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RESOLUTION No 15

'Provision of the Shareholders Register Service and Unit-holders Registry Service by the Greek Central Securities Depository SA (ATHEXCSD)'

THE BOARD OF DIRECTORS OF THE GREEK CENTRAL SECURITIES DEPOSITORY SOCIETE ANONYME (ATHEXCSD) (Meeting 22.02.2021)

Having regard to the following provisions:

- a. Article 2.6 of Part 2 of Section I and the provisions of Article 7.1. (2), Article 7.2(9) and Article 7.3(2) of Part 7 of Section X of the Rules of Operation of the Hellenic Central Securities Depository (hereinafter referred to as the 'Rulebook') and the need to determine the procedures relating to the provision and termination of the Shareholders Register Service
- b. according to Article 10.1 (2), Article 10.2(7) and Article 10.3(2) of Part 10 of Section X of the Rulebook, as well as the need to define the procedures relating to the provision and termination of the Unit-holders Registry Service;

DECIDES AS FOLLOWS:

Scope:

- 1. Chapter One of this Resolution specifies the information and supporting documents required to be submitted by the companies concerned to ATHEXCSD in order for them to use the Shareholders Register Service.
- 2. Chapter Two of this Decision specifies the information and supporting documents required to be submitted by the Non-exchange-traded Fund Managers concerned to ATHEXCSD in order for them to use the Shareholders Registry Service.

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I. Supporting documents for the use of the Shareholders Register Service

In order for the Interested Companies to use the Shareholders Register Service according to Part 7 of Section X of the Rulebook, the interested parties must submit to ATHEXCSD the following information and supporting documents:

- 1. An application signed by the legal representative of the Company for the use of the Shareholders Register Service, by which the Company
 - a. certifies that:
 - i. the legal status of the Company is in accordance with the legislation in force;
 - ii. the Company will fulfill its obligations for publication of the annual financial statements;
 - iii. the legal status of its stocks, for which the Application is submitted, is in accordance with the legislation in force;
 - iv. the Application refers to all stocks of the same category issued;
 - v. the Company expressly and unreservedly accepts the terms for provision of the Shareholders Register Service as determined by the Rulebook, this Resolution and the relevant procedures of ATHEXCSD;
 - b. It requires the creation and registration, respectively, of a Share under a separate entry section in a Shareholders' Book and of a relevant Account including its overall movement, as well as record sections containing shareholder information and account per shareholder to be declared by the Company to ATHEXCSD.
- 2. A legal opinion confirming that:
 - a. the legal status of the Company is in accordance with the legislation in force;
 - b. the legal status of its stocks, for which the Application is submitted, is in accordance with the legislation in force;
- 3. the Application refers to all stocks of the same category issued;
- 4. a certificate for the registration of the last codified articles of association in the General Commercial Register (GCR), or an electronic search for it, which should include the necessary statutory regulations that allow it to keep a shareholders' Book

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through ATHEXCSD in accordance with the provisions of Article 40 of Law 4548/2018 and the conditions of Part 7 of Section X of the Rulebook;

- 5. a copy of the minutes of the meeting of the competent body of the Company that decided that its Shareholders' Book be kept by ATHEXCSD in accordance with the above mentioned under point 3, or a relevant electronic search (GCR);
- 6. a copy of the minutes of the meeting of the competent body of the Company indicating its valid legal representation in accordance with the GCR or an electronic search for it;
- 7. an application by the Company for the issuance of an ISIN, CFI and FISN code (where applicable);
- 8. a Solemn Declaration by the company that it will provide true and accurate information for registration. Any modification or updating of the information of its record entails an obligation of the Company to inform ATHEXCSD immediately.
- A certificate submitted by the competent judicial or other authority confirming that the Company has not been declared bankrupt or subject to any other collective proceedings for non-payment of its creditors and that no application placing the Company under relevant proceedings has been submitted;
- 10. a Solemn Declaration by the company that it will provide true and accurate information for registration; after the stage of collection of all physical securities by the interested Non-listed (Non-reporting) Issuer, completion and submission to ATHEXCSD of an electronic Shareholders Register File based on the procedures of ATHEXCSD.
- 11. In addition to the above, the Company shall obtain the following supporting documents from the competent companies register and submit them to ATHEXCSD, or provide the possibility to ATHEXCSD to search for them electronically:
 - a. General Certificate (Changes)
 - b. Initial Certificate of Company's Filing Record
 - c. Certificate of Valid Representation (Registrations of Representation Changes)
 - d. Detailed Certificate of Representation (Details of Representatives)

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II. Termination of the use of the Shareholders Register Service

To terminate the provision of the Shareholders Register Service, the following are required:

