# ATHENS EXCHANGE SA

# ANNUAL FINANCIAL STATEMENTS 2009

The 2009 Annual Financial Statements have been prepared per article 4 of Law3556/2007, and have been approved by the BoD of Athens Stock Exchange SA on 4 March 2010, and is uploaded on the electronic page www.athex.gr

# TABLE OF CONTENTS

# 1. DECLARATIONS BY MANAGEMENT ON THE FINANCIAL STATEMENTS OF 31.12.2009 AND REPORT OF DIRECTORS FOR THE YEAR 2009

**WE DECLARE THAT**

"to the best of our knowledge, the annual financial statements, which have been prepared in accordance with the international accounting standards in effect, reflect in a true manner the assets, liabilities and equity on 31.12.2009 and the results of fiscal year 2009 of Athens Stock Exchange S.A."

**AND**

"to the best of our knowledge, the report of the Board of Directors for fiscal year 2009 reports in a truthful manner the performance and position of Athens Exchange S.A, and include a description of the main risks and uncertainties that it faces."

Athens, 4 March 2010

| THE CHAIRMAN OF THE BoD | THE CHIEF EXECUTIVE OFFICER | THE MEMBER OF THE BoD |
|---|---|---|
| **SPYROS I. CAPRALOS**<br>**ID: I-365608** | **SOCRATIS LAZARIDIS**<br>**ID: Λ-351782** | **ILIAS SKAFIDAS**<br>**ID: AZ-045541** |

# 2. REPORT BY THE BOARD OF DIRECTORS FOR FISCAL YEAR 2009

The Board of Directors of Athens Exchange S.A. hereby presents their Annual Report on the financial statements for the year ended 31.12.2009, as per article 136 of Law 2190/1920 and par. 7 of article 4 of Law 3556/2007.

These financial statements were prepared in accordance with International Financial Reporting Standards.

## THE GREEK CAPITAL MARKET

The year 2009 started with the worst omens for the world economy and international capital markets. The 2008 credit crunch, worsened in the first trimester of 2009, which resulted in the share prices to reach, by the beginning of March 2009, their lowest level of the last 6 years.

At the end of the first trimester of 2009, monetary authorities as well as governments around the world, were called to coordinate and react globally against the crisis so as to avoid further escalation. Measures were taken to the right direction, and gradually, by the beginning of the second trimester, capital markets started to turn around.

The Greek capital market, within 15 months (1 January 2008 to 9 March 2009) lost 72% of its capitalisation (from €196.5bn dropped to €55.5bn).

The poor climate in the world economy could not but affect the capital market activity. The year 2009 started very poorly for international markets. In Greece, the daily transaction activity in the Athens Exchange (ATHEX) during the first trimester of 2009, was marginally above €115m on average.

The turn-around of international markets, since the second trimester of 2009, also affected the Greek capital market. Daily volume of transactions, both in international markets and the Greek, was significantly increased. In the second trimester of 2009, Athens Exchange daily cleared transactions total €230m, in the third trimester €210m, and in the fourth €262m, which gave an annual average index of €205m, versus €316m in 2008. In 2009, the Greek market transactions activity totalled €50.9bn, versus €78.2bn in 2008, a decrease of 35%.

ATHEX was ranked 9th among the European exchanges in terms of volume of transactions in 2009, being 10th in 2008, overrunning the Austria Exchange in the European ranking.

The decrease in transaction activity is exclusively linked to the fall in share prices, as the volume of transactions, that is the number of shares that were exchanged, was significantly increased. In particular, in 2009 11.5 billion of shares were traded, versus 9.6 billion in 2008, being an increase of 20%. In terms of volume of transactions, 2009 is the second best year in the history of the Athens Exchange, with 2007 being first with 12.1 billion shares traded.

While the international capital markets have started to overcome the credit crunch effect, and share prices in Athens Exchange recovered by mid-October 2009 almost 100% the low levels of March, the Greek economy met the effect of the crisis. Accumulated government budget deficits and inflated debts brought the Greek economy to a disadvantaged position. This also affected the capital market with a massive wave of liquidation of shares, during the last trimester of the year.

The ATHEX General Index reached its lowest on 9 March 2009 (1,469.41 units), and recorded its highest on 14 October 2009 (2,896.91 units). Finally, it concluded on 31 December 2009 at 2,196.16 units, indicating an increase of 23% since the beginning of the year (1,786.51 units on 31.12.2008).

Total capitalisation of the Athens Exchange market came up to €83.7 billion on 31.12.2009 while was €68.1 on 31.12.2008, indicating an increase of 23%.

## BUSINESS DEVELOPMENT

### *Organised Market*

From 01.01.2009, "record date", the corporate transaction beneficiary rule was implemented, to replace the previous rule, "trade date".

On 23.07.2009, the shares of MIG Real Estate REIC became listed for trading, in the Small and Medium Capitalisation category of Athens Exchange, with total paid-up capital €10m via share capital increase by cash.

During 2009, fifteen listed companies (E. Hatzikranioti Sons SA, Hellas On Line SA, Elinoil SA, Emporiki Bank SA, S&B Industrial Minerals SA, ALAPIS SA, Reds SA, Geniki Bank of Greece SA, National Bank of Greece SA, Hellenic Postbank SA, Nutriart SA, Attica Bank SA, DTCA Hygeia SA, Ceramics-Allatini SA, and Alpha Bank SA) totally drew €4.62 bn via Share Capital increase by cash.

Reflecting the current tendency for flexible and rational organisation of operations, nine listed companies (Attica SA – Blue Star SA, GEK AE – TERNA SA, Katselis Sons SA – Allatini SA, PC Systems – Opentec SA – Computerbank Networking SA, Interfish SA – Lesvos Aquaculture SA - Coronis Aquaculture SA - Stephanou Fishfarmers SA, Intracom Constructions SA - Cybarco SA – Th. Karayiannis SA – Eurocat SA) proceeded in mergers by acquisition of other listed and non-listed companies of their sector, by which emerge groups of larger capitalisation, and of higher capital market interest.

Eight listed companies (Intralot SA, Titan SA, Centric Multimedia SA, Coca Cola HBC SA, Eurodrip SA, Marfin Popular Bank, Bank of Cyprus Ltd, and Eltrak SA) proceeded in Share Capital Increases by the exercise of stock options and re-investment of dividends, totally drawing €79.13m.

One listed company introduced for trading bonds which emerged by the issuance of a bond loan in prior years (Nireus SA). In addition, one company (Bank of Cyprus SA) issued a bond loan, drawing up €645.33m.

The shares of Exchange Traded Fund (ETF) by the name **NBG ETF Γ.Δ. Χ.Α.**, in the category of Exchange Traded Funds of the ATHEX Market, were listed for trading. The specific Fund monitors the ATHEX General Index, and when first traded in June 2009 it had assets of €4.4m. Also, following a call for interest by ATHEX, National Asset Management SA, took over the creation and disposition to the Greek market, of the new Exchange Traded Funds **NBGAM ETF GREECE & TURKEY 30**, which will monitor the ATHEX GREECE & TURKEY 30 (GT–30) index. Share clearing is expected to commence at the beginning of 2010.

The ATHEX Rule on the requirements for entry to the trading categories was revised, and the regular revision of the examination of requirements of entry to the various trading categories, as well as the probation category, as per the articles of ATHEX Rule 3.1.2.3 and 3.1.2.5.

### *Alternative Market (EN.A)*

As at 31.12.2009, EN.A consists of 12 companies, following the listing of Kriton Artos SA (09.02.2009), BIOMEDICAL AND ROBOTICS TECHNOLOGY S.A. (11.05.2009), and Foodlink SA (06.08.2009).

As part of the procedure for the listing of the candidate companies, there were the relevant meetings and financial results processing.

Group revenue from the Market was at €89k for the period 1.1.2009 – 31.12.2009.

Finally, during the first semester of 2009 and with the 10th company entering EN.A, there was the calculation and definition of the new EN.A Price Index.

#### *Remote Members*

The ATHEX-CSE Common Platform paved the way for remote members to become active in Athens Exchange. Already 10 Cypriot brokers successfully use the OASIS network to transact in ATHEX.

At the end of 2007, Athens Exchange approved as remote members SOCIETE GENERALE S.A., MERRILL LYNCH INTERNATIONAL Ltd, while in 2008 the applications of DEUTSCHE BANK AG., UBS Ltd and Cheuvreux S.A. were approved.

In November 2009, ATHEX approved the listing as members of the companies **CITIGROUP GLOBAL MARKETS LIMITED**, **CREDIT SUISSE SECURITIES (EUROPE) LIMITED** and **WOOD & COMPANY FINANCIAL SERVICES**.

Group revenue from remote members came up to €1.6m in 2009, of which €1.4m relate to trading fees.

## Comment on the results

ATHEX net profits after tax for 2009 came up to €19.1m compared to €26.8m of prior year. This does not exclude the extraordinary contribution of tax by Law 3808/2009 on the 2008 profits of large corporations, which was at €2.7m and was paid in January 2010. After the deduction, net profits came to €16.4m, being a 38.8% decrease to prior year.

The decrease in revenue during 2009 in relation to 2008, is mainly due to the decrease in daily transaction activity by 35.1% (€205m in 2009 versus €316m in 2008).

The decrease in the daily transaction activity is solely related to the significant fall in the price index, as transaction volume actually increased. In particular, ATHEX transaction volume hit the record value of 3.4bn in the third trimester, and thus the total volume of 2009 rose to 11.5bn shares, against 9.5bn shares of 2008 and increased by 20%.

Total operating expenses during 2009 were up to €13.7m versus €14.9m in 2008, a decrease of 7.5%.

Earnings Before Interest and Taxes came to €21.0m in 2009 versus €31.5m in prior year, being a decrease of 33.4%.

Including financial income (net), Earnings Before Tax come to €25.5m versus €37.1m in 2009, a decrease of 31.2%.

After deducting the extraordinary tax contribution of Law 3808/2009 on 2008 profits of large corporations €2.7m, net profits crystallised at €16.4m, decreased by 38.8% since prior year.

By the adoption of revised IAS1, loss from valuation of bonds €140k is accounted directly through Equity, which gives Total comprehensive income after tax at €16.3m, with diluted net of tax earnings per share €2.98.

The fourth trimester of 2009, due to the increase in the daily transaction value and share prices, and the non-recurring income from the DAC project, gave increased net profits after tax by 25.8% compared to the fourth trimester of 2008, and at €6.6m. By the deduction of the extraordinary tax contribution of €2.7m, net profits came to €3.9m, versus €5.3m in prior year equivalent, being a decrease of 25.6%.

### *Revenue income*

Nearly 50.6% of turnover for 2009 €37.6m comes from trading in the stock and derivative markets of ATHEX (including revenue from the ATHEX-CSE common platform operation). Prior year equivalent was at €46.5m which entails a decrease of 19.2%.

Commission income on trading of shares came up to €15.2m and at 40.4% of total revenue, a decrease of 32.9%, which is due to the decrease in the average daily transaction index as a result of the fall in share prices in the period.

Revenue for 2009, net of the Capital Market Committee Fee, came up to €35.9m versus €47.7m in 2008, decreased by 24.6%.

In the fourth trimester of 2009 ATHEX's comprehensive income appear increased by 22% (€12.4m versus €10.1m in the last trimester of 2008). The increase was mainly the result of: a) increase in the average daily transaction value from €129m in the fourth trimester of 2008 to €222m in the fourth trimester of 2009, an increase of 72% which brought additional profits of €1.0m, b) increase in the revenue from listed companies by €0.9m, and c) charging for the DAC project at €1.2m.

### *Expenses*

The operating expenses of the Company in 2009 amounted to €13.7m versus €14.9m, decreased by 7.5%.

Personnel remuneration and related expenses which contribute to 51.6% of total operating expenses, came to €7.1m posting a decrease of 6.2% versus 2008. The decrease originates from the decrease in personnel remuneration and social security contributions (lower number of employees), plus the non-provision for stock option plan in the year 2009.

All operating costs, apart from maintenance and IT support, appear decreased against prior year equivalents.

Maintenance and IT support costs came to €1.6m being an increase of 8.6% to prior year's €1.4m. The increase is due to: a) technical support charges on the IP NMS networks which was previously covered by the supplier's guarantee, and b) the Unisystems charge (€104k) as per the CISCO network support agreement which was not in 2008.

