



ATHEX
Athens Stock Exchange

18th Annual General Meeting of the shareholders 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)

(Fiscal year 01.01.2018 – 31.12.2018)

Thursday May 30 2019 @ 18:00

110 Athinon Ave, “HERMES” Hall

If the quorum, as required by the Law and the Articles of Association in order to decide the whole or part of the original daily agenda, is not obtained during the meeting of May 30 2019, 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 (110 Athinon Ave, “HERMES” Hall).

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in accordance with par. 2 of article 130 of Law 4548/2018, a new invitation for the repetitive General Meetings will not be published.

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1.

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. 5 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

2. PROPOSALS OF THE BOARD OF DIRECTORS ON THE ITEMS OF THE DAILY AGENDA

ITEM #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

Required quorum: 1/5 of the share capital

Majority: 50% + 1 of the votes represented

The Board of Directors proposes to the General Meeting that the Annual Financial Report for fiscal year 01.01.2018 – 31.12.2018 be approved. The Annual Financial Report includes the Annual Financial Statements for fiscal year 01.01.2018 – 31.12.2018 that have been approved by the Board of Directors (meeting 348/18.03.2019) and the relevant declarations and reports by the Board of Directors and the Auditors.

The Annual Financial Report for 2018 and the relevant Press Release are available on the website of the Company (www.athexgroup.gr/re-financial-statements).

ITEM #2: Approve the allocation of profits for fiscal year 01.01.2018 – 31.12.2018 and the distribution of dividend

Required quorum: 1/5 of the share capital

Majority: 50% + 1 of the votes represented

The Board of Directors proposes to the General Meeting that it approve the distribution of €3,017,400.00 and the payment of a dividend of €0.05 per share. This amount arises from:

- a) €1,769,852.13 based on the net earnings for fiscal year 01.01.2018 – 31.12.2018 (earnings before tax based on IFRS - €2,438,384.13 less the corresponding income tax of €668,532.00), and
- b) €1,247,547.87 from taxed retained earnings of previous fiscal years.

With regard to the dividend for fiscal year 2018, as already announced by the Company in the Financial Calendar for 2019, the proposed ex-date is 5 June 2019, the proposed beneficiary determination date is 6 June 2019, and payment of the dividend to shareholders will commence on 12 June 2019 and will take place, in accordance with the provisions of the Athens Exchange Rulebook, through their operators. This dividend is subject to the legal withholdings.

ITEM #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

Required quorum: 1/5 of the share capital

Majority: 50% + 1 of the votes represented

The General Meeting will be called upon to decide whether to approve the overall management by the Board of Directors of the Company for fiscal year 01.01.2018 – 31.12.2018, in accordance with article 108 of Law 4548/2018, and to discharge the Auditors that carried out the audit of the financial statements for fiscal year 01.01.2018 – 31.12.2018, in accordance with par. 1, case c) of article 117 of Law 4548/2018.

ITEM #4: Approve the remuneration and compensation of the members of the Board of Directors for fiscal year 01.01.2018 – 31.12.2018

Required quorum: 1/5 of the share capital

Majority: 50% + 1 of the votes represented

The Board of Directors proposes the approval of the remuneration and compensation that was paid out in fiscal year 2018 to Members of the Board of Directors of the Company in accordance with article 109 of law 4548/2018. Total remuneration and representation expenses for all members of the Board of Directors amount to €171,198.56.

Detailed information about the remuneration paid in fiscal year 2018 is available on the website of the Company – www.athexgroup.gr/web/guest/helexinvestors-general-meetings.

ITEM #5: Pre-approve the remuneration and compensation of the members of the Board of Directors for fiscal year 01.01.2019 – 31.12.2019

Required quorum: 1/5 of the share capital

Majority: 50% + 1 of the votes represented

Following the proposal by the Nomination & Compensation Committee, the Board of Directors proposes the pre-approval of the remuneration of the members of the Board of Directors for the current fiscal year 2019.

