



DOCUMENT FOR APPOINTING A PROXY

To participate at the Annual General Meeting of “HELLENIC EXCHANGES-ATHENS STOCK EXCHANGE S.A.” (EXAE) on 30 May 2019 Or at any repetitive, following a recess or postponement etc. Meeting

I the undersigned shareholder / legal representative of the legal person that is an EXAE shareholder:

Name

Address / Headquarters

ID / GEMINo

Number of shares for participation at the GM

(if no number of shares is filled-in, the proxy will be valid for the total number of shares registered in the Investor Account on the record date)

DSS Account (Investor Account)

Securities Account:

Full name of legal representative (s), signing the present document

(to be filled in only by legal entities)

I AUTHORIZE

☐ **Mr. Socrates Lazaridis, Chief Executive Officer**, a resident of Athens (110 Athinon Ave),

Note: The abovementioned person is a member of the Board of Directors of the Company, and can be authorized to vote in accordance with your instructions. If you do not provide specific instructions, it will be assumed that he is authorized to vote “in favor (for)” all items of the Daily Agenda.

Or alternatively the following^{1, 2}

- ☐
- ☐
- ☐

Note: If you appoint as proxy one of the persons above and you do not provide specific instructions, the proxy can vote as he or she wishes.

To whom I give the order, the authorization and the right, acting jointly or each one separately³, to represent me / the legal person⁴ for the abovementioned number of shares or for the shares that I possess on the record date at the Annual General Meeting of EXAE which will be convened on 30 May 2019 at 18:00 in Athens, 110 Athinon Ave, “HERMES” hall, in order to take part in the discussion and vote on the items of the daily agenda of the abovementioned Annual General Meeting of shareholders, or at any other repetitive, or following a recess or postponement of the Meeting or on the postponement of the discussion on all or part of the items of the daily agenda as follows⁵:

¹ Please fill-in the names of up to three (3) proxies and mark the appropriate box with a ‘V’. If you fill-in more than three proxies, it will be assumed that you have appointed the first three only.

² Any physical or legal entity can be appointed as a proxy.

³ If you prefer only one way, please delete accordingly. If more than one proxy is appointed, which may act (also) separately, and more than one show up at the General Meeting, the first proxy showing up will exclude all others.

⁴ Please delete accordingly

⁵ Please indicate your vote by marking with a ‘V’ one of the two tables.

	FOR	AGAINST	ABSTAIN
FOR ALL OF THE ITEMS ON THE DAILY AGENDA	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Or:

ITEMS OF THE DAILY AGENDA:

Item	FOR	AGAINST	ABSTAIN
1st 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.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2nd Approve the allocation of profits for fiscal year 01.01.2018 – 31.12.2018 and the distribution of dividend.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3rd 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.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4th Approve the remuneration and compensation of the members of the Board of Directors for fiscal year 01.01.2018 – 31.12.2018.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5th Pre-approve the remuneration and compensation of the members of the Board of Directors for fiscal year 01.01.2019 – 31.12.2019.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6th Approve the Remuneration Policy in accordance with article 110 of Law 4548/2018.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7th Appoint the regular and substitute Chartered Auditors for fiscal year 01.01.2019 – 31.12.2019 and determine their fee.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Elect a new Board of Directors and appoint the independent members, in accordance with modified Law 3016/2002, as it applies.			
1. Alexandros Antonopoulos, independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Konstantinos Vassiliou	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Giorgos Doukidis, independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Ioannis Emiris	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Polyxeni Kazoli, independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8th 6. Sofia Kounenaki-Efraimoglou, independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Ioannis Kyriakopoulos	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Adamantini Lazari, independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Socrates Lazaridis, executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Spyridoula Papagiannidou, independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Alexios Pilavios	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. George Handjinicolaou	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Nikolaos Chryssochoidis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Elect the members of the Audit Committee, in accordance with article 44 of Law 4449/2017.			
9th Alexandros Antonopoulos, as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Adamantini Lazari, as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Giorgos Doukidis, as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Item		FOR	AGAINST	ABSTAIN
10 th	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.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 th	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.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12 th	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.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

A revocation of the present document must be notified in writing or by electronic means to the Company at least 48 hours before the corresponding date of the General Meeting.

(Date - place)

(Signature – Full name)

Please send this document appointing a proxy to ATHEX by fax at **+30 210/3366333** or at investor-relations@athexgroup.gr, and the original by mail to:
 110 Athinon Ave, 10442 Athens – Greece, c/o Mr. Konstantinou, tel +30 210/3366616