## Significant Events

- The Company has invested part of its liquidity in bank bonds which it has classified as a commercial portfolio. These bonds are not expected to be sold in the near future. Taking into consideration the recent modifications of IAS 39, the company on 1.7.2008 transferred the abovementioned bonds in the securities for sale portfolio. The result of the revaluation of the bonds which was recognized in the financial statements up until 30.6.2008 was a loss of €472 thousand, while the amount of the valuation from 1.7.2008 to 31.12.2008 was a loss of €1.2m and was recognized directly to a special reserve. Loss from valuation of bonds came to €140.0k and directly charged Equity. The amount appears on the Statement of Other Comprehensive Income, as per revised IAS1 effective from 1/1/2009.
- ATHEX in response to the international financial crisis, decreased the charges on infrastructure services rendered to its members. In particular, the annual subscription fee of the Stock market members decreased by 31%, the annual subscription fee of the Derivatives market members decreased by 11%, and the ODL service to the Stock market members is for free. In addition, on a broader attempt to develop the Derivatives market, the trading of transactions on Stock Options charged zero commission fee for 6 months since 1/4/2009.

## SHARE CAPITAL

The Company Share Capital consists of 5.467.907 shares of par value €3.66 each and amounts to €20,012,539.62. There were no changes during 2009.

## DIVIDEND POLICY

The Annual Shareholders' Meeting of 04.05.2009, approved the distribution of dividend at €5.0 per share, or total €27,339,953.50, and was paid to HELEX the sole shareholder (100% owner of share capital). Relevant tax was withheld at 10% and paid to the Greek State.

## TRANSACTIONS WITH RELATED PARTIES

Total transactions with related parties amounted at €1.1m versus €1.4m in prior year, and relates to the remuneration of management and members of the Board of Directors of the Group companies. Besides these, no other related party transactions, as per IAS24, were in the year, which could have materially affected the financial position or the performance of the company. There are no balances (debit or credit) as a result of those transactions as at 31.12.2009.

## USE OF FINANCIAL INSTRUMENTS

The Company does not use financial instruments in order to value assets and liabilities, or in the financial position or in the profit and loss statement, and therefore does not apply accounting offset policies.

## POST BALANCE SHEET EVENTS

- ATHEX in response to the ongoing financial crisis and member requests, continues its discount provision policy for 2010 also. In particular, a) no charge fee on the additional terminals rendered based on 2008 revenue, b) free ODL service, and c) discount of €1.000 per trimester

(€4.000 annually) for technological services provision. Costs on ATHEX by the above comes to €674k for 2010.

- By decision of the HELEX BoD, being the administrator of the Provident Fund, ATHEX was returned the account balance held at the Fund. Capital of €3.010.000 together with capital interest €356.000 was refunded to ATHEX on 29 January 2010.

There are no significant events, worth noting, that have taken place after the balance sheet/ statement of financial position date of 31.12.2009, and until the date the Annual Financial Statements are approved by the Board of Directors on 04.03.2010.

## EXPECTATIONS FOR 2010

The situation in the Greek economy, and the measures necessary to be adopted against the minimisation of the budget deficit and government debt, leave no space for optimism for ATHEX's future and the development of Greek businesses in 2010.

Already at the beginning of March 2010, the ATHEX's General Price Index and the capitalisation of the Greek capital market are about 10% lower compared to the beginning of the year.

## TURNOVER – RISKS AND UNCERTAINTIES

The revenues of the Company depend, to a large extent, on factors over which it has no influence, since they are connected with developments in the Greek capital market, which in turn are affected by a series of factors such as, the financial results of listed companies, the fundamental macroeconomic data of the Greek economy as well as developments in international capital markets. The current poor international economic situation increases the risks of decrease in share prices and transaction activity in general, which may potentially have an adverse affect on Group earnings.

Besides fees from transactions that take place in the ATHEX markets and are collected through the Members, significant revenue streams for the Group are also revenues from orders and Member terminals, revenues from subscriptions and rights issues of listed companies, revenues from data vendors, revenues from IT support and services, educational services etc.

Contrary to revenues, which cannot be controlled by the Company, on the cost side concerted efforts are taken to reduce costs, with the target to reduce negative consequences to the financial results of the Group from possible adverse developments in the market.

## RISK MANAGEMENT

**Financial Risk Factors:** The Company is exposed to a limited range of financial risks. The usual risks to which the company is theoretically subjected are market risks (changes in exchange rates, interest, market prices), credit risk, liquidity risk, cash flow risk.

Risk management is performed by the relevant departments of the Company and the basic elements are described below.

***Foreign exchange risk:*** This risk does not materially influence the operation of the Company, since there are very few transactions with customers & suppliers in foreign currencies.

***Price risk:*** The Company is exposed to the risk of change in the value of the securities it possesses. On 31.12.2009 the Company possessed Greek bank bonds valued at €10.1m. This risk from these bonds is considered to be limited.

***Credit risk:*** The turnover of the Company mainly consists of transactions with members of the cash and derivatives markets as well as with reliable foreign houses which have a high credit rating. On this basis, it is estimated that the credit risk is minimal.

***Liquidity risk:*** Liquidity risk is maintained at low levels by keeping adequate cash in hand and highly liquid securities while the revenue from transactions, both in the cash and derivatives market, is immediately (T+3 for stocks, T+1 for bonds).

***Cash flow risk and risk from the change of the fair value due to interest rate changes:*** The operating revenue, as well as the cash flows of the Company are independent of interest rate changes.

## Corporate Social Responsibility

The Company is active in a continuously changing global environment. The Company is faced, on a daily basis, with challenges concerning its efficiency and its status as an integral part of society and business.

In response to a multitude of financial, social and environmental challenges, ATHEX as a subsidiary of the Hellenic Exchanges Group has integrated in its strategy the spirit of Corporate Social Responsibility (CSR). We have declared our own social responsibility, and voluntarily undertake commitments that go beyond our obligations as stipulated in the regulations and contracts, obligations that have to be fulfilled in any case.

Closely related with CSR is our active concern for fellow human beings, both in our business as well as in our social activities. The constant improvement of the already high level working, health and safety conditions is a priority for HELEX. The same is true for education, which is not only the subject of constant and intense interest to the Group, but is also a means to strengthen and enrich its social contributions.

The framework of our actions that we recognize as important and necessary for the long term well being of our Company within society is along the following axes:

- Development of Corporate Governance having as its main criteria transparency, trust and reliability
- Restructuring the operation of the company in a socially responsible manner
- Investment in knowledge
- Investment in our human resources
- Protection of the environment
- Respect for human rights
- Support groups of people that are socially excluded
- Contribution in the development of the arts.

The financial statements of 2009, as well as the comparatives for 2008, have been prepared in accordance with IFRS, and have been audited by the certified auditors - accountants PriceWaterhouseCoopers PwC.

# 3. AUDIT REPORT BY THE INDEPENDENT CERTIFIED AUDITORS PRICEWATERHOUSECOOPERS

## Independent Auditor's Report

## To the Shareholders of Athens Exchange S.A.

## Reg. No. 33940/06/B/95/23

**Report on the Financial Statements**

We have audited the accompanying financial statements of Athens Exchange S.A. (the "Company"), which comprise the statement of financial position as of 31 December 2009 and the statements of comprehensive income, changes in equity and the cash flow for the year then ended and a summary of significant accounting policies and other explanatory notes.

**Management's Responsibility for the Financial Statements**

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards as adopted by European Union. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers the system of internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's system of internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**Opinion**

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of 31 December 2009, and their financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards, as adopted by the European Union.

**Reference to Other Legal Matters**

We verified the agreement and correspondence of the content of the Board of Directors' report with the accompanying financial statements, in the context of the requirements of articles 43a and 37 of Law 2190/1920.

Athens, 4 March 2010
The Certified Auditors - Accountants

PricewaterhouseCoopers
Certified Auditors - Accountants
268 Kifissias Avenue, Halandri 152 32
SOEL Reg. No. 113

Constantinos Michalatos
SOEL Reg. No. 17701

Dimitrios Sourbis
SOEL Reg. No. 16891

# 4. ANNUAL FINANCIAL STATEMENTS 2009

# 4.1. STATEMENT OF COMPREHENSIVE INCOME

| | Notes | 01.01 31.12.09 | 01.01 31.12.08 | 01.10.09 31.12.09 | 01.10.08 31.12.08 | |
|---|---|---|---|---|---|---|
| **Revenue** | | | | | | |
| Revenue from stock market (trading) | 5.6 | 15.182 | 22.630 | 4.909 | 3.999 | -32,9% |
| Revenue from listed companies & new listings | 5.7 | 8.808 | 7.513 | 2.443 | 1.548 | 17,2% |
| Revenue from subscriptions & member terminals | 5.8 | 1.466 | 3.212 | 474 | 824 | -54,4% |
| Revenue from derivatives | 5.9 | 3.059 | 5.956 | 794 | 1.389 | -48,6% |
| Revenue from data vendors | 5.10 | 4.870 | 4.539 | 1.397 | 1.273 | 7,3% |
| Revenue from the ATHEX-CSE Common Platform | 5.11 | 768 | 738 | 489 | 399 | 4,1% |
| Revenue from IT services | 5.12 | 1.981 | 1.481 | 484 | 596 | 33,8% |
| Revenue from other activities | 5.13 | 1.448 | 439 | 1.374 | 103 | 229,8% |
| **Total revenue** | | **37.582** | **46.508** | **12.364** | **10.131** | **-19,2%** |
| Capital Market Commission fee | 5.22 | (1.642) | (2.534) | (529) | (455) | -35,2% |
| **Total operating revenue** | | **35.940** | **43.974** | **11.835** | **9.676** | **-18,3%** |
| Non-recurring revenue | | 0 | 3.694 | 0 | 0 | - |
| **Total revenue** | | **35.940** | **47.668** | **11.835** | **9.676** | **-24,6%** |
| **Costs & Expenses** | | | | | | |
| Personnel remuneration and expenses | 5.14 | 7.091 | 7.562 | 1.419 | 1.669 | -6,2% |
| Third party remuneration and expenses | 5.15 | 1.245 | 1.262 | 459 | 437 | -1,3% |
| Utilities | 5.16 | 1.017 | 1.112 | 307 | 351 | -8,5% |
| Maintenance / IT support | 5.17 | 1.558 | 1.435 | 369 | 267 | 8,6% |
| Taxes - VAT | 5.18 | 633 | 692 | 185 | 219 | -8,5% |
| Building / equipment management | 5.19 | 210 | 258 | 56 | 55 | -18,6% |
| Marketing and advertising costs | 5.20 | 240 | 308 | 110 | 132 | -22,1% |
| Other expenses | 5.21 | 1.754 | 2.235 | 646 | 527 | -21,5% |
| **Total operating expenses including non-recurring expenses** | | **13.748** | **14.864** | **3.551** | **3.657** | **-7,5%** |
| **Operating Result (EBITDA)** | | **22.192** | **32.804** | **8.284** | **6.019** | **-32,3%** |
| Depreciation | 5.25 | (1.216) | (1.287) | (305) | (292) | -5,5% |
| **Operating Result (EBIT)** | | **20.976** | **31.517** | **7.979** | **5.727** | **-33,4%** |
| Investment income | 5.24 | 4.195 | 6.021 | 948 | 1.826 | -30,3% |
| Loss on revaluation of bonds | 5.24 | | (478) | | 10 | - |
| Other financial expenses | 5.24 | (4) | (4) | (1) | (1) | 0,0% |
| Dividend income | 5.35 | 338 | 0 | 0 | | - |
| **Net profit before tax (EBT)** | | **25.505** | **37.056** | **8.926** | **7.562** | **-31,2%** |
| Income Tax | 5.31 | (6.382) | (10.256) | (2.272) | (2.276) | -37,8% |
| **Net profit after tax** | | **19.123** | **26.800** | **6.654** | **5.286** | **-28,6%** |
| Extraordinary tax (Law 3808/2009) | 5.31 | (2.723) | 0 | (2.723) | | #DIV/0! |
| **Net profit after tax** | | **16.400** | **26.800** | **3.931** | **5.286** | **-38,8%** |
| *Distributed to:* | | | | | | |
| Minority interest | | 0 | 0 | | | |
| Shareholders | | 16.400 | 26.800 | | | |
| Earnings per share (basic & diluted) | | 3,00 | 4,90 | | | |

*The notes on pages 21 to 51 are an integral part of these financial statements*

(amounts in thousand euros unless otherwise stated) 16

| | Notes | 01.01<br>31.12.09 | 01.01<br>31.12.08 |
|---|---|---|---|
| **Net profit after tax (A)** | | **16.400** | **26.800** |
| **Total other revenue (loss) - other comprehensive income** | | | |
| Loss on revaluation of bonds | 5.24 | (140) | (1.700) |
| Tax on loss of revaluation of bonds | | 35 | 425 |
| **Other comprehensive income (loss) after tax (B)** | | **(105)** | **(1.275)** |
| **Total comprehensive income after tax (A) + (B)** | | **16.295** | **25.525** |
| *Distributed to:* | | | |
| Minority interest | | 0 | 0 |
| Shaholders | | 16.295 | 25.525 |
| Earnings per share (basic & diluted) | 5.35 | 2,98 | 4,67 |