Detailed information about the proposal for the pre-approval of remuneration to members of the BoD for fiscal year 2019 is available on the website of the Company – www.athexgroup.gr/web/guest/helexinvestors-general-meetings.

ITEM #6: Approve the Remuneration Policy in accordance with article 110 of Law 4548/2018

Required quorum: 1/5 of the share capital

*(excluding the members of the Board of Directors
that also have the status of shareholder)*

Majority: 50% + 1 of the votes represented

Following the recommendation by the Nomination and Compensation Committee, the Board of Directors proposes that the General Meeting approve the Remuneration Policy for members of the Board of Directors and for senior executives of the Company, as defined in International Accounting Standard 24, par. 9, to which the application of this Policy will be extended, with a relevant provision in the Articles of Association in accordance with par. 1 of article 110 of Law 4548/2018, which has been included in article 15 of the amended Articles of Association, as part of the 12th item of the Daily Agenda.

The proposed for approval Remuneration Policy is available on the website of the Company – www.athexgroup.gr/web/guest/helexinvestors-general-meetings.

ITEM #7: Appoint the regular and substitute Chartered Auditors for fiscal year 01.01.2019 – 31.12.2019 and determine their fee
Required quorum: 1/5 of the share capital

Majority: 50% + 1 of the votes represented

Following the recommendation by the Audit Committee of the Company together with the approval by all of the independent members of the Board of Directors, the Board of Directors proposes to the General Meeting of shareholders that the annual audit of the separate and consolidated financial statements of the Company for fiscal year 01.01.2019 – 31.12.2019 be carried out by the Certified Auditing Accounting company “PricewaterhouseCoopers S.A.” at an annual fee of €20,000 plus VAT for the Company (total fee for all the companies of the Group: €53,000 plus VAT). In order to issue the Annual Tax Compliance Report, the fee of the above auditing firm is €10,000 plus VAT (total fee for all the companies of the Group: €22,000 plus VAT).

Finally it is noted that total remuneration of the certified auditors of the Company for fiscal year 2018 amounted to €30,000 plus VAT, which in their entirety (100%) concern auditing work, and there was no non-audit work. For all companies of the Group, the total fees of the certified auditors for the year 2018 amounted to €74,000 plus VAT, which in their entirety (100%) concerned audit work, and there was no non-audit work.

Taking into consideration all of the above, the Audit Committee decided that the objectivity and independence of the certified auditors for fiscal year 2018 was fully safeguarded. The independence of the certified auditors was also confirmed in writing by the auditing company itself, with a letter addressed to the Audit Committee.

ITEM #8: Elect a new Board of Directors and appoint the independent members, in accordance with modified Law 3016/2002, as it applies
Required quorum: 1/5 of the share capital

Majority: 50% + 1 of the votes represented

By the decision of the General Meeting of shareholders of the Company of 20.05.2015, the current Board of Directors was elected for a four year term of office, which is automatically extended until the Annual General Meeting that will be held following the end of its term of office.

Given the end of the term of office of the Board of Directors, and in order to better fulfill the corporate purpose for the benefit of Company shareholders, the Board of Directors proposes to this General Meeting, which is the one that is being convened following the end of the abovementioned four year term of office, the election of thirteen (13) persons which will make up the new Board of Directors of the Company. In addition, in light of the election of a new Board of Directors as above, it is necessary to appoint again the independent, non-executive members of the Board of Directors, in accordance with the provisions of the law.

This proposal by the Board of Directors is submitted following the recommendation of the Nomination & Compensation Committee, which submitted to the Board of Directors a catalog of persons suitable for election by the General Meeting as members of the Board of Directors of the Company, in accordance with the provisions of article 46 of Law 4514/2018 “Markets in financial instruments and other provisions” on the requirements that concern the body managing the market operator (*Article 45 of Directive 2014/65/EU – MiFID II*) and the guidelines ESMA 71-99-598 EBA/GL/2017/12/21.3.2018, and in addition, following an audit and the finding that the persons proposed for election as independent members of the Board of Directors fulfill the independence criteria in accordance with the provisions of Law 3016/2002, Law 4449/2017 and the Corporate Governance Code that the Company applies.

