



ATHEX
Athens Stock Exchange

18th Annual General Meeting

Of the limited liability company

HELLENIC EXCHANGES-ATHENS STOCK EXCHANGE S.A.

(General Electronic Commercial Registry (GEMI) No 3719101000)
(former Companies Reg. Number 45688/06/B/00/30)

Thursday May 30 2019 @ 18:00

4th item of the Daily Agenda

Approve the remuneration and compensation of the members of the Board of Directors for fiscal year 01.01.2018 – 31.12.2018

The Board of Directors proposes the approval of the remuneration and compensation that was paid to members of the Board of Directors of the Company for fiscal year 2018 in accordance with article 109 of Law 4548/2018. The remuneration of executive members amount to €184,369.89 for the Chief Executive officer (net remuneration €91,273.25), and to €104,893.29 for the Chief Operating Officer (net remuneration €53,274.94), total net remuneration for executive members €144,548.19.

Total compensation for the ten out of the eleven non-executive members of the Board of Directors (Mr. Nikolaos Milonas has waived his remuneration) for 2018 amounts to €30,960.00 (net remuneration €26,650.37). In detail:

Name (first, last)	Total gross remuneration	Net remuneration
George Handjinicolaou, Chairman of the BoD	2,240.00	1,928.19
Alexandros Antonopoulos, independent member	4,480.00	3,856.38
Konstantinos Vassiliou, non-executive member	1,600.00	1,377.28
Ioannis Emiris, non-executive member	2,240.00	1,928.19
Sofia Kounenaki-Efraimoglou, independent member	2,080.00	1,790.46
Ioannis Kyriakopoulos, non-executive member	3,440.00	2,961.15
Adamantini Lazari, independent member	6,480.00	5,577.98
Nikolaos Mylonas, independent member	-	-
Alexios Pilavios, non-executive member	3,920.00	3,374.34
Nikolaos Chrysoschoidis, non-executive member	2,240.00	1,928.19
Dionysios Christopoulos, independent member	2,240.00	1,928.19
Total	30,960.00	26,650.37

5th Item of the Daily Agenda

Pre-approve the remuneration and compensation of the members of the Board of Directors for fiscal year 01.01.2019 – 31.12.2019

The Board of Directors, following the proposal by the Nomination & Compensation Committee, following an evaluation that:

- The determination of the remuneration and compensation of the members of the BoD must ensure on the one hand that their pay structure promotes the long term viability of the Company, and on the other that compensation is linked with the performance of the members of the BoD, the type, size, the activity of the Company, the appropriate pay level compared with the pursuit of the Company's objectives, and the comparability of the pay level for similar positions, roles and qualifications in the local financial market and other similar companies,
- An appropriate remuneration level should be set up that reflects the tasks, the time spent on the responsibilities assigned, as well as the professional standing of the members of the Board of Directors and

the reputation of the Company, in order to attract worthwhile individuals to the Board of Directors, the remuneration of which will not only reflect the opportunity cost but also the importance of their position in the decision making process,

- c) The remuneration of non-executive members must faithfully reflect all of their skills and contributions to the Board of Directors and will, in addition, encourage Members to contribute effectively to guide and ensure the development of the Company and the Group and to increase share value in the long term.

proposes the pre-approval of the remuneration of the members of the Board of Directors for the current fiscal year 2019 as follows:

The remuneration of the executive members of the Board of Directors for 2019 will be at the same level as in 2018 and in accordance with the Remuneration Policy of the Company.

The remuneration of non-executive members of the Board of Directors, for their participation at the meetings of the Board of Directors and in the Committees of the Company for fiscal year 2019 is proposed as follows:

A. Up until the date of the Annual General Meeting, pre-existing pay will be in effect, i.e.:

Proposed remuneration of non-executive members of the Board of Directors until 30.05.2019	
Remuneration for participation in the BoD	€160.00 per meeting
Remuneration for participation in the Investments Committee*	€140.00 per month
Remuneration for participation in the Audit Committee	€160.00 per meeting

* *The Investments Committee will be abolished and its responsibilities will be assigned to the Strategic Planning Committee.*

B. Following the date of the Annual General Meeting (01.06.2019):

Proposed remuneration of non-executive members of the Board of Directors starting on 01.06.2019	
Proposed annual base pay for participating in the BoD	
Non-executive Chairman of the BoD	€7,500.00
Non-executive Member	€5,000.00

Proposed supplementary to base pay annual remuneration for participation in Committees		
Committee	Chairman	Member
Audit Committee	€6,750.00	€4,500.00
Nomination & Compensation Committee	€2,250.00	€1,500.00
Risk Committee	€3,750.00	€2,500.00
Strategic Planning Committee	€3,750.00	€2,500.00

All of the above remuneration will be pro-rata on a twelve-month basis, will be paid monthly and will be proportional to the participation time of each non-executive member in the Board of Directors and in the Committees of the Company.

All amounts mentioned above are gross, and subject to the deductions foreseen by the current tax and social security legislation.