*The notes on pages 21 to 51 are an integral part of these financial statements*

*(amounts in thousand euros unless otherwise stated)* 17

## 4.2. STATEMENT OF FINANCIAL POSITION

| | Notes | 31.12.2009 | 31.12.2008 |
|---|---|---|---|
| **ASSETS** | | | |
| **Current Assets** | | | |
| Cash and cash equivalents | 5.24 | 92.794 | 101.394 |
| Clients | 5.23 | 3.098 | 3.220 |
| Other receivables | 5.23 | 1.270 | 1.898 |
| Securities at fair value through profit and loss | 5.24 | 10.060 | 10.200 |
| | | **107.222** | **116.712** |
| **Non Current Assets** | | | |
| Tanglible assets for own use | 5.25 | 1.231 | 2.183 |
| Participations and other long-term receivables | 5.26 | 4.423 | 4.068 |
| Deferred tax | 5.30 | 767 | 828 |
| | | **6.421** | **7.079** |
| **TOTAL ASSETS** | | **113.643** | **123.791** |
| **LIABILITIES & EQUITY** | | | |
| **Current Liabilities** | | | |
| Suppliers and other liabilities | 5.27 | 3.977 | 4.751 |
| Tax payable | 5.31 | 2.787 | 1.114 |
| Social security | | 265 | 260 |
| | | **7.029** | **6.125** |
| **Long term liabilities** | | | |
| Subsidies and other long term liabilities | 5.29 | 344 | 344 |
| Provisions | 5.28 | 1.279 | 1.284 |
| | | **1.623** | **1.628** |
| **Equity and reserves** | | | |
| Share Capital | 5.32 | 20.012 | 20.012 |
| Share Premium | | 55 | 55 |
| Reserves | 5.32 | 65.631 | 65.736 |
| Retained earnings | 4.3 | 19.293 | 30.235 |
| **Shareholders' equity** | | **104.991** | **116.038** |
| **TOTAL LIABILITIES & EQUITY** | | **113.643** | **123.791** |

*The notes on pages 21 to 51 are an integral part of these financial statements*

*(amounts in thousand euros unless otherwise stated)* 18

## 4.3. STATEMENT OF CHANGES IN EQUITY

| | Share Capital | Share Premium | Reserves | Retained earnigns | Total Equity |
|---|---|---|---|---|---|
| **Balance on 01.01.2008** | **20.012** | **55** | **66.488** | **58.114** | **144.669** |
| Result for the period | | | | 26.800 | 26.800 |
| Dividends paid | | | 169 | (54.679) | (54.510) |
| Special security valuation reserve | | | (921) | 0 | (921) |
| **Balance on 31.12.2008** | **20.012** | **55** | **65.736** | **30.235** | **116.038** |
| Result for the period | | | | 16.400 | 16.400 |
| Dividends paid | | | | (27.342) | (27.342) |
| Special security valuation reserve | | | (105) | 0 | (105) |
| **Balance 31.12.2009** | **20.012** | **55** | **65.631** | **19.293** | **104.991** |

*The notes on pages 21 to 51 are an integral part of these financial statements*

*(amounts in thousand euros unless otherwise stated)* 19

## 4.4. CASH FLOW STATEMENT

| | Notes | 31.12.2009 | 31.12.2008 |
|---|---|---|---|
| **Operating activities** | | | |
| Profit before tax | | 25.505 | 37.056 |
| **Adjustments for** | | | |
| Depreciation | 5.25 | 1.216 | 1.287 |
| Provisions | 5.28 | 224 | 160 |
| Security provisions/ interest | | 42 | 496 |
| Interest income | | (4.195) | (6.021) |
| Dividends received | | (338) | |
| Gain on disposal of assets | | | (3.334) |
| Revaluation of bonds | | | (14) |
| Interest and other financial expenses paid | | 4 | 2 |
| Other non cash items | | | 33 |
| Stock option plan provisions | | | 169 |
| Provisions used | | (108) | |
| **Plus / minus adjustments for changes in working capital and other operating activities** | | | |
| Decrease in receivables | | 395 | 23.832 |
| Decrease in liabilities (except banks) | | (3.497) | (4.031) |
| Interest received | | 4.153 | 5.857 |
| Taxes paid | 5.31 | (4.613) | (14.075) |
| **Net cash generated from operating activities (a)** | | **18.788** | **41.417** |
| **Investing activities** | | | |
| Purchase of tangible assets | 5.25 | (25) | (312) |
| Proceeds from disposal of assets | | | 13.402 |
| Securities | 5.24 | | 6.000 |
| (Increase)/ decrease in investments | | (355) | 14 |
| Dividends received | | 338 | |
| **Net cash (used in)/ generated from investing activities (b)** | | **(42)** | **19.104** |
| **Financing activities** | | | |
| Interest and other financial expenses paid | | (4) | (2) |
| Dividends paid | | (27.342) | (54.679) |
| **Net cash used in financing activities (c)** | | **(27.346)** | **(54.681)** |
| Net (decrease)/ increase in cash and cash equivalents in the period (a) + (b) + (c) | | (8.600) | 5.840 |
| **Cash and cash equivalents at beginning of period** | | **101.394** | **95.554** |
| **Cash and cash equivalents at end of period** | 5.24 | **92.794** | **101.394** |

*The notes on pages 21 to 51 are an integral part of these financial statements*

*(amounts in thousand euros unless otherwise stated)* 20

# 5. NOTES TO THE FINANCIAL STATEMENTS OF 31.12.2009

## 5.1. Information about the company

The Company "Athens Exchange S.A." was founded in 01/08/1995 based on Law 2324/95 (Government Gazette number 146/17-7-95) and is registered in the Companies Register with No 33940/06/B/95/23 (Government Gazette number 4620/02-08-95). Its head office is in the Municipality of Athens at 110 Athinon Ave. P.O 10442. The duration of the company is defined to 200 years from its legal foundation. The company's scope of business is the support and operation of organized capital markets, derivatives markets and other financial means in Greece and on abroad. The Company belongs to the "Hellenic Exchanges Group", which owns 100% of its shares. The financial statements of 2009 have been approved by the Board of Directors of ATHEX on 04.03.2010 and are included in the consolidated financial statements of the Hellenic Exchanges Group.

## 5.2. Basis of preparation of financial statements

The corporate financial statements of 31 December 2009 have been compiled on the basis of the historical cost as modified by the revaluation of specific assets and liabilities to fair values (mainly the trading portfolio of securities and real estate), and are in accordance with the International Financial Reporting Standards (IFRS) issued by the International Accounting Standard Board (IASB) as well as their interpretations issued by the International Financial Reporting Interpretations Committee (IFRIC) of IASB and adopted by the European Union with regulation 1606/2002 up until 31 December 2009.

The accounting principles mentioned below have been applied consistently in the periods presented.

The preparation of financial statements in accordance with IFRS requires the use of estimates and judgment during the application of accounting principles by the HELEX Group. The most important of the assumptions made are mentioned in the notes to the Financial Statements, whenever deemed necessary. It should be noted that, despite the fact that these estimates are based on the best possible knowledge of the Management of the Company as regards the current conditions and actions, actual results might be different in the end.

## 5.3. Basic Accounting Principles

The accounting principles used by the Company and the Group in preparing its financial statements are the following:

### 5.3.1. Property, plant and equipment

#### *Real Estate*

Real estate belonging to the fixed assets is presented in the financial statements at its fair value, minus accumulated depreciation and possible value impairment. Real estate assets that are to be sold are reported separately in the financial statements (IFRS-5).

#### *Other tangible assets*

Other tangible assets are presented in the financial statements at their acquisition values less accumulated depreciation and possible value impairment.

The acquisition cost includes all the direct expenses for the acquisition of the assets. Later expenses are recognized as an increase in the book value of the tangible fixed assets or as a separate fixed asset only to the extent that these expenses increase the future financial benefits expected to flow in from the use of the fixed asset and their cost can be reliably measured. The cost of repairs and maintenance is recognized in the results when incurred. Assets with an acquisition value less than €1.200 per unit are expensed in full in the fiscal year in which they are acquired.

Depreciation of other tangible assets (except plots of land which are not depreciated) is calculated with the straight line method during their useful life as follows:

| | Depreciation rate |
|---|---|
| – Plots of land | 0% |
| – Buildings | 5% |
| – Machinery and equipment | 12%-20% |
| – Motor vehicles | 15%-20% |
| – Other equipment | 10%-30% |

The useful life of the tangible fixed assets is periodically revised and the depreciation rates are readjusted for the current and future periods if they are considerably different from previous estimates. When the accounting values of the fixed assets exceed their recoverable value, the difference (impairment) is recognized in the results as an expense.

### 5.3.2. Intangible assets

Intangible assets include software licenses valued at the acquisition cost minus depreciation. Only intangible assets of a considerable value are recognized as assets. Depreciation is calculated using the straight line method during the useful life of these assets, which is estimated at approximately

3 years.

### 5.3.3. Asset impairment

Depreciated assets are subjected to an impairment check when there are indications that their book values shall not be recovered. The recoverable value is the largest of the net selling price (selling price minus selling expenses) and the value-in-use (as calculated from the net cash flows).

Loss due to a reduction in the value of the assets is recognized when the book value of these assets (or the Cash Flow Generating Unit) is greater than their recoverable amounts.

### 5.3.4. Financial instruments

The financial receivables and financial liabilities in the statement of financial position consist of cash at hand and at bank, securities, other receivables, participations, short and long-term liabilities.

Financial instruments are presented as claims, liabilities, or elements of equity, based on the substance or contents of the relevant contracts from which they arise. Interest, dividends, profits or losses which arise from the financial products which are characterized as claims or liabilities are recognized as revenue or expenses respectively. The distribution of dividends to shareholders is recognized directly to equity. According to the law, financial instruments are offset when the Company has this legal right and intends to offset on a net basis (between them) or to recover the asset and to offset the liability at the same time.

Securities (IAS 32 & 39) are documents (titles) incorporating rights on a specific asset which can be valued in cash. Securities are either registered or bearer. The main types of securities are shares, bonds (government, bank or corporate), treasury bills, mutual funds etc.

Purchases and sales of financial instruments are recognized on the day of the transaction, which is the day the Group is obliged to purchase or sell the instrument.

For ATHEX, securities are characterised as being in a trading portfolio; that is, it is assumed that securities are bought and kept with the aim of being liquidated in the short-term for profit. Therefore, they fall under IAS 39 "Financial Instruments: Recognition and Measurement" and their valuation is conducted at their fair value while the profits or losses from the valuation are recognized in the results of the period up until 30.6.2008. Starting on 1.7.2008, the modifications of IAS 39 were adopted, and as a result these securities were classified in the portfolio available-for-sale, and the result of the valuation of the bonds is recognized in a special reserve.

*(amounts in thousand euros unless otherwise stated)* 23

Financial assets are classified in the following categories: a) financial assets at fair value through profit or loss b) loans and receivables, c) investments held until maturity and d) securities available-for-sale. The decision on the classification is taken by management when the asset is initially recognized.

**Financial assets designated at fair value through profit or loss**

This category includes two subcategories: the financial assets for sale, and those that have been designated as investments at fair value through profit or loss, upon the initial recognition. A financial asset is classified in this category, mainly when it is obtained with the aim of a short term sale or when it is designated as such. Furthermore, derivatives for sale as classified in this category, unless they are classified as hedging.

***Available-for-sale investment securities***

Available-for-sale investment securities are securities that are obtained for an unspecified time period, and which can be sold, for liquidity needs, or changes in interest rates, exchange rates, or stock prices.

***Accounting treatment and valuation***

Purchases and sales of financial assets at fair value through profit or loss, held until maturity and available-for-sale, are recorded on the transaction date, i.e. the date during which the Group commits to purchase or sell the asset. Loans are recognized when cash is received by the recipients. Financial assets that are not recognized at fair value through profit or loss are initially recognized at fair value plus transaction costs. Financial assets stop being recognized when the right to collect their cash flows expires or when the Group has in effect transferred the risks and returns or rewards that The investment titles available-for-sale and financial assets at fair value through profit or loss are presented at fair value in future periods as well. Loans and advance payments, as well as investments held until maturity, are presented at their book value with the real interest rate method. Profits and losses from changes in the fair value in the category “financial assets at fair value through profit or loss” are included in the profit and loss statement in the period they occur.

Profits and losses from changes in the fair value of investment titles available-for-sale are recognized directly to equity, until the financial asset is no longer recognized or is devalued, in which case the accumulated profit or loss, which was up until then recognized directly to equity, is transferred to the profit and loss account. Interest from those assets which is calculated based on the real interest rate method, is recognized in the profit and loss account. Dividends from investment titles available-for-sale are recognized in the profit and loss account when the right to collect the dividend is approved by the shareholders.

The fair value of investments that are traded in active markets, is determined by the current exchange ask prices. The fair value of non-listed titles, and other financial assets in cases when the market is not active, is determined using valuation methods. These methods include the use of recent transaction made on a clearly commercial basis, reference to the current price of comparable assets that are traded, as well as the discounted cash flows, estimation of options and other valuation methods that are commonly used in the market.