Following the above, the following persons (in alphabetical order [in Greek]), are proposed to the General Meeting to form the new Board of Directors of the Company which will consist of thirteen (13) members:

1. Alexandros Antonopoulos, proposed as independent non-executive member
2. Konstantinos Vassiliou
3. Giorgos Doukidis, proposed as independent non-executive member
4. Ioannis Emiris
5. Polyxeni Kazoli, proposed as independent non-executive member
6. Sofia Kounenaki-Efraimoglou, proposed as independent non-executive member
7. Ioannis Kyriakopoulos
8. Adamantini Lazari, proposed as independent non-executive member
9. Socrates Lazaridis, executive member
10. Spyridoula Papagiannidou, proposed as independent non-executive member
11. Alexios Pilavios
12. George Handjinicolaou
13. Nikolaos Chryssochoidis

The new Board of Directors will be elected for a four year term of office, which will be automatically extended until the Annual General Meeting of the shareholders of the Company, which will meet or be convened after the end of its term of office.

The new Board of Directors will, immediately following its election, be formed as a Body and will elect the executive and non-executive members in accordance with the provisions of the law and the Articles of Association.

The CVs of the candidate members to the Board of Directors proposed by the Board of Directors are available on the website of the Company (www.athexgroup.gr/web/guest/helexinvestors-general-meetings).

ITEM #9: Elect the members of the Audit Committee, in accordance with article 44 of Law 4449/2017

Required quorum: 1/5 of the share capital

Majority: 50% + 1 of the votes represented

Following the recommendation of the Board of Directors to elect the members of the new Board of Directors as part of the 8th item of the Daily Agenda, the Board of Directors, following the recommendation by the Nomination & Compensation Committee, and in accordance with the provisions of par. 1 or article 44 of Law 4449/2017 and the Rulebook of Operation of the Audit Committee of the Company, in accordance with which the Audit Committee consists of at least three (3) non-executive members of the Board of Directors, the majority of which must be independent, proposes that the General Meeting elect the following persons as members of the Audit Committee of the Company:

1. Alexandros Antonopoulos, as independent non-executive member, Chairman
2. Adamantini Lazari as independent non-executive member
3. Giorgos Doukidis as independent non-executive member

The proposed members of the Committee as a whole possess professional experience and proven knowledge in the sectors that the Company operates, in order for the Committee to be able to fulfill its responsibilities and obligations as defined in par. 3 of article 44 of Law 4449/2017. In particular, Mrs. Adamantini Lazari and

Mr. Alexandros Antonopoulos are economists and possess proven knowledge in accounting and auditing due to their professional experience and as part of their participation in the current Audit Committee of the Company.

ITEM #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

Required quorum: 1/5 of the share capital	Majority: 50% + 1 of the votes represented
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The Board of Directors proposes that the General Meeting grant permission, in accordance with article 98 of Law 4548/2018, to members of the Board of Directors of the Company and to executives of the Company, in order to participate in any capacity in the Boards of Directors or in the management of the companies of the Group and of associated (under the meaning of article 32 of Law 4308/2014) companies, in order to coordinate work at the Group level.

The granting of such permission is usual practice in groups of companies.

ITEM #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

Required quorums	Majority
Annual General Meeting: 1/2 of the share capital	2/3 of the votes represented
Repetitive GM: 1/5 of the share capital	2/3 of the votes represented

The Board of Directors proposes to the General Meeting the reduction of the share capital by the amount of €6,638,280.00 through a reduction in the par value of each share by €0.11, and return of this amount to shareholders of the Company. Following the completion of the above reduction in share capital, the share capital of the Company will amount to €35,001,840.00 divided into 60,348,000 common registered shares with a par value of €0.58 each.