- in the case of a voluntary termination, an application by the Company in accordance with its statutory provisions stating the reasons for the termination and the manner in which a record on issuing was kept and a copy of the decision of the competent body of the Company, which decided to terminate the use of the Service and the deletion of the Shareholders' Book from the Dematerialized Securities System (DSS)) in accordance with the above statutory provisions;
- 2. in the case of compulsory removal from the register due to bankruptcy or other insolvency of the Company, presentation of the evidence (judicial evidence) or a certificate from a court or other equivalent authorized body that the Company is subject to the above proceedings, on the basis of which the corresponding actions to complete the procedure for the termination of the relevant Service by ATHEXCSD take place;
- 3. If the Company fails to fulfil its obligations:
 - a decision taken by the competent body of ATHEXCSD which establishes that the Company has not fulfilled its obligations or that ATHEXCSD continuing to provide the relevant Service has become unprofitable on the basis of an overall risk analysis in accordance with the Rulebook;
 - b. a simple notification of the above decision to the Company;
 - c. Launch of the appropriate arrangements for the transfer of the Shareholders' Book from ATHEXCSD to the Company by submitting to the latter a delivery file of the relevant Shareholders' File.

CHAPTER TWO

I. Supporting documents for the use of the Unit-Holder Registry Service

In order for the Interested Non-exchange-traded Fund Managers to use the Unit-holders Registry Service according to Part 10 of Section X of the Rulebook, the interested parties must submit to ATHEXCSD the following information and supporting documents:

1. an application signed by the legal representative of the Fund Managers for the use of the Unit-holders Registry Service, by which the Manager shall

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- a. certifies that:
 - i. The Non-exchange-traded Fund Manager has the possibility to use the Service based on the law governing the establishment of the relevant shares.
 - ii. The Non-exchange-traded Fund Manager must comply with the legislation and regulations to which it is subject.
 - iii. The legal status of the shares of the Non-exchange-traded Fund for which the application to use the Service is submitted is in accordance with the laws and regulations to which they are subject.
 - iv. The Application refers to all shares of the same category issued.
 - v. The Manager expressly and unreservedly accepts the terms for the provision of the Unit-holders Registry Service as determined by the Rulebook, this Resolution and the relevant procedures of ATHEXCSD.
- b. The Manager requires the creation and registration, respectively, of a Share under a separate entry section in a Unit-holders' Registry and of a relevant Account including its overall movement, as well as record sections containing Unit-holder information and account per Unit-holder to be declared by the Company to ATHEXCSD.
- 2. A legal opinion confirming that:
 - a. the legal status of the Manager is in accordance with the legislation in force;
 - b. the legal status of its shares, for which the Application is submitted, is in accordance with the legislation in force;
- 3. the Application refers to all shares of the same category issued;
- 4. a copy of the minutes of the meeting of the competent body of the Manager, which decided that the Unit-holders' Register be kept by ATHEXCSD;
- authorization by the competent supervisory authority to create the Non-exchangetraded Fund;
- 6. a copy of the Non-exchange-traded Fund Regulation;
- 7. a copy of the minutes of the meeting of the competent body of the Manager including its valid legal representation;
- 8. an application by the Manager for the issuance of an ISIN, CFI and FISN code (where applicable);

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- 9. a Solemn Declaration by the Manager that it will provide true and accurate information for registration; any modification or updating of the information of its record entails an obligation of the Manager to inform ATHEXCSD immediately;
- 10. a certificate submitted by the competent judicial or other authority confirming that the Manager has not been declared bankrupt or subject to any other collective proceedings for non-payment of its creditors and that no application placing the Manager under relevant proceedings has been submitted;
- 11. a Solemn Declaration by the Manager that it will provide true and accurate information for registration; after the stage of collection of all physical securities by the interested Non-exchange-traded Fund Manager, completion and submission to ATHEXCSD of an electronic Unit-holders Register File based on the procedures of ATHEXCSD.

II. Termination of the use of the Unit-holders Registry Service

To terminate the provision of the Unit-holders Registry Service, the following are required:

- in the case of a voluntary termination, an application by the Manager in accordance with its statutory provisions stating the reasons for the termination and the manner in which a record on issuing was kept and a copy of the decision of the competent body of the Manager, terminating the use of the Service and deleting the Unitholders' register from the Dematerialized Securities System (DSS)) in accordance with the above statutory provisions;
- 2. in the case of compulsory removal from the register due to bankruptcy or other insolvency of the Manager, presentation of the evidence (judicial evidence) or a certificate from a court or other equivalent authorized body that the Manager is subject to the above proceedings, on the basis of which the corresponding actions to complete the procedure for the termination of the relevant Service by ATHEXCSD take place;
- 3. If the Manager fails to fulfil its obligations:
 - a decision taken by the competent body of ATHEXCSD which establishes that the Company has not fulfilled its obligations or that ATHEXCSD continuing to provide the relevant Service has become unprofitable on the basis of an overall risk analysis in accordance with the Rulebook;

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- b. a simple notification of the above decision to the Manager;
- c. Launch of the appropriate arrangements for the transfer of the Unitholders Register from ATHEXCSD to the Company by submitting to the latter a delivery file of the relevant Unit-holder register.

III. Entry into force

- 1. This resolution shall be made public via the website <u>www.athexgroup.gr</u>. This shall become effective from its publication, namely from 12.04.2021.
- 2. The publication hereof shall be subject to the formalities set out in Article 2.6 of Part 2 of Section I of the Rulebook.