### 5.3.5. Other long term receivables

Other long-term claims include rental guarantees, guarantees to utilities (HTC, PPC etc) and other long term claims. If these amounts are material, they are discounted to the present value for the following years during which they are expected to be collected.

In addition, this account includes the participation (account) of the Group in the Supplementary Fund for Clearing Transactions, the required size of which is determined every six months, based on the value of transactions of the previous half, with the difference being paid or refunded. The value of this account does not require discounting.

### 5.3.6. Derivative financial instruments

ATHEX, despite being the organizer of the derivative products market and possessing the systems (OASIS) through which transactions in derivative products are concluded, does not use such products for its own account.

The various types of guarantees received by the Athens Exchange from its Members in order to acquire and maintain their capacities in the Stock and Derivatives markets are not reported.

### 5.3.7. Commercial receivables

Claims from customers are short-term in nature (receivable in a period less than 12 months from the date of entry) and recognized at their fair value, while if there is a delay in the collection, or impairment indications in the value of the claims, a provision is calculated for the reduction in their values. In that case, the claim is valued at its recoverable amount; that is at the current value of the future flows estimated to be collected.

The relevant loss is directly recognized directly in the profit and loss statement.

### 5.3.8. Cash and cash equivalents

Cash and cash equivalents are cash at hand and at bank as well as highly liquid short-term investments, such as bank deposits with a duration of up to six months from their commencement date.

### 5.3.9. Share Capital

Significant expenses incurred during the issuance of shares are presented as a reduction of the issuing product, in the share premium account.

### 5.3.10. Income Tax and deferred tax

The recognition of income tax in the period includes current and deferred taxes; that is, taxes or tax relief associated with financial benefits arising during the current period that have already been assessed or shall be assessed by the tax authorities in different periods.

The liabilities or claims from the income tax presented in the statement of financial position include short term liabilities to or claims from the tax authorities associated with the taxes payable on the taxable income of the period and possible additional income tax as regards previous periods.

Current taxes are calculated in accordance with the tax rates and tax laws applicable in the accounting periods on the relevant taxable profits. All changes in the short term taxation items of the assets or liabilities are recognized as part of the tax expenses in the profit and loss statement.

Deferred income tax is calculated with the liability method on the basis of the temporary differences arising between the accounting value of the assets and liabilities included in the Financial Statements and the tax value attributed to them in accordance with the tax legislation.

In order to determine the deferred income tax, tax rates are used which have come into effect or are effectively in force until the date of the statement of financial position.

The Company recognizes deferred tax claims when it is likely that the future taxable profits will be sufficient for the offsetting of the temporary differences.

It is noted that a deferred income tax for temporary differences arising from investments in subsidiaries is not recognized since it is possible that the temporary differences may not be reversed in the foreseeable future.

Most of the changes in the deferred tax claims or liabilities are recognized as part of the tax expenses in the Profit & Loss Statement. Only when changes in the assets or liabilities influencing temporary differences are directly recognized in the equity of the Group (such as revaluation of the value of real estate), the corresponding change in the deferred tax claims or liabilities is presented against the relevant equity account.

### 5.3.11. Employee benefits

***Short term employee benefits***: Short term provisions for employees ( except provisions for the termination of employment) in cash and in kind are recognized as an expense in the fiscal year they are paid.

Any unpaid amount on the date the financial statements are prepared is recognized as a liability while in the case that the amount already paid exceeds the amount of the provisions, the Group recognizes the excess amount as an asset item (prepaid expense) only to the extent that this prepayment shall lead to a reduction in future payments or to a return.

***Staff retirement obligations***: Staff retirement benefits include both defined contributions plans as well as defined benefits plans.

### *Defined contribution plan*

In the defined contributions plan, the obligation of the company (legal) is limited to the amount agreed to be contributed to the organization (social security fund) which manages the contributions and grants the benefits (pensions, medical care etc).

The accrued cost of the defined contributions schemes is recognized as an expense in the corresponding period.

### *Defined benefit plan*

The defined benefits plan of the Group is its legal obligation to pay the personnel a lump sum indemnity to each employee upon retirement.

The liability recognized on the statement of financial position for this plan is the present value of the commitment for the defined benefit depending on the accrued right of the employees and in relation to the specific point of time that this benefit is expected to be paid.

The commitment of the defined benefit is calculated on an annual basis by an independent actuary with the use of the projected unit credit method. For discounting, the interest of the long term Greek Government bonds is used.

The Company recognized in its entirety the actuarial profit or loss on the transfer date and plans on following the same recognition tactic in future fiscal years (note 5.14., page 35).

### *Stock Option Plan for employees*

The Group has in place stock option plans for certain executives. Though these options, part of the remuneration is paid with HELEX shares or options on HELEX shares. The cost of these transactions is set as the fair value of the shares on the date these plans are approved by management.

The fair value is arrived at through a valuation model that is appropriate for similar cases. The cost of the stock option plans is recognized during the period, in which the prerequisites for exercising the relevant options are gradually satisfied, with that period ending on the date which the executives participating in the plan establish their right to the receipt/purchase of the shares (vesting date). For options which never vest, no such expense is recognized, except for options whose vesting depends on the fulfillment of external, specific market conditions. It is assumed that these options vest when all the performance criteria have been satisfied, regardless on the satisfaction of the external market requirements.

In case of cancellation of any of these plans, these are assumed to have vested on the cancellation date, and expenses not yet recognized are recognized immediately in the period results. If a plan being cancelled is replaced by a new program, it is treated as a modification of the cancelled plan.

Given that the total cost of the plans in question is not important relevant to the amounts in the financial statements, the Group only provides information about important notifications, as required based on IFRS 2 “Share based payment”.

## 5.3.12. Grants

Government subsidies are not included in the financial statements of the Group unless there is substantiated certainty that:

a) The company has complied or is going to comply with the terms of the subsidy; and

b) The amount of the subsidy shall be collected.

The fair value of the collected consideration is entered and they are recognized as revenue in a systematic way on the basis of the principle of associating subsidies with the relevant costs which they subsidize.

Subsidies concerning fixed assets are included in the long term liabilities as future period revenue and are systematically recognized as revenue during the useful life of the subsidized fixed asset.

### 5.3.13. Provisions

Provisions are recognized in accordance with IAS 37 requirements, when:

- the Group has a current commitment (legal or inferred) as a result of a past event;
- it is likely that an outflow of resources shall be required incorporating financial benefits for
- the settlement of the commitment; and
- it is possible to estimate the amount of the commitment reliably.

Provisions are re-examined on the date of preparation of the financial statements and are adjusted so as to present the best possible estimations and, if deemed necessary, they are discounted with a discount rate before taxes.

Contingent liabilities are not recognized in the financial statements, but are published, unless the possibility for resource outflow incorporating financial benefits is very small. Possible claims are not recognized in the financial statements, but are published provided the inflow of financial benefit is possible.

### 5.3.14. Revenue Recognition

Revenue is accounted only when it is likely that the financial benefits associated with the transaction shall flow in the company and in particular:

***Revenue from the stock market (Trading, Clearing & Settlement)***

Revenue from the cash market is recognized at the time the transaction is concluded and cleared at the Exchange.

***Revenue from the derivatives market***

Revenue from the Derivatives Market is recognized at the time the transaction is cleared at Athens Exchange through HELEX (as successor to ADECH).

***Revenue from Members (fees)***

Revenue from the negotiation and clearing of transactions is recognized at the conclusion of the transaction at the Exchange and of the collection from the Members of the Cash and Derivatives Markets. Revenue is prepaid, while the relevant invoice is issued every two weeks.

***Revenue from listed companies***

Revenue concerning subscriptions, one-off fees, company listings, rights issues, and HERMES System services, are recognized at the time the relevant invoices are issued in conjunction with the time the service provided is concluded. Subscriptions are prepaid.

***Revenue from market data vendors***

Revenue from this source is recognized at the time the service provided is concluded, provided that the relevant claim is certain and recoverable.

***Technological support services***

Revenue from technological support services is recognized at the time the service provided is concluded, provided that the relevant claim is certain and recoverable.

***Other services***

Revenue from other services is recognized at the time the service provided is concluded, provided that the economic benefits connected with the transaction will flow to the enterprise.

***Interest***

Interest income is recognized in accordance with the principle of accrued income (taking into account the true yield of the asset).

***Dividends***

Dividend income is recognized when the collection right of the shareholders is finalized; that is, on approval by the General Shareholders Meeting.

### 5.3.15. Dividend distribution

The distribution of dividends to ATHEX shareholders is recognized as a liability in the consolidated financial statements on the date the distribution is approved by the General Meeting of the shareholders (note 5.35, page 49).

### 5.3.16. New standards, modified standards and interpretations of the IFRIC

Certain new standards, amendments to standards and interpretations have been issued that are mandatory for periods beginning during the current reporting period and subsequent reporting periods. The Group's evaluation of the effect of these new standards, amendments to standards and interpretations is as follows.

**Standards effective for year ended 31 December 2009**

**IFRS 8 "Operating Segments"**
This standard supersedes IAS 14, under which segments were identified and reported based on a risk and return analysis. Under IFRS 8 segments are components of an entity regularly reviewed by the entity's chief operating decision maker and are reported in the financial statements based on this internal component classification. This has resulted in no change in the number of reportable segments presented.

**IAS 1 (Revised) "Presentation of Financial Statements"**
IAS 1 has been revised to enhance the usefulness of information presented in the financial statements. The revised standard prohibits the presentation of items of income and expenses (that is 'non-owner changes in equity') in the statement of changes in equity, requiring 'non-owner changes in equity' to be presented separately from owner changes in equity. All 'non-owner changes in equity' are required to be shown in a performance statement. Entities can choose whether to present one performance statement (the statement of comprehensive income) or two statements (the income statement and statement of comprehensive income). The Group has elected to present one statement.

**IFRS 7 (Amendment) "Financial instruments – Disclosures"**
The amendment requires enhanced disclosures about fair value measurement and liquidity risk. In particular, the amendment requires disclosure of fair value measurements by level of a fair value measurement hierarchy. As these changes only result in additional disclosures, there is no impact on earnings per share.

**IFRS 2 (Amendment) "Share Based Payment"**
The amendment clarifies the definition of "vesting condition" by introducing the term "non-vesting condition" for conditions other than service conditions and performance conditions. The amendment also clarifies that the same accounting treatment applies to awards that are effectively cancelled by either the entity or the counterparty. This amendment does not impact the Group's financial statements.

**IAS 23 (Revised) "Borrowing Costs"**
This standard replaces the previous version of IAS 23. The main change is the removal of the option of immediately recognising as an expense borrowing costs that relate to assets that need a substantial period of time to get ready for use or sale. The amendment did not impact the Group.

**IAS 32 (Amendment) "Financial Instruments: Presentation" and IAS 1 (Amendment) "Presentation of Financial Statements"**
The amendment to IAS 32 requires certain puttable financial instruments and obligations arising on liquidation to be classified as equity if certain criteria are met. The amendment to IAS 1 requires disclosure of certain information relating to puttable instruments classified as equity. This amendment does not impact the Group's financial statements.

**IAS 39 (Amendment) "Financial Instruments: Recognition and Measurement"**
This amendment clarifies that entities should no longer use hedge accounting for transactions between segments in their separate financial statements. This amendment is not applicable to the Group as it does not apply hedge accounting in terms of IAS 39.

## Standards effective after year ended 31 December 2009

**IFRS 3 (Revised) "Business Combinations" and IAS 27 (Amended) "Consolidated and Separate Financial Statements"** (effective for annual periods beginning on or after 1 July 2009)
The revised IFRS 3 introduces a number of changes in the accounting for business combinations which will impact the amount of goodwill recognized, the reported results in the period that an acquisition occurs, and future reported results. Such changes include the expensing of acquisitionrelated costs and recognizing subsequent changes in fair value of contingent consideration in the profit or loss. The amended IAS 27 requires that a change in ownership interest of a subsidiary to be accounted for as an equity transaction. Furthermore the amended standard changes the accounting for losses incurred by the subsidiary as well as the loss of control of a subsidiary. The changes introduced by these standards must be applied prospectively and will affect future acquisitions and transactions with minority interests. The Group will apply these changes from their effective date.