Furthermore, provided that the reduction in share capital as above is approved, the Board of Directors proposes that the General Meeting approve the modification of article 5 of the Articles of Association of the Company regarding the share capital in order to reflect the abovementioned change, incorporate the changes approved into the Articles of Association and submit it, as required by the law, to the relevant authorities.

The full text of the Articles of Association of the Company, which includes the propose modification of article 5, is available on the website of the Company (www.athexgroup.gr/web/guest/helexinvestors-general-meetings).

In addition, the Board of Directors proposes to the General Meeting, provided that the reduction in share capital as above is approved, that the General Meeting authorize the Board of Directors to set the ex-date for the right to the share capital return, the record date for determining the beneficiaries and the payment date for the share capital return, and to take the necessary actions in order to obtain the required approvals from the relevant authorities and in general to act as required in order to pay the amount resulting from the share capital reduction to the shareholders of the Company.

ITEM #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

Required quorums	Majority
Annual General Meeting: 1/2 of the share capital	2/3 of the votes represented
Repetitive GM: 1/5 of the share capital	2/3 of the votes represented

The Board of Directors proposes the amendment, abolition and renumbering of the provisions of the Articles of Association for operational reasons, and to harmonize it with the new provisions of Law 4548/2018 “*Reforming public limited liability company law*” in accordance with article 183 of that law, and to complete it with the addition of potential arrangements as part of the free formulation of certain issues insofar as they do not affect shareholder rights.

The full text of the Articles of Association of the Company, as proposed in codified form by the Board of Directors, is available on the website of the Company (www.athexgroup.gr).

3. BALLOT



HELLENIC EXCHANGES-ATHENS STOCK EXCHANGE S.A.

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

BALLOT

FOR THE ANNUAL GENERAL MEETING

OF MAY 30TH 2019

Shareholder:

Number of shares:

NOTES:

- IF YOU APPROVE THE ITEMS BELOW, TURN IN THIS BALLOT AS IS, WITHOUT ANY MARKINGS
- For any item (items) that you do not approve, or wish to abstain from the voting, please mark the corresponding column on the right "Only for NO" or "Abstain" respectively

Item		Only for NO	Abstain
1 st	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"/>
2 nd	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"/>
3 rd	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"/>
4 th	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"/>
5 th	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"/>
6 th	Approve the Remuneration Policy in accordance with article 110 of Law 4548/2018.	<input type="checkbox"/>	<input type="checkbox"/>
7 th	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"/>
8 th	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"/>
	2. Konstantinos Vassiliou	<input type="checkbox"/>	<input type="checkbox"/>
	3. Giorgos Doukidis, independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>
	4. Ioannis Emiris	<input type="checkbox"/>	<input type="checkbox"/>
	5. Polyxeni Kazoli, independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>
	6. Sofia Kounenaki-Efraimoglou, independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>
	7. Ioannis Kyriakopoulos	<input type="checkbox"/>	<input type="checkbox"/>
	8. Adamantini Lazari, independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>
	9. Socrates Lazaridis, executive member	<input type="checkbox"/>	<input type="checkbox"/>
	10. Spyridoula Papagiannidou, independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>
	11. Alexios Pilavios	<input type="checkbox"/>	<input type="checkbox"/>
	12. George Handjinicolaou	<input type="checkbox"/>	<input type="checkbox"/>
	13. Nikolaos Chryssochoidis	<input type="checkbox"/>	<input type="checkbox"/>

