



INVITATION

TO SHAREHOLDERS OF THE COMPANY

“HELLENIC EXCHANGES-ATHENS STOCK EXCHANGE S.A.”

General Electronic Commercial Registry (GEMI) No 3719101000

(former Companies Reg. Number 45688/06/B/00/30)

TO THE EIGHTEENTH (18TH) ANNUAL GENERAL MEETING

(FISCAL YEAR 01.01.2018 – 31.12.2018)

In accordance with the law and the Articles of Association of the Company, and the decision of its Board of Directors on 22.04.2019, shareholders of “HELLENIC EXCHANGES-ATHENS STOCK EXCHANGE S.A.” are invited to the eighteenth (18th) Annual General Meeting, which will take place on **Thursday May 30 2019 at 18:00**, in Athens, at the headquarters of the Company (110 Athinon Ave., “HERMES” hall), in order to discuss and decide on the following items of the Daily Agenda:

1. Submission and approval of the Annual Financial Report for fiscal year 01.01.2018 – 31.12.2018 together with the relevant Reports and Declarations by the Board of Directors and the Auditors.
2. Approve the allocation of profits for fiscal year 01.01.2018 – 31.12.2018 and the distribution of dividend.
3. Approve the overall management by the Board of Directors for fiscal year 01.01.2018 – 31.12.2018 in accordance with article 108 of Law 4548/2018 and discharge the Auditors in accordance with par. 1, case c) of article 117 of Law 4548/2018.
4. Approve the remuneration and compensation of the members of the Board of Directors for fiscal year 01.01.2018 – 31.12.2018.
5. Pre-approve the remuneration and compensation of the members of the Board of Directors for fiscal year 01.01.2019 – 31.12.2019.
6. Approve the Remuneration Policy in accordance with article 110 of Law 4548/2018.
7. Appoint the regular and substitute Chartered Auditors for fiscal year 01.01.2019 – 31.12.2019 and determine their fee.
8. Elect a new Board of Directors and appoint the independent members, in accordance with modified Law 3016/2002, as it applies.
9. Elect the members of the Audit Committee, in accordance with article 44 of Law 4449/2017.
10. Grant permission to members of the Board of Directors of the Company as well as to executives of the Company to participate in the Boards of Directors or in the Management of other associated companies, under the meaning of article 32 of Law 4308/2014.
11. Reduce the share capital by €6,638,280.00, through a reduction in the par value of each share by €0.11 and payment of this amount to shareholders, and amend Article 5 of the Articles of Association of the Company concerning the share capital.



12. Amend, complete, abolish and renumber provisions of the Articles of Association of the Company for operational reasons, and in order to adapt to Law 4548/2018 “Reforming the law of public limited liability companies”, in accordance with article 183 of that law.

If the quorum, as required by the Law and the Articles of Association in order to decide any of the items of the original daily agenda, is not obtained during the meeting of 30.05.2018, the General Meeting will convene again in a Repetitive Meeting on **Wednesday June 5 2019 at 18:00**, in Athens, at the headquarters of the Company.

It should be noted that, in accordance with par. 2 of article 130 of Law 4548/2018, a new invitation for the repetitive General Meetings will not be published.

A. Right to participate and vote at the General Meeting

All shareholders of the Company have the right to participate at the General Meeting and vote, either in person or by proxy in accordance with the provisions of Law 4548/2018 and the conditions below. Each common share has one vote.

At the General Meeting of 30 May 2019, shareholders of the common shares of the Company of record in the Dematerialized Securities System (DSS) on Saturday 25 May 2019 (“Record date”), i.e. on the start of the fifth (5th) day before the date of the General Meeting, are allowed to participate and vote. The DSS is administered by the “HELLENIC CENTRAL SECURITIES DEPOSITORY S.A.” (the Central Securities Depository which provides registry services under the meaning of par. 6 of article 124 of Law 4548/2018).

The above record date of Saturday 25 May 2019 is the record date for the Repetitive General Meeting on 5 June 2019 (if the quorum, as required by the Law and the Articles of Association in order to decide any of the items of the original daily agenda on 30.05.2019 is not obtained during that meeting).

The status of shareholder is electronically certified by the Company itself, having an electronic connection with DSS records, which is administered by the “HELLENIC CENTRAL SECURITIES DEPOSITORY S.A.”

Therefore, in order to participate and vote at the General Meeting (initial and repetitive), shareholders are not required to produce a written certificate.

Shareholders that do not comply with the deadline of par. 4 of article 128 of Law 4548/2018, i.e. that do not submit in writing or electronically the appointment of proxies or representatives to the Company at least forty eight (48) hours before the appointed date of the General Meeting, participate at the General Meeting unless the General Meeting refuses this participation for good reason which justifies this refusal.

The Articles of Association of the Company provide - even though this has not been technically implemented - for the participation of shareholders in the General Meeting remotely by electronic means, without their physical presence at the venue of the General Meeting, and for voting by correspondence or electronically, under the terms of Law 4548/2018.

B. Participation process and vote by proxy

Shareholders participate in the Annual General Meeting and vote either in person or by proxy. Each shareholder may appoint up to three (3) proxies. However, if a shareholder possesses shares of the Company that are held in more than one Investor Securities Account, the above restriction cannot prevent the shareholder from appointing different proxies for the shares in each investor account for a particular General Meeting. A proxy appointment can be freely recalled. A proxy that acts for more than one shareholders can vote differently for each shareholder.

A shareholder may appoint a proxy for one or more General Meetings and for a specific period of time. The proxy votes in accordance with the shareholder's instructions, if there are any. Non-compliance by the proxy with the instructions received does not affect the validity of the decisions of the General Meeting, even if the proxy's vote was decisive in achieving the majority.