**IFRS 9 "Financial Instruments"** (effective for annual periods beginning on or after 1 January 2013)
IFRS 9 is the first part of Phase 1 of the Board's project to replace IAS 39. The IASB intends to expand IFRS 9 during 2010 to add new requirements for classifying and measuring financial liabilities, derecognition of financial instruments, impairment, and hedge accounting. IFRS 9 states that financial assets are initially measured at fair value plus, in the case of a financial asset not at fair value through profit or loss, particular transaction costs. Subsequently financial assets are measured at amortised cost or fair value and depend on the basis of the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial asset. IFRS 9 prohibits reclassifications except in rare circumstances when the entity's business model changes; in this case, the entity is required to reclassify affected financial assets prospectively. IFRS 9 classification principles indicate that all equity investments should be measured at fair value. However, management has an option to present in other comprehensive income unrealised and realised fair value gains and losses on equity investments that are not held for trading. Such designation is available on initial recognition on an instrument-by-instrument basis and is irrevocable. There is no subsequent recycling of fair value gains and losses to profit or loss; however, dividends from such investments will continue to be recognised in profit or loss. IFRS 9 removes the cost exemption for unquoted equities and derivatives on unquoted equities but provides guidance on when cost may be an appropriate estimate of fair value. The Group is currently investigating the impact of IFRS 9 on its financial statements. The Group cannot currently early adopt IFRS 9 as it has not been endorsed by the EU. Only once approved will the Group decide if IFRS 9 will be adopted prior to 1 January 2013.

**IFRS 1 (Amendment) "First-time adoption of International Financial Reporting Standards"** (effective for annual periods beginning on or after 1 January 2010)
This amendment provides additional clarifications for first-time adopters of IFRSs in respect of the use of deemed cost for oil and gas assets, the determination of whether an arrangement contains a lease and the decommissioning liabilities included in the cost of property, plant and equipment. This amendment will not impact the Group's financial statements since it has already adopted IFRSs. This amendment has not yet been endorsed by the EU.

**IFRS 2 (Amendment) "Share-based Payment"** (effective for annual periods beginning on or after 1 January 2010)
The purpose of the amendment is to clarify the scope of IFRS 2 and the accounting for group cashsettled share-based payment transactions in the separate or individual financial statements of the entity receiving the goods or services, when that entity has no obligation to settle the share-based payment transaction. This amendment is not expected to impact the Group's financial statements. This amendment has not yet been endorsed by the EU.

**IAS 24 (Amendment) "Related Party Disclosures"** (effective for annual periods beginning on or after 1 January 2011)
This amendment attempts to relax disclosures of transactions between government-related entities and clarify related-party definition. More specifically, it removes the requirement for government-related entities to disclose details of all transactions with the government and other government-related entities, clarifies and simplifies the definition of a related party and requires the disclosure not only of the relationships, transactions and outstanding balances between related parties, but of

commitments as well in both the consolidated and the individual financial statements. The Group will apply these changes from their effective date. This amendment has not yet been endorsed by the EU.

**IAS 32 (Amendment) "Financial Instruments: Presentation"** (effective for annual periods beginning on or after 1 February 2010)
This amendment clarifies how certain rights issues should be classified. In particular, based on this amendment, rights, options or warrants to acquire a fixed number of the entity's own equity instruments for a fixed amount of any currency are equity instruments if the entity offers the rights, options or warrants pro rata to all of its existing owners of the same class of its own nonderivative equity instruments. This amendment is not expected to impact the Group's financial statements.

**IAS 39 (Amendment) "Financial Instruments: Recognition and Measurement"** (effective for annual periods beginning on or after 1 July 2009)
This amendment clarifies how the principles that determine whether a hedged risk or portion of cash flows is eligible for designation should be applied in particular situations. This amendment is not applicable to the Group as it does not apply hedge accounting in terms of IAS 39.

## Amendments to standards that form part of the IASB's annual improvements project

The amendments set out below describe the key changes to IFRSs following the publication in July 2009 of the results of the IASB's annual improvements project. These amendments have not yet been endorsed by the EU. Unless otherwise stated the following amendments are effective for annual periods beginning on or after 1 January 2010. In addition, unless otherwise stated, the following amendments will not have a material impact on the Group's financial statements.

**IFRS 2 "Share-Based payment"** (effective for annual periods beginning on or after 1 July 2009)
The amendment confirms that contributions of a business on formation of a joint venture and common control transactions are excluded from the scope of IFRS 2.

**IFRS 5 " Non-current Assets Held for Sale and Discontinued Operations"**
The amendment clarifies disclosures required in respect of non-current assets classified as held for sale or discontinued operations.

**IFRS 8 "Operating Segments"**
The amendment provides clarifications on the disclosure of information about segment assets.

**IAS 1 "Presentation of Financial Statements"**
The amendment provides clarification that the potential settlement of a liability by the issue of equity is not relevant to its classification as current or non-current.

**IAS 7 "Statement of Cash Flows"**
The amendment requires that only expenditures that result in a recognized asset in the statement of financial position can be classified as investing activities.

**IAS 17 "Leases"**
The amendment provides clarification as to the classification of leases of land and buildings as either finance or operating.

**IAS 18 "Revenue"**
The amendment provides additional guidance regarding the determination as to whether an entity is acting as a principal or an agent.

**IAS 36 "Impairment of Assets"**
The amendment clarifies that the largest cash-generating unit to which goodwill should be allocated for the purposes of impairment testing is an operating segment as defined by paragraph 5 of IFRS 8 (that is before the aggregation of segments).

**IAS 38 "Intangible Assets"**
The amendments clarify (a) the requirements under IFRS 3 (revised) regarding accounting for intangible assets acquired in a business combination and (b) the description of valuation techniques commonly used by entities when measuring the fair value of intangible assets acquired in a business combination that are not traded in active markets.

**IAS 39 "Financial Instruments: Recognition and Measurement"**
The amendments relate to (a) clarification on treating loan pre-payment penalties as closely related derivatives, (b) the scope exemption for business combination contracts and (c) clarification that gains or losses on cash flow hedge of a forecast transaction should be reclassified from equity to profit or loss in the period in which the hedged forecast cash flow affects profit or loss.

## 5.4. Risk Management

### Financial Risk Factors

The Company is exposed to a limited range of financial risks. The usual risks to which the company is theoretically subjected are market risks (changes in exchange rates, interest, market prices), credit risk, liquidity risk, cash flow risk.

The general risk management programme of the Group focuses on the management of risks that

HELEX (as successor to ADECH) assumes as central counterparty in the settlement of derivative products.

Risk management is performed by the relevant departments of the Company and the basic elements are described below.

***Foreign exchange risk***
This risk does not materially influence the operation of the Company, since there are very few transactions with customers & suppliers in foreign currencies.

***Price risk***
The Company is exposed to the risk of change in the value of the securities it possesses. On 31.12.2009 the Company possessed Greek Government bonds and Bank bonds. This risk from these bonds is considered to be limited.

***Credit risk***
The turnover of the Company mainly consists of transactions with members of the cash and derivatives markets as well as with reliable foreign houses which have a high credit rating. On this basis, it is estimated that the credit risk is minimal.

***Liquidity risk***
Liquidity risk is maintained at low levels by keeping adequate cash in hand and highly liquid securities while the revenue from transactions, both in the cash and derivatives market, is immediately collected (T+3 for stocks, T+1 for bonds).

***Cash flow risk and risk from the change of the fair value due to interest rate changes***
The operating revenue, as well as the cash flows of the Group are independent of interest rate changes.

## 5.5. Segment Information

A business sector is defined as a group of assets and operations which provide products and services subject and each of which has different risks and returns from other business sectors. A geographical sector is defined as a geographical area for which products and services are provided and each of which is subject to different risks and returns from other areas. The main interest of financial information of the Company focuses on business sectors while the geographical distribution of the Company’s activity is not of particular importance since the company’s electronic systems are at the disposal of investors irrespective of their location.

On 31 December 2009 the main activities of the Group broken down by business sector were as follows:

| (1) | Cash Market* | Derivatives Market | Other | Total |
|---|---|---|---|---|
| Revenues | 31.094 | 3.059 | 3.429 | 37.582 |
| Capital income | 3.980 | 362 | 187 | 4.529 |
| Expenses | (23.153) | (1.502) | (1.056) | (25.711) |
| **Result** | **11.921** | **1.919** | **2.560** | **16.400** |
| | | | | |
| Assets | 1.231 | 0 | 0 | 1.231 |
| Cash & cash equivalents | 75.179 | 13.845 | 3.770 | 92.794 |
| Other assets | 17.782 | 1.185 | 651 | 19.618 |
| **Total assets** | **94.192** | **15.030** | **4.421** | **113.643** |
| | | | | |
| Total Liabilities | 8.489 | 163 | - | 8.652 |

** includes revenue from shares trading in the Athens Exchange, revenue from ATHEX listed companies, revenue from the operation of the ATHEX-CSE Common Platform, as well as revenue from market data vendors*

| (1) | Cash Market* | Derivatives Market | Other | Total |
|---|---|---|---|---|
| Revenue | 42.326 | 5.956 | 1.920 | 50.202 |
| Capital income | 4.793 | 478 | 268 | 5.539 |
| Expenses | (25.543) | (1.975) | (1.423) | (28.941) |
| **Result** | **21.576** | **4.459** | **765** | **26.800** |
| | | | | |
| Assets | 2.183 | 0 | 0 | 2.183 |
| Cash & cash equivalents | 82.146 | 15.128 | 4.120 | 101.394 |
| Other assets | 18.315 | 1.226 | 673 | 20.214 |
| **Total assets** | **102.644** | **16.354** | **4.793** | **123.791** |
| | | | | |
| Total Liabilities | 7.590 | 163 | - | 7.753 |

** includes revenue from shares trading in the Athens Exchange, revenue from ATHEX listed companies, revenue from the operation of the ATHEX-CSE Common Platform, as well as revenue from market data vendors*

(1) The allotment of expenses was performed based on fixed allotment percentages for each activity sector.

## 5.6. Cash Market

Revenue from the cash market amounted to €15.2m vs €22.6m in prior year, a decrease of 32.9%, mainly due to the decrease in the daily average transaction value by 35% to €205m in 2009, vs €316m in 2008. The decrease is solely due to the drop in share prices, as transaction volume levels appear increased in the same period by 20% (11.5bn shares were exchanged in 2009 vs 9.5bn shares in 2008).

In the fourth quarter of 2009, total revenues for ATHEX were increased by 22% (€12.4m vs €10.1m in prior year comparative). The increase in revenues were mainly due to: a) increase in daily average transaction value from €129m in the fourth quarter of 2008 to €222m in the fourth quarter of 2009, an increase of 72% which earned additional profits of €1.0m, b) increase in revenue from listed companies by €0.9m, and c) invoicing of the DAC Project at €1.2m.

*(amounts in thousand euros unless otherwise stated)* 32

## 5.7. Revenue from listed companies

Revenue from listed companies includes the quarterly subscriptions of listed companies, fees from share capital increases of listed companies as well as new listings on ATHEX.

Revenue from this category amounted to €8.8m vs. €7.5m in the corresponding period last year, a 17.2% increase.

These amounts come from:

a) Subscription revenue from listed companies, which amounted to €3.8m in 2009 vs. €5.9m in the corresponding period in 2008, decreased by 35.6%,

b) Commission fees on share capital increases at €5m (NBG €1.3m, ALPHA BANK €990k, EMTE €850k, HPB €530k, ALAPIS €450k, GENIKI €176k, ATTICA €150k) vs €1.6m (FORTHNET €300k, HELLAS ON LINE €250k, MARFIN €160k, etc) in prior year, a significant increase.

## 5.8. Revenue from subscriptions and Member terminals

Revenue from subscriptions and member terminals amounted to €€1.5m vs. €3.2m in the corresponding period last year, a 54.4% decrease. The decrease is due to the reduction in the number of transactions by members for the year, and the decrease in share prices, as well as the new reduced fee list adopted by ATHEX on invoicing.

## 5.9. Derivatives Market

Revenue from the derivatives market in 2009 amounted to €3.1m vs €5.9m in the corresponding period last year, a 48.6% decrease.

Note that the charge of commission fees on derivatives has changed since 1.4.2009, following the respective decision of the Board of Directors of HELEX and ATHEX. This was previously 55%-45% for ATHEX (trading) – HELEX (clearing), and became 70%-30% for HELEX - ATHEX. As a result, ATHEX invoices 30% of total revenues of derivative products, versus 55% in prior periods.

## 5.10. Revenue from Data Feed Vendors

Revenue from data feed vendors increased by 7.3% in 2009 and amounted to €4.9m vs €4.5m in the prior year.

## 5.11. Operation of the ATHEX-CSE Common Platform

The Common Platform supporting the operation of the markets of Athens Exchange (ATHEX) and the Cyprus Stock Exchange (CSE), commenced operations on 30.10.2006. The Common Platform is the result of a long term cooperation of the companies of the HELEX Group with CSE and aims to make the operation of the two markets more effective by the use of a common technological infrastructure, and a compatible legal and regulatory framework.

With the start of operation of the Common Platform, access of market participants became easier, at no additional cost, which increases the "visibility" of both markets, with the exploitation of each exchange's comparative advantages, and reduces operating costs, by exploiting economies of scale.

On 31.12.2009, 10 CSE members were full ATHEX remote members, while at the same time 11 ATHEX members were full CSE remote members and therefore can carry out transactions on listed companies in ATHEX and CSE respectively.

The net revenue of ATHEX in 2009 from the operation of the ATHEX-CSE common platform amounted to €1.1m vs. €1.3m in 2008, posting a 8.2% reduction, due to a reduction in transaction activity, and is reported as a separate line item in the Statement of Comprehensive income for 2009. The revenues of the ATHEX-CSE Common Platform for the period 01.01.2009 to 31.12.2009 are analyzed as follows:

| | 1.1-31.12.2009 | 1.1-31.12.2008 |
|---|---|---|
| CSE ODL connection service fees | 69 | 82 |
| Revenue from the operation of the ATHEX-CSE Common Platform | 308 | 297 |
| Revenue from the ATHEX-CSE telecommunication connection | 32 | 36 |
| Revenue from the broadcast of CSE to data vendors | 0 | 36 |
| Revenue from ATHEX-CSE cross border transactions | 761 | 527 |
| **Total revenues** | **1.170** | **978** |
| Expenses (invoiced by CSE) | (402) | (240) |
| **Result** | **768** | **738** |

## 5.12. Revenue from IT services

Revenue from this category amounted to €2.0m vs €1.5m in the corresponding period last year, increased by 33.8% due to:

a) revenue from fees for connecting ATHEXnet application users with members at €1.040k in 2009, vs €956k in 2008,

b) revenue from the DSS terminal licenses at €248k, invoiced for the first time,

c) revenue from fees on support services at €260k vs €135k in 2008,

d) revenue from implementing the TRS software, in the amount of €224k in 2009 vs €199k in 2008,

e) revenue from the OASIS contract €84k in 2009, the same as in 2008,

f) revenue from surveillance software support in the amount of €71k in 2009, vs €70k in 2008,

g) revenue from the maintenance of software licenses (OMNET API subscription) at €41k in 2009, vs €36k in 2008.

## 5.13. Revenue from other activities

| Revenue form other activities | 31.12.2009 | 31.12.2008 |
|---|---|---|
| Publication / statistical data sales | 15 | 15 |
| Revenue from events | 0 | 1 |
| Revenue from Ministry grants (OAED) | 15 | 10 |
| Default of penalty clauses | 0 | 45 |
| Income from bonds / Greek government securities | 24 | 47 |
| Revenue from previous fiscal years | 0 | 22 |
| Revenue from DAC project | 1.219 | 0 |
| Other revenue | 175 | 299 |
| **Total other revenue** | **1.448** | **439** |

Revenue from other activities posted a significant increase of 229.8% at €1.4m vs €439k in 2008. The increase relates mainly to the invoicing of the DAC project works to HELEX at €1.2m.

In other revenue 2009 there are also grants of €120k vs €195k in 2008 (Chalkidiki tournament + Roadshows) (see note 5.21, page 39).

*(amounts in thousand euros unless otherwise stated)* 34

## 5.14. Personnel remuneration and expenses

Personnel remuneration and expenses in 2009 amounted to €7.1m vs €7.6m in the corresponding period last year, posting a 6.2% decrease.

This is due to the number of employees in 2009 which was reduced compared to 2008, plus to the non provision for the stock option plan in 2009.

On 31.12.2009 the number of employees of the Company was 137, reduced by 2 compared to 2008.

The change in the number of employees of the Company, as well as the breakdown in staff remuneration is shown in the following table:

| | 31.12.09 | 31.12.08 |
|---|---|---|
| Employees | 137 | 139 |
| **Total personnel** | **137** | **139** |

| | | |
|---|---|---|
| Wages and salaries | 5.355 | 5.670 |
| Social security contributions | 1.191 | 1.216 |
| Other benefits | 450 | 417 |
| Compensation due to personnel departure | 95 | 90 |
| Stock option provision | 0 | 169 |
| **Total** | **7.091** | **7.562** |

## Obligations to employees

The Company assigned the preparation of a study to an actuary in order to investigate and calculate the actuarial figures, on the basis of the requirements of the International Accounting Standards (IAS 19), which must be recognised in the statement of financial position and the statement of comprehensive income. During the actuarial valuation, all financial and demographic parameters related to the employees of the Company were taken into consideration.

*(amounts in thousand euros unless otherwise stated)* 35

The changes in the provision are shown in detail in the following table:

| *Accounting presentation in accordance with IAS 19 (amounts in € )* | **31.12.09** | **31.12.08** |
|---|---|---|
| Present value of liabilities not financed | 887.648 | 892.686 |
| **Net liability recognised on the statement of financial position** | **887.648** | **892.686** |
| | | |
| **Amounts recognised in the statement of comprehensive income** | | |
| Cost of current employment | 67.373 | 75.394 |
| Interest on the liability | 50.615 | 39.686 |
| Recognition of actuarial profit | (90.492) | (15.375) |
| Recognition of cost related to length of service | 62.346 | 56.598 |
| Cost of personnel reduction | | |
| **Total expense in the statement of comprehensive income** | **89.842** | **156.303** |
| | | |
| **Changes in the net liability recognised in the statement of financial position** | | |
| Net liability at the beginning of the period | 892.686 | 826.800 |
| Benefits paid by the employer | (94.880) | (90.417) |
| Total expense recognised in the statement of comprehensive income | 89.842 | 156.303 |
| **Net liability at the end of the year** | **887.648** | **892.686** |
| | | |
| **Change in the present value of the liability** | | |
| Present value of the liability, beginning of period | 892.686 | 826.800 |
| Cost of current employment | 67.373 | 75.394 |
| Interest expense | 50.615 | 39.686 |
| Benefits paid by the employer | (94.880) | (90.417) |
| Cost of related to length of service for the period | 62.346 | 56.598 |
| Actuarial profit | (90.492) | (15.375) |
| **Present value of the liability, end of period** | **887.648** | **892.686** |

The actuarial assumptions used in the actuarial study are as follows:

| | |
|---|---|
| Technical interest rate | 5.50% |
| Increase in salaries | 3.0% |
| Inflation | 2.0% |
| Service table | E V K 2000 |
| Personnel turnover | 0.5% |
| Retirement conditions and age | Males: 65 years old and Females: 60 years old |
| Valuation date | 31.12.2009 |
| Structure of insured group | Closed: we assume zero number of people entering |
| Cash position | |

## Stock Option Plans

1. The Board of Directors of the Company proposed to the 1st Repetitive General Meeting of HELEX on 24.05.2007 the implementation of a new share distribution program to executives of the Company and associated (according to article 42e of Common Law 2190/1920) with it companies, in the form of a stock option program.

   The program will be implemented and applied, i.e. stock option rights on Company shares will be awarded, for 2007, 2008 and 2009, while executives that have the right to participate in the program will be able to exercise the rights awarded to them until the final date for exercising them, i.e. for rights provided in 2007, beneficiaries will have the right to exercise them until 2009, for rights provided in 2008, beneficiaries will have the right to exercise them until 2010 for rights provided in 2009, beneficiaries will have the right to exercise them until 2011, in accordance with the specific terms of the program that will be drafted by the Board of Directors.

*(amounts in thousand euros unless otherwise stated)* 36

As part of the abovementioned program, up to a maximum of 702,000 new common registered shares of the Company can be issued, representing approximately 1% of outstanding shares. Any change in the share capital as a result of corporate actions will lead to a mathematical readjustment of the abovementioned figures, so as not to alter the rights of the executives of the Group.

The issue price of the shares will be at a 10% discount to the average price of the share of the Company in October of each year that the program is in effect, and will be the same for all executives set by the Board of Directors as having the right to participate in the program.

The beneficiaries of the program will be selected among the Group's executives by the Board of Directors, following the recommendation of the Nomination and Compensation Committee of the Company and based on the regular yearly assessment of each executive and/ or other criteria, such as years of service at the present position, level of responsibility, number of subordinates et al.

If the share capital increase is not covered in full – i.e. if the share capital is not increased by the maximum allowed number of 702,000 new common registered shares of the Company, which is approximately 1% of the total number of outstanding shares – then the share capital will be increased up to the amount covered.

Furthermore, the Board of Directors is authorized to set, in its judgement, the details, as well as any additional conditions or restrictions for providing these stock option rights to beneficiaries and for their exercise, to draft the declarations for exercising the stock option rights and the corresponding contract, to provide the stock option certificates to the beneficiaries, to set any other detail or modification of the above, and in general to take and relevant or necessary action regarding the implementation of the abovementioned stock option program, by appointing agents of its choosing and for signing any document.

The Board of Directors took into consideration the relevant report/analysis prepared by an international auditing and consulting company.

In December 2007, executives of the Group exercised 108,600 rights with an exercise price of €20.48 per share. Approximately 50% of the options granted were exercised.

Based on the second stock option program of the group, the Company has charged to the results of 2008 the amount of €87 thousand. Following the resolution of the BoD of 4.6.2008, the exercise period for the options was modified to be quarterly instead of yearly.

2. The BoD decided to propose to the Annual General Meeting of shareholders of 14.5.2008 a third stock program for Group employees in accordance with the following conditions:

   The aim of the third stock option program by Hellenic Exchanges is to provide incentives to the executives of the companies of the Group in order to increase productivity develop the activities of the Group and achieve its goals. The beneficiaries of the plan will be a maximum of 50 and must hold a management position at the Group, while the number of shares that will be distributed to the beneficiaries will not exceed 1% of the total number of outstanding shares of the Company, i.e. approximately 704,000 shares. The distribution of options took place at the General Meeting of 4.6.2008 at a 33% ratio with a 1 year exercise period, 33% with a 2 year exercise period and 34% with a three year exercise period. The options can be exercised at any quarter for two years following the vesting period. In order to value the options that will be issued in accordance with the third HELEX stock option program, the binomial lattice model was used. The exercise price was set to be €11.76, the HELEX closing price in ATHEX on the date of the General Meeting of 4.6.2008.

   In the results of 2008, a charge in the amount of €82 thousand was made for the third stock option program.

## 5.15. Third party fees & expenses

In 2009 third party fees and expenses amounted to €1.24m vs €1.26m, decreased by 1.3% compared to 2008. Third party fees and expenses include the remuneration of the Chairman and the members of the BoD, as well as the FTSE fees.

| | 31.12.09 | 31.12.08 |
|---|---|---|
| BoD member remuneration | 497 | 625 |
| Fees to auditors | 46 | 64 |
| Fees to external associates - attorneys | 60 | 17 |
| Fees to other external associates | 277 | 207 |
| Fees to FTSE (ATHEX) | 242 | 224 |
| Fees to training consultants | 0 | 5 |
| Other fees | 17 | 15 |
| DSS operator fees | 106 | 105 |
| **Total** | **1.245** | **1.262** |

The FTSE fees include additional quarterly charge of €38k compared to the corresponding period in 2008, which had been incorrectly invoiced by the supplier.

The increase in the fees to external associates is due to their service agreements covering the whole of 2009, whereas the year 2008 was partly covered.

### Remuneration of the Board of Directors of the Company

The remuneration of the members of the Board of Directors of the Company amounted to €497k in 2009, vs €625k in the corresponding period last year. This amount in 2009 includes €427k as remuneration of the Chairman and €27k of the members of the Board. The amounts for the corresponding period in 2008 were €590k and €35k, a decrease since then by 20.3% and 22.9% respectively.

## 5.16. Utilities

Utilities includes expenses for telephone calls, internet and communications networks and amounted to €1.0m vs €1.1m in 2008, a decrease of 8.5%.

| | 31.12.2009 | 31.12.2008 |
|---|---|---|
| Electricity | 0 | 33 |
| Telephone - Internet | 59 | 85 |
| Leased lines - ATHEXnet | 958 | 994 |
| **Total** | **1.017** | **1.112** |

The majority of Leased line expenses is invoiced back to and received from the members. The respective revenue is at €920k and is included in the Revenues from IT services in 2009 (note 5.12, page 34).

## 5.17. Maintenance / IT support

This includes expenses for the maintenance of the technical infrastructure, support for the IT systems (technical support for the electronic trading platforms, databases, DSS, etc). IT support expenses, which are within the Company's contractual obligations, amounted to €1.56m in 2009 vs €1.43m in the corresponding period last year, an increase of 8.6%. It is the only category of costs which was increased since prior year.

The increase is due to: a) technical support of the IP NMS networks, which in 2008 was not chargeable by the supplier, and b) the service fees charged by Unisystems (€104k) on the CISCO network support, which service agreement was not in 2008.

*(amounts in thousand euros unless otherwise stated)* 38

## 5.18. Taxes - VAT

The non deductible value added tax, and other taxes that burden the cost of services amounted to €633k vs. €692k in prior year, a decrease of 8.5%.