	Note: <ul style="list-style-type: none"> If you approve the persons above, turn in the ballot as is For any person(s) that you do not vote for, mark the corresponding column on the right "Only for NO" or "Abstain" respectively If you are voting for person(s) proposed by shareholders, write in the name(s) below 		
	1.		
	2.		
	3.		
	4.		
	5.		
	6.		
	7.		
	8.		
	9.		
	10.		
	11.		
	12.		
	13.		
9 th	Elect the members of the Audit Committee, in accordance with article 44 of Law 4449/2017.		
	Alexandros Antonopoulos, as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>
	Adamantini Lazari as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>
	Giorgos Doukidis as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>
	Note: <ul style="list-style-type: none"> If you approve the persons above, turn in the ballot as is For any person (persons) that you do not vote for, mark the corresponding column on the right "Only for NO" or "Abstain" respectively 		
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"/>
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"/>
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"/>

4. TOTAL NUMBER OF SHARES AND VOTING RIGHTS

The total number of common registered shares of the Company “HELLENIC EXCHANGES-ATHENS STOCK EXCHANGE S.A.” on 22 April 2019 is sixty million three hundred forty eight thousand (60,348,000). Each common share has one vote.

5. DRAFT DECISIONS OF THE GENERAL MEETING

ITEM #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

On the first (1st) item of the Daily Agenda, shareholders present and voting, representing shares of the Company out of a total ofshares, approved by majority (.....%) the Annual Financial Report for the fiscal year 01.01.2018 – 31.12.2018 together with the relevant Reports and Declarations by the Board of Directors and the Auditors, as presented for approval.

ITEM #2: Approve the allocation of profits for fiscal year 01.01.2018 – 31.12.2018 and the distribution of dividend

On the second (2nd) item of the Daily Agenda, shareholders present and voting, representing shares of the Company out of a total ofshares, approved by majority (.....%) the distribution of profit of the Company for fiscal year 01.01.2018 – 31.12.2018, and the distribution of dividend in accordance with the proposal put forth for approval.

ITEM #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

On the third (3rd) item of the Daily Agenda, shareholders present and voting, representing shares of the Company out of a total ofshares, approved by majority (.....%) the overall management of the Board of Directors for fiscal year 01.01.2018 – 31.12.2018 in accordance with article 108 of Law 4548/2018 and discharged the Auditors in accordance with par. 1, case c) of article 117 of Law 4548/2018 for the audit of the financial statements for fiscal year 01.01.2018 – 31.12.2018 that they performed.

ITEM #4: Approve the remuneration and compensation of the members of the Board of Directors for fiscal year 01.01.2018 – 31.12.2018

On the fourth (4th) item of the Daily Agenda, shareholders present and voting, representing shares of the Company out of a total ofshares, approved by majority (.....%) the remuneration of the Members of the Board of Directors for fiscal year 01.01.2018 – 31.12.2018 in accordance with the proposal that was put forth for approval.

ITEM #5: Pre-approve the remuneration and compensation of the members of the Board of Directors for fiscal year 01.01.2019 – 31.12.2019

On the fifth (5th) item of the Daily Agenda, shareholders present and voting, representing shares of the Company out of a total ofshares, pre-approved by majority (.....%) the remuneration of the Members of the Board of Directors for fiscal year 01.01.2019 to 31.12.2019, in accordance with the proposal that was put forth for approval.

ITEM #6: Approve the Remuneration Policy in accordance with article 110 of Law 4548/2018

On the second (2nd) item of the Daily Agenda, shareholders present and voting, representing shares of the Company out of a total ofshares, approved by majority (.....%) the Remuneration Policy in accordance with article 110 of Law 4548/2018.

ITEM #7: Appoint the regular and substitute Chartered Auditors for fiscal year 01.01.2019 – 31.12.2019.and determine their fee

On the seventh (7th) item of the Daily Agenda, shareholders present and voting, representing shares of the Company out of a total ofshares, elected by majority (.....%) the auditing firm proposed for fiscal year 01.01.2019 – 31.12.2019 and approved its remuneration as proposed.

