



**ATHEX**  
*Athens Stock Exchange*

## 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 NINETEENTH (19<sup>TH</sup>) ANNUAL GENERAL MEETING  
(FISCAL YEAR 01.01.2019 – 31.12.2019)

In accordance with the law and the Articles of Association of the Company, and the decision of its Board of Directors on 4.5.2020, shareholders of “HELLENIC EXCHANGES-ATHENS STOCK EXCHANGE S.A.” are invited to participate remotely in real-time via teleconference at the nineteenth (19<sup>th</sup>) Annual General Meeting, which will take place on **Friday May 29 2020 at 18:00**, in Athens, at the headquarters of the Company (110 Athinon Ave.), 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 01.01.2019 – 31.12.2019 together with the relevant Reports and Declarations by the Board of Directors and the Auditors.
2. Approve the allocation of profits for fiscal year 01.01.2019 – 31.12.2019 and the distribution of dividend.
3. Approve the overall management by the Board of Directors for fiscal year 01.01.2019 – 31.12.2019 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 01.01.2019 – 31.12.2019.
5. Pre-approve the remuneration and compensation of the members of the Board of Directors for fiscal year 01.01.2020 – 31.12.2020.
6. Elect the Chartered Auditor Company to audit the Financial Statements for fiscal year 01.01.2020 – 31.12.2020 and determine their fee.
7. Submit the fiscal year 2019 Remuneration Report in accordance with article 112 of law 4548/2018 for discussion and vote by the General Meeting.
8. 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.
9. Reduce the share capital by €5,431,320.00, through a reduction in the par value of each share by €0.09 and pay this amount to shareholders, and amend Article 5 of the Articles of Association