## 5.19. Building / equipment management

This category includes the building and equipment insurance premiums, security and cleaning services, maintenance and repairs et al. The building and equipment management expenses in 2009 amounted to €210k vs €258k in 2008, a decrease of 18.6%.

| | 31.12.2009 | 31.12.2008 |
|---|---|---|
| Building - other equipment repair and maintenance | 6 | 17 |
| Clearning services | 61 | 63 |
| Security services | 122 | 157 |
| Common expenses | 1 | 1 |
| Building - electronic equipment fire insurance | 20 | 20 |
| **Total** | **210** | **258** |

## 5.20. Marketing and advertising expenses

Marketing and advertising expenses amounted to €240k in 2009 vs €308k in prior year, decreased by 22.1%.

| | 31.12.2009 | 31.12.2008 |
|---|---|---|
| Conference and reception expenses | 23 | 56 |
| Press advertisements | 0 | 9 |
| Other promotion expenses | 181 | 199 |
| Hosting expenses | 36 | 44 |
| **Total** | **240** | **308** |

## 5.21. Other expenses

Other expenses in 2009 amounted to €1.8m vs €2.2m in prior year, a decrease of 21.5%. These include rent, travelling costs, stationery, subscriptions to professional organisations, donation to the Thessaloniki Stock Exchange Centre.

*(amounts in thousand euros unless otherwise stated)* 39

| | 31/12/2009 | 31/12/2008 |
|---|---|---|
| Stationery | 10 | 30 |
| Travelling (1) | 174 | 343 |
| Postal costs (2) | 4 | 52 |
| Publication expenses | 5 | 5 |
| Transportation expenses | 17 | 26 |
| Subscriptions to prof. organisations and contributions | 256 | 265 |
| Donations | 55 | 69 |
| Storage fees | 47 | 96 |
| Donation to Thessaloniki Stock Exchange Centre (3) | 288 | 745 |
| Rent | 232 | 235 |
| HELEX support service charges | 110 | 108 |
| Legal costs | 16 | 43 |
| Loss on disposal of assets | | 7 |
| Expensing of assets | 183 | 71 |
| Prior year expenses | 32 | 84 |
| Social security contributions for prior years | 8 | 10 |
| Third party fees | 9 | 9 |
| Donation to ATHEX staff union | 224 | 0 |
| Other | 84 | 37 |
| **Total other expenses** | **1.754** | **2.235** |

(1) Travelling mainly relates to the participation of management in international conferences and forums, and their education on developments in the exchanges sector. These costs are decreased in 2009 compared to 2008, due to the 2008 Chalkidiki Sports Tournament with cost €115k and the Road Shows with cost €80k. These costs were covered by sponsorships (see note 5.13, page 34).

(2) Postal costs were extraordinarily increased in 2008 due to the mailing of information material to the investing public in relation to the alternative investment market (EN.A) with cost €45k.

(3) The donation to the Thessaloniki Stock Exchange Centre is significantly decreased compared to prior year (€288k in 2009 vs €745k in 2008) due to the significant decrease in the average transaction value.

(4) The donation to the ATHEX staff union of amount €224k was decided by the Board of Directors.

## 5.22. Hellenic Capital Market Commission fee

The operating results of the Company in 2009 do not include the Hellenic Capital Market Commission fee, which amounted to €1.6m in 2009 vs €2.5m in the corresponding period last year. This is collected and paid to the Capital Market Commission, within two months following the end of each six-month period.

*(amounts in thousand euros unless otherwise stated)* 40

## 5.23. Clients and other receivables

All claims are short term and, therefore no discounting is required on the date of the statement of financial position. The breakdown of clients and other receivables is shown in the following table:

| | 31.12.2009 | 31.12.2008 |
|---|---|---|
| ***Clients*** | | |
| Clients | 4.108 | 4.230 |
| Minus: provisions | (1.010) | (1.010) |
| **Total** | **3.098** | **3.220** |
| ***Other cliams*** | | |
| Dividend tax withheld for offsetting | 34 | 0 |
| Other taxes withheld | 463 | 635 |
| Accrued income (interest) | 285 | 796 |
| Prepaid non accrued expenses | 401 | 462 |
| Prepayments and credits | 8 | 5 |
| Advances to staff | 11 | 0 |
| Social security receivables | 68 | 0 |
| **Total** | **1.270** | **1.898** |

| **Provision for doubtful debts** | |
|---|---|
| **Balance on 31.12.08** | **1.010** |
| Charge to the statement of comprehensive income | 0 |
| **Balance on 31.12.09** | **1.010** |

## 5.24. Securities / Cash at hand and at bank

The Greek State and bank bonds that the Group possesses are held in its portfolio of securities available for sale.

The total value of the bonds (Greek State and bank bonds) on 31.12.2009 amounted to €10.1m broken down as follows:

(amounts in thousand euros unless otherwise stated) 41

| BOND PORTFOLIO -31.12.2009 (Amounts in euro) | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| ISIN | Bank | Issue date | Maturity date | Purchase price | Interest | Total value | Valuation 31.12.2008 | Valuation 31.12.2009 | Valuation difference 31.12.2009 |
| XS0261785504 | Piraeus | 20/7/2006 | 20/7/2016 | 4.000.000,00 | 4,304% | 4.012.000,00 | 3.700.000,00 | 3.700.000,00 | 0,00 |
| XS0216343524 | Eurobank | 5/4/2005 | 5/4/2012 | 4.000.000,00 | 4,026% | 4.017.200,00 | 3.600.000,00 | 3.760.000,00 | 160.000,00 |
| XS0172122904 | NBG | 11/7/2003 | 29/7/2049 | 4.000.000,00 | 5,492% | 4.240.000,00 | 2.900.000,00 | 2.600.000,00 | -300.000,00 |
| | | | | 12.000.000,00 | | 12.269.200,00 | 10.200.000,00 | 10.060.000,00 | -140.000,00 |
| | | | | | | | | | |
| GRAND TOTAL | | | | 12.000.000,00 | | 12.269.200,00 | 10.200.000,00 | 10.060.000,00 | -140.000,00 |
| | | | OTHER BANK EXPENSES | | | | | | -4.297,05 |
| | | | LOSS FOR THE YEAR | | | | | | -144.297,05 |
| | | | LOSS TRANSFER TO EQUITY (IAS 39, in effect from 1.7.2008) (B) | | | | | | -140.000,00 |
| | | | LOSS IN THE PROFIT & LOSS STATEMENT FOR THE YEAR | | | | | | -4.297,05 |

The company, starting on 1.7.2008, taking into consideration the amendments of IAS 39, recognises the result of the valuation of the bonds in a special reserve. The valuation result in 2009 was a loss of €140k and was recognised in the special reserve.

The breakdown of the cash at hand and at bank of the Company is as follows:

| | 31.12.2009 | 31.12.2008 |
|---|---|---|
| Time deposits | 91.835 | 100.897 |
| Sight deposits | 956 | 496 |
| Cash at hand | 3 | 1 |
| **Total** | **92.794** | **101.394** |

Cash at hand and at bank of the Company are invested in short term interest bearing instruments in order to maximise the benefits, in accordance with the policy set by the Strategic Investments Committee of HELEX. Interest income for 2009 was at €4.195k (includes interest income from the account maintained by ATHEX in the Auxiliary Fund at €335k), vs €6.021k in 2008. Bank commission and expenses in 2009 were at €4.3k remaining at the same levels as in 2008.

*(amounts in thousand euros unless otherwise stated)* 42

## 5.25. Assets

The book value of the buildings and equipment of the Company on 31.12.2009 is summarised in the following table:

| | 31.12.2008 | | | 31.12.2009 | | | | |
|---|---|---|---|---|---|---|---|---|
| **Asset** | **Cost value** | **Acc. Depreciation** | **Book value** | **Additions** | **Disposals** | **Depreciation for the year** | **Disposals** | **Book value** |
| Plots of land | 0 | 0 | 0 | | 0 | | | 0 |
| Buildings and construction | 0 | 0 | 0 | | 0 | 0 | 0 | 0 |
| Other equipment | 103 | 103 | 0 | | | | | 0 |
| Motor vehicles | 83 | 83 | 0 | 154 | | 15 | | 139 |
| Furniture & fittings | 185 | 141 | 44 | | 0 | 13 | 0 | 31 |
| Electronic equipment | 3.770 | 1.935 | 1.835 | 102 | 2 | 1.050 | 2 | 887 |
| Communication and other equipment | 114 | 92 | 22 | 8 | 0 | 13 | 0 | 17 |
| Intangibles - software | 416 | 134 | 282 | | | 125 | | 157 |
| **Total** | **4.671** | **2.488** | **2.183** | **264** | **2** | **1.216** | **2** | **1.231** |

*(amounts in thousand euros unless otherwise stated)* 43

Tangible and intangible assets of the Company on 31.12.2009 are analysed as follows:

| | Plots of land | Buildings and construction | Machinery & other equipment | Motor vehicles | Furniture & fittings | Intangibles | Total |
|---|---|---|---|---|---|---|---|
| **Cost value on 31.12.2007** | **6.757** | **5.499** | **103** | **83** | **3.934** | **416** | **16.792** |
| Additions in 2008 | 0 | 0 | 0 | 0 | 311 | 0 | **311** |
| Disposals in 2008 | (6.757) | (5.499) | 0 | 0 | (176) | 0 | **(12.432)** |
| **Cost value on 31.12.2008** | **0** | **0** | **103** | **83** | **4.069** | **416** | **4.671** |
| **Accumulated depreciation on 31.12.2007** | **0** | **2.054** | **103** | **83** | **1.317** | **10** | **3.567** |
| Depreciation for year | 0 | 143 | 0 | 0 | 1.020 | 124 | **1.287** |
| Depreciation of disposals | 0 | (2.197) | 0 | 0 | (169) | 0 | **(2.366)** |
| **Accumulated depreciation on 31.12.2008** | **0** | **0** | **103** | **83** | **2.168** | **134** | **2.488** |
| **Book value** | | | | | | | |
| on 31.12.2007 | 6.757 | 3.445 | 0 | 0 | 2.617 | 406 | **13.225** |
| **on 31.12.2008** | **0** | **0** | **0** | **0** | **1.901** | **282** | **2.183** |

| | Plots of land | Buildings and construction | Machinery & other equipment | Motor vehicles | Furniture & fittings | Intangibles | Total |
|---|---|---|---|---|---|---|---|
| **Cost value on 31.12.2008** | **0** | **0** | **103** | **83** | **4.070** | **416** | **4.672** |
| Additions in 2009 | | | | 154 | 110 | | **264** |
| Disposals in 2009 | | | | | (2) | | **(2)** |
| **Cost value on 31.12.2009** | **0** | **0** | **103** | **237** | **4.178** | **416** | **4.934** |
| **Accumulated depreciation on 31.12.2008** | 0 | 0 | 103 | 83 | 2.168 | 134 | **2.488** |
| Depreciation for the year | | | | 15 | 1.076 | 125 | **1.216** |
| Depreciation of disposals | | | | | (2) | | **(2)** |
| **Accumulated depreciation on 31.12.2009** | **0** | **0** | **103** | **98** | **3.242** | **259** | **3.702** |
| **Book value** | | | | | | | |
| on 31.12.2008 | 0 | 0 | 0 | 0 | 1.901 | 282 | **2.183** |
| **on 31.12.2009** | **0** | **0** | **0** | **139** | **935** | **157** | **1.231** |

## 5.26. Participations and other long term claims

| | 31.12.2009 | 31.12.2008 |
|---|---|---|
| Participation in the Auxilliary Clearing Fund (1) | 3.365 | 3.010 |
| Rent guarantees | 39 | 39 |
| Guarantees (PPC, car, NBG safety boxes) | 5 | 5 |
| Participation in subsidiaries | 1.014 | 1.014 |
| **Total** | **4.423** | **4.068** |

(1) As per the update of 31.12.2009 by HELEX, manager and trustee of the Auxilliary Clearing Fund, the participation of ATHEX in the Fund is at €3.365k. The variance to prior year balance €335k is credited to the Statement of comprehensive income on the line Investment income (note 5.24).

*(amounts in thousand euros unless otherwise stated)* 44

The breakdown of intra-group participations of ATHEX as at 31.12.2009 is as follows:

| | % of direct participation | Number of shares | Valuation 31.12.2009 | Valuation 31.12.2008 |
|---|---|---|---|---|
| TSEC | 33,80 | 33.800 | 1.014 | 1.014 |
| | | TOTAL | 1.014 | 1.014 |

## 5.27. Suppliers and other liabilities

All liabilities are short term and, therefore, no discounting on the date of the statement of financial position is required. The breakdown of suppliers and other liabilities is given on the following table:

| | 31.12.2009 | 31.12.2008 |
|---|---|---|
| Suppliers | 2.017 | 2.747 |
| Cheques payable | 3 | 9 |
| Capital Market Commission fee | 952 | 986 |
| Advances to clients | 0 | 447 |
| Various creditors | 114 | 114 |
| Accrued third party expenses | 378 | 93 |
| | 108 | 56 |
| Accrued third party remuneration and expenses | | |
| Employee holiday payment provision | 0 | 14 |
| Provision for bond devaluation | 50 | 60 |
| Employee income tax deductions | 159 | 160 |
| External associates tax | 10 | 10 |
| Other taxes | 118 | 55 |
| Social security contributions | 68 | |
| **Total** | **3.977** | **4.751** |

Suppliers decrease on 31.12.2009 is due to the full repayment of IT and other equipment suppliers in the first quarter of 2009.