The remuneration of the abovementioned Certified Auditors Accountants for the combined audit of the fiscal year 01.01.2019 – 31.12.2019 was set at the amount of €20,000 plus VAT. In order to issue the Annual Tax Certificate, as provided for in article 82 §5 of Law 2238/1994, the remuneration was set at €10,000 plus VAT.

ITEM #8: Elect a new Board of Directors and appoint the independent members, in accordance with modified Law 3016/2002, as it applies

On the eighth (8th) item of the Daily Agenda, shareholders present and voting, representing shares of the Company out of a total ofshares, voting by ballot, approved the item and elected the following thirteen (13) members of the new Board of Directors of the Company and the independent non-executive members.

In particular, and in accordance with the proposed and indicated on the ballot order, the thirteen (13) candidates received:

1. The first candidate received votes of shareholders present and voting representing shares, i.e.%.
2. The second candidate received votes of shareholders present and voting representing shares, i.e.%.
3. The third candidate received votes of shareholders present and voting representing shares, i.e.%.
4. The fourth candidate received votes of shareholders present and voting representing shares, i.e.%.
5. The fifth candidate received votes of shareholders present and voting representing shares, i.e.%.
6. The sixth candidate received votes of shareholders present and voting representing shares, i.e.%.
7. The seventh candidate received votes of shareholders present and voting representing shares, i.e.%.
8. The eighth candidate received votes of shareholders present and voting representing shares, i.e.%.
9. The ninth candidate received votes of shareholders present and voting representing shares, i.e.%.

10. The tenth candidate received votes of shareholders present and voting representing shares, i.e.%.
11. The eleventh candidate received votes of shareholders present and voting representing shares, i.e.%.
12. The twelfth candidate received votes of shareholders present and voting representing shares, i.e.%.
13. The thirteenth candidate received votes of shareholders present and voting representing shares, i.e.%.

The term of office of the members of the Board of Directors is four years, and is automatically extended until the Annual General Meeting of the shareholders of the Company, which will meet or be convened after the end of its term of office.

ITEM #9: Elect the members of the Audit Committee, in accordance with article 44 of Law 4449/2017

On the ninth (9th) item of the Daily Agenda, shareholders present and voting, representing shares of the Company out of a total ofshares, appointed by majority (.....%) Messrs., and as members of the Audit Committee of the Board of Directors in accordance with article 44 of Law 4449/2017.

ITEM #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

On the tenth (10th) item of the Daily Agenda, shareholders present and voting, representing shares of the Company out of a total ofshares, granted by majority (.....%) permission to members of the Board of Directors of the Company and to executives of the Company, to participate in Boards of Directors or as executives of the companies of the Group and of associated, under the meaning of article 32 of Law 4308/2014, with its companies.

ITEM #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

On the eleventh (11th) item of the Daily Agenda, shareholders present and voting, representing shares of the Company out of a total ofshares, approved by majority (.....%) the reduction of the share capital by the amount of €6,638,280.00 through a reduction in the par value of each share by €0.11 and payment of this amount to shareholders. Furthermore, shareholders decided to modify article 5 of the Articles of Association of the Company concerning the share capital, incorporate the modification in the Articles of Association and submit it, in accordance with the law, to the competent authority.

In addition, the General Meeting authorized the Board of Directors to set the ex-date for the right to the share capital return of the Company, the record date for determining the beneficiaries and the payment date for the share capital return, and to take the necessary actions in order to obtain the required permissions from the authorities and in general to act as necessary in order to pay the amount resulting from the share capital reduction to the shareholders of the Company.

ITEM #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

On the twelfth (12th) item of the Daily Agenda, shareholders present and voting, representing shares of the Company out of a total ofshares, approved by majority (.....%) the amendment, completion, abolition and renumbering of provisions of the Articles of Association 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, as proposed to the Body. Furthermore, they authorized the Chairman of the General Meeting to submit the codified text of the Articles of Association, as approved by the General Meeting, for approval to the competent authority.