
 - Adoption of any resolution by the **General Meeting of bondholders**
 - **Interest payment**, before the end of the interest-bearing period
 - **Determination of a new interest rate for the following interest-bearing period**, prior to its commencement (*only for floating-rate listed bonds*)



Fund Raising Methods

The corporate bond issuance is an alternative source of funding for the company in which Greek as well as foreign investors can participate.

During the listing or admission to trading of corporate bonds on ATHEX markets, the company is addressed to potential investors in order to raise funds.

The offering of bonds to investors is accomplished through:

- ✓ **Private Placement** to a limited number of persons
- ✓ **Public offering** of securities to the wide investing public
- ✓ **Combination** of the two above

In order to issue bonds and offer them to investors, issuing companies may use the EBB (Electronic Book Building) application developed and provide by the Athens Stock Exchange.



The Electronic Book Building

Main features

- ✓ EBB is a **secure electronic application for collecting participation declarations from interested investors** for the purchase of transferable securities offered by an issuing company
- ✓ It operates through the **existing network infrastructure of the ATHEX Trading Members** (Banks & Investment Service Firms / Greece 38, Cyprus 10, United Kingdom 5, France 1)
- ✓ **Access to all ATHEX members** and to their clients through them
- ✓ It provides **fully automated controls** and **customization** for:
 - ✓ Clients participation
 - ✓ Determination of the best offer price for bonds
 - ✓ Clearing, settlement through custodians
 - ✓ Automatic allocation of bonds to clients' accounts



Competitive Fees

The listing of bonds in the Regulated Market, or the admission to trading of bonds in EN.A., is carried out with **highly competitive fees**

Listing in the Regulated Market	Admission in EN.A.
Listing fee of €3,000 regardless of the issue amount	Admission fee of €1,500 regardless of the issue amount
Fee for the registration of bonds in the DSS 0.025% on the value of issue Minimum fee €3,000 and maximum fee €10,000	
€1,000 annual maintenance fee of bonds in the DSS	



General Links

General information

Information for corporate bonds	http://www.athexgroup.gr/en/web/guest/listing-bonds
EN.A. Nominated Advisers	http://www.athexgroup.gr/en/web/guest/nominated-advisers-outsourcing

Regulatory framework

ATHEX Rulebook	http://www.athexgroup.gr/en/athex-regulations
EN.A. Operational Rules	http://www.athexgroup.gr/en/ena-regulations
ATHEX Regulated Market Resolutions Resolution 24 Fee schedule for the ATHEX markets Resolution 28 Documents required for the primary listing of securities Resolution 34 Electronic Book Building (EBB)	http://www.athexgroup.gr/en/athex-21-30
ATHEX EN.A. Resolutions Resolution 2 Procedure and supporting documents regarding the admission of transferable securities in EN.A. Resolution 3 Establishing the contents of the Information Document Resolution 5 List of ATHEX Alternative Market fees	http://www.athexgroup.gr/en/ena-resolutions



For more information about the Corporate Bond Market

Please contact the Issuer Support Division of the Athens Stock Exchange

Send email: companies@athexgroup.gr

Visit the ATHEX website: www.athexgroup.gr

Athens Stock Exchange, 110 Athinon Avenue, 104 42 Αθήνα

This brochure is purely informative and does not constitute, in any case, incitement to invest in bonds in general and the Main or the Alternative Market in particular.

Each applicant for admission to trading or investment in the Main or the Alternative Market should be addressing financial advisors, and generally get informed by the persons who, under the current legislation, provide relevant services.