## 5.28. Provisions

| | Note | 31.12.2009 | 31.12.2008 |
|---|---|---|---|
| Staff retirement obligation | 5.14 | 888 | 893 |
| Other provisions | | 391 | 391 |
| **Total** | | **1.279** | **1.284** |

| | | Table of changes in provisions | | | | |
|---|---|---|---|---|---|---|
| | Notes | Balance on 31.12.2008 | Used | Additions | Reductions | Balance on 31.12.2009 |
| Staff retirement obligation | 5.14 | 893 | | 0 | 5 | 888 |
| Provisions for other risks | | 391 | | | | 391 |
| **Total** | | **1.284** | **0** | **0** | **5** | **1.279** |

*(amounts in thousand euros unless otherwise stated)* 45

## 5.29. Grants and other long term obligations

Relates to grants: a) from the Kleisthenis program for ATHEX at amount €178k, b) from the Eurosignal program for ATHEX at amount €115k, and c) withholding for compensation (Law 103/75) at amount €51k.

## 5.30. Deferred taxes

Deferred taxes accounts are analysed as follows:

| | 31.12.09 | 31.12.08 |
|---|---|---|
| Revaluation of intangible assets | 71 | 141 |
| Revaluation of tangible assets | 14 | 39 |
| Pension and other staff retirement obligations | 222 | 223 |
| Valuation of bonds | 460 | 425 |
| **Deferred tax receivable** | **767** | **828** |

Deferred income tax is calculated based on temporary differences, which arise between the book value of assets and liabilities in the financial statements and their value based on tax legislation. A revaluation of deferred taxes based on the expected reduction of tax rates over the next 5 years was not undertaken because it was not considered material.

## 5.31. Income Tax

The management of the Company based on incentives provided by tax legislation, plans its policy in order to minimise tax obligations. On this basis, it is assumed that profits of the realised by the Company will be allocated to non taxed reserves at the maximum allowable amount.

Non deductible expenses mainly include provisions, various expenses as well as amounts which the company considers that they would not be considered justifiable production expenses in a potential tax audit and which are readjusted by the Company when income tax is calculated.

| Tax liability | 31.12.2009 | 31.12.2008 |
|---|---|---|
| 31.12. | 1.114 | 4.933 |
| Income tax expense | 6.286 | 10.269 |
| Taxes paid | (4.613) | (14.088) |
| **31.12.** | **2.787** | **1.114** |

| Income tax | 31.12.2009 | 31.12.2008 |
|---|---|---|
| Income tax | 6.286 | 10.269 |
| Deferred tax | 96 | (13) |
| **Income tax** | **6.382** | **10.256** |

Reconciliation of income tax with profits/ losses before tax on the basis of the applicable ratios and the tax expense is as follows:

| Income tax | 31.12.2009 | 31.12.2008 |
|---|---|---|
| Profits before taxes | 22.432 | 37.091 |
| Tax 25% | 5.608 | 9.273 |
| Tax on expenses not tax exempted | 774 | 983 |
| **Income tax** | **6.382** | **10.256** |

*(amounts in thousand euros unless otherwise stated)* 46

The Company remains tax unaudited for fiscal years 2006 to 2008, and the audit is expected to begin in the first quarter of 2010.

By article 2 of Law 3808/2009 (Government Gazette A' 227/10.12.2009), an extraordinary tax on companies with large profits in fiscal year 2009 (basis FY 2008) was levied. This extraordinary tax was levied on the total net profits for fiscal year 2009, as determined by the provisions of §19 of article 31 and §7 of article 105 of Law 2238/1994.

In order to determine the level of profits on which the extraordinary tax is levied, for legal entities as per §1 of article 101 (Societe Anonymes etc), the expenses as determined by article 31 as well as other expenses mentioned in §§2, 3, 4, 5 and 6 of article 105 are deducted from gross revenue. In addition, a 3% discount was granted for the one-off payment of the extraordinary tax. Extraordinary tax for ATHEX amounted to €2,723,241.77 and was paid in full on 29.01.2010 (a discount of €84,223.97 was obtained). The amount of extraordinary tax is reflected in the 2009 results.

## 5.32. Share Capital and Reserves

### a) Share Capital

On 01.01.2006 the share capital of the company consisted of 5.467.907 shares with a par value of €3.79 per share, i.e. €20,723,367.53.

The Annual General Meeting of shareholders on 23.3.2006 decided the following:

a) the capitalization of the share premium of €19,957,860.55 by increasing the par value of the share from €3.79 to €7.44 (capital concentration tax of 1%, plus stamp duty was paid).

b) the reduction of share capital by €20,668,688.46, by the reduction in the par value of each share by €3.78 and the return of this amount to shareholders.

Following the part return of share capital to shareholders, the ATHEX share capital is at €20,012,539.62 divided into 5,467,907 shares at €3.66 par value each. The Company Articles of Association article 5 was amended by the above. The Company Share Capital remained unchanged by 31.12.2009.

### b) Reserves

| | 31.12.2009 | 31.12.2008 |
|---|---|---|
| General Reserve | 6.908 | 6.908 |
| Tax free and specially taxed reserve | 57.926 | 57.926 |
| Asset revaluation reserve | 1.117 | 1.117 |
| Other | 9 | 9 |
| Reserve from stock option plan | 697 | 697 |
| Securities revaluation reserve | (1.026) | (921) |
| **Reserves** | **65.631** | **65.736** |

Specially taxed and non taxable reserves have been formed, as shown in the table above, in accordance with the provisions of tax legislations, from non taxable or specially taxed income (profit from stock sales, etc). If it is decided that these reserves are to be distributed, tax will have to be paid, based on income tax rates in effect at the time of distribution (25% in 2009). Were these reserves to be distributed in 2009, a tax liability of approximately €14.5m would have incurred – formed reserves from the revaluation of buildings are not taken into consideration.

## 5.33. Transactions with related parties

The value of transactions and balances of the Company with related parties are analysed below:

*(amounts in thousand euros unless otherwise stated)* 47

| | 31.12.2009 | 31.12.2008 |
|---|---|---|
| Transactions and remuneration of management executives and members of the BoD | 1.131 | 1.370 |

Intra-group balances and transactions of the Company on 31.12.2009 are shown in the following table:

| INTRA-GROUP BALANCES (in €) | | | |
|---|---|---|---|
| **Company** | **HELEX** | **ATHEX** | **TSEC** |
| **HELEX** | | | |
| Claims | | | 10.000,00 |
| Liabilities | | 36.959,12 | |
| **ATHEX** | | | |
| Claims | 36.959,12 | | 119.310,20 |
| Liabilities | | | -67.408,28 |
| **TSEC** | | | |
| Claims | | -67.408,28 | |
| Liabilities | 10.000,00 | 119.310,20 | |

| INTRA-GROUP REVENUES - EXPENSES (in €) | | | |
|---|---|---|---|
| **Company** | **HELEX** | **ATHEX** | **TSEC** |
| **HELEX** | | | |
| Revenue | | 327.315,80 | 9.000,00 |
| Dividend income | | 27.339.535,00 | 661.000,00 |
| Expenses | | 1.467.365,43 | 795.499,99 |
| **ATHEX** | | | |
| Revenue | 1.467.365,43 | | 109.000,00 |
| Dividend income | | | 338.000,00 |
| Expenses | 327.315,80 | | 292.025,08 |
| **TSEC** | | | |
| Revenue | 795.499,99 | 292.025,08 | |
| Dividend income | | | |
| Expenses | 9.000,00 | 109.000,00 | |

Intra-Group transactions concern support services (accounting, security, administrative service etc.), IT services as well as PC support services, which are invoiced at arm's length prices.

## 5.34. BoD composition of the Company

The members of the Board of Directors of the Company on 31.12.209 are listed in the following table:

| ATHENS EXCHANGE | |
|---|---|
| **Name** | **Position** |
| Spyros **Capralos** | Chairman |
| Socratis **Lazaridis** | Vice Chairman |
| Panayiotis **Drakos** | Member |
| Eleftherios **Kourtalis** | Member |
| Dionisis **Linaras** | Member |
| Konstantinos **Pentedekas** | Member |
| Ilias **Skafidas** | Member |

The members of the Boards of Directors of the Company declare that they do not participate in the capital of other companies with a stake larger than 20%.

*(amounts in thousand euros unless otherwise stated)* 48

As part of IAS 24 "Related-Party Disclosures" it is reported that there are no relations, transactions, control or material influence of related parties that are applicable under paragraph 3 of IAS 24 in conjunction with the definitions of paragraph 5 of IAS 24.

## 5.35. Earnings per share and dividends

Net profits of the Company for 2009, after deducting income tax and extraordinary tax by Law 3808/2009, came to €16.4m or €2.98 per share vs €4.67 per share in the corresponding period last year.

The Annual General Meeting of ATHEX on 4.5.2009 decided and approved the distribution of dividends at €5.0 per share or total €27,339,953.50 and was paid to HELEX the sole shareholder (100% of share capital). Dividend tax was withheld at 10% and was paid to the Greek State.

## 5.36. Contingent Liabilities

The Company has been involved in legal proceedings with its personnel, members of the Athens Exchange and listed companies as well as with third parties, with the most important being:

a) Six lawsuits, for €3.6m against ATHEX and the Capital Market Commission, concerning the ALYSIDA company shares, which have as a common basis the alleged lack of adequate supervision by ATHEX during the 1999 period.

b) On 28.11.2006 a suit was brought by Mr. N Paraschis against ATHEX (the Katsoulis case) with which he requests that the amount of €1,327,468.50 by paid to him as compensation. This is a new suit brought before the Athens Administrative Court of First Instance following the dismissal of a similar suit brought by him with decision 3673/04 by the Athens Multimember Court of First Instance, on the grounds that civil courts lack competence in this case. A court date has not yet been set for the new suit.

c) ATHEX had contracted the renovation of the building on 1 Pesmazoglou street in Athens, to D & Ch Arvanitis Ltd. Social Security Authorities claimed that no contributions were paid on the wages of renovation staff, and filed Contribution Payment Orders against ATHEX, the employer. To date, 18 Orders have been filed of total €51,065.22 plus additional fees.

   ATHEX timely filed Court appeals against these Orders, which the Social Security Authorities dismissed and ATHEX re-appealed and the court date for the new suit is pending to date.

It is estimated that the abovementioned cases will not substantially burden the financial statements of the Company.

## 5.37. Memo accounts

Athens Exchange, in order to provide better information, follows off balance sheet items (memo accounts), useful information and events, which create legal obligations, but which do not lead to a direct change in the assets of the Company, even though such a change in the assets may take place in the future. In memo accounts, being accounts of a special category, obligations which are created by the following events are tracked:

- From obligations assumed by the Company against third parties as the possessor of goods whose ownership lies with those third parties
- From obligations and corresponding rights that are created by contracts providing mutual obligations for the time period they are concluded until they are executed.
- From guarantees provided by the Company to third parties, or by third parties to the Company
- Information and statistical data.

In the other memo asset accounts of the Company, the following information and corresponding amounts appear on 31.12.2009 (in €):

| | |
|---|---|
| Letters of guarantee against agreements with suppliers-clients | 1,499,018.86 |
| Other memo accounts | 588,926.06 |

## 5.38. Post Balance Sheet Events

- ATHEX in response to the ongoing financial crisis and member requests, continues its discount provision policy for 2010 also. In particular, a) no charge fee on the additional terminals rendered based on 2008 revenue, b) free ODL service, and c) discount of €1.000 per trimester (€4.000 annually) for technological services provision. Costs on ATHEX by the above comes to €674k for 2010.
- By decision of the HELEX BoD, being the administrator of the Provident Fund, ATHEX was returned the account balance held at the Fund. Capital of €3.010.000 together with capital interest €356.000 was refunded to ATHEX on 29 January 2010.

There are no significant events, worth noting, that have taken place after the balance sheet/ statement of financial position date of 31.12.2009, and until the date the Annual Financial Statements are approved by the Board of Directors.

*(amounts in thousand euros unless otherwise stated)* 50

THE CHAIRMAN OF THE BoD

**SPYROS I. CAPRALOS** ______________________

THE VICE CHAIRMAN OF THE BoD

**SOCRATIS LAZARIDIS** ______________________

THE GENERAL MANAGER

**NIKOLAOS KONSTANTOPOULOS** ______________________

THE FINANCE DIRECTOR

**CHRISTOS MAYOGLOU** ______________________

THE HEAD OF ACCOUNTING & BUDGETING

**CHARALAMBOS ANTONATOS** ______________________