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

A conflict of interest may arise particularly when the representative is:

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

The appointment and revocation or replacement of the proxy or representative takes place in writing or by electronic means that are submitted to the Company at least forty eight (48) hours before the appointed date of the General Meeting. Notification of the appointment and revocation or replacement of the proxy by electronic means is by electronic mail at the email address on the Invitation to the General Meeting.

The Company has provided a document for appointing proxies which is available to shareholders:

- a) in hard copy at the Investor Relations Department of the Company (110 Athinon Ave, tel. +30-210 3366 616), and
- b) in electronic form on the website of the Company (www.athexgroup.gr).

The abovementioned document must be filled-in, signed and submitted to the Investor Relations Department of the Company, at: 110 Athinon Ave, Athens, or by fax: +30 210 336 6333, or by e-mail at investor-relations@athexgroup.gr at least forty eight (48) hours before the date of the General Meeting. The shareholder is responsible for confirming the successful dispatch of the appointment in writing and receipt by the Company and may contact by telephone for this reason: +30 210 336 6616 (Investor Relations Department).

C. Final dates for exercising minority shareholder rights (par. 2, 3, 6 and 7 of article 141 of Law 4548/2018)

1. At the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors is obliged to include additional items on the daily agenda of the General Meeting, which has already been convened, if the relevant request is received by the Board of Directors at least fifteen (15) days prior to the General Meeting, i.e. by 15 May 2019 at the latest. The additional items must be published or disclosed, under the responsibility of the Board of Directors, in accordance with article 122 of law 4548/2018, at least seven (7) days before the General Meeting, i.e. by 23 May 2019 at the latest. The request to include additional items in the daily agenda is accompanied by a justification or a draft decision

for approval by the General Meeting, and the revised daily agenda is published in a similar manner as the previous daily agenda, thirteen (13) days before the date of the General Meeting, i.e. by 17 May 2019 at the latest, and simultaneously made available to shareholders on the website of the Company together with the justification or the draft decision that has been submitted by shareholders, in accordance with the provisions in paragraph 4 of article 123 of law 4548/2018. If these items are not published, the requesting shareholders are entitled to request the postponement of the General Meeting, in accordance with paragraph 5 and to make the publication themselves, in accordance with the second subparagraph of the present paragraph, at the expense of the Company.

2. Shareholders representing one twentieth (1/20) of the paid-up share capital have the right to submit draft decisions for items that are included in the initial or any revised daily agenda of the General Meeting. The request must reach the Board of Directors seven (7) days before the date of the General Meeting, i.e. by 23 May 2019 at the latest, and the draft decisions are made available to shareholders in accordance with the provisions of paragraph 3 of article 123 of law 4548/2018 at least six (6) days before the date of the General Meeting, i.e. by 24 May 2019 at the latest.
3. Following a request by any shareholder, which is submitted to the company at least five (5) full days before the General Meeting, i.e. by 24 May 2019 at the latest, the Board of Directors is obliged to provide the General Meeting with the information specifically requested concerning Company affairs, insofar as they are relevant to the items on the daily agenda. There is no obligation to provide information, when the information is already available on the website of the Company, especially if it is available in the form of questions and answers. In addition, at the request of shareholders representing one twentieth (1/20) of the paid-in share capital, the Board of Directors is obliged to announce to the General Meeting, provided it is an Annual meeting, the amounts that, over the previous two years, have been paid to each member of the Board of Directors or to Directors of the Company, as well as any benefit to these persons for whatever reason or by whatever contract of the Company with them. In all of the abovementioned cases, the Board of Directors may refuse to provide such information for sufficiently important reason, which is recorded in the minutes. Such a reason may be the representation of the requesting shareholders to the Board of Directors, in accordance with articles 79 or 80 of Law 4548/2018. In the cases referred to in this paragraph, the Board of Directors may answer once to shareholder requests having the same content.
4. At the request of shareholders representing one tenth (1/10) of the paid-up share capital, which is submitted to the Company at least five (5) full days before the General meeting, i.e. by 24 May 2019 at the latest, the Board of Directors is obliged to provide to the General Meeting information about the course of corporate affairs and the assets of the Company. The Board of Directors may refuse to provide information for sufficiently important reason which is recorded in the minutes. Such a reason may be the representation of the requesting shareholders to the Board of Directors, in accordance with articles 79 or 80 of Law 4548/2018, provided that the corresponding members of the Board of Directors have received this information in a manner that is adequate.

In all of the abovementioned cases, requesting shareholders are obliged to prove their shareholder status and, with the exception of the case of the first subparagraph of paragraph 3, the number of shares they possess during the exercise of the relevant right.

Proof of the status of shareholder is based on the information received by the Company from the company "Hellenic Central Securities Depository" which administers the Dematerialized Securities System which is the central securities depository under the meaning of §5 article 40 of law 4548/2018.



All of the above information on minority rights and the terms for enforcing them are available on the website of the Company (www.athexgroup.gr).

D. Availability of documents and information

The information of par. 3 and 4 of article 123 of Law 4548/2018, and in particular the Invitation to the General Meeting, the total number of shares and voting rights that these shares incorporate on the date of the Invitation, the document for exercising the right to vote by proxy, the documents that will be submitted to the General Meeting, the draft decisions on the items of the proposed daily agenda, as well as information regarding the exercise of minority rights of par. 2, 3, 6 and 7 of article 141 of Law 4548/2018 are available in electronic form on the website of the Company (www.athexgroup.gr) and in hard copy at the Investment Relations Department of the Company (110 Athinon Ave, tel +30-210 336 6616), where shareholders can receive copies.

Athens, 22 April 2019

The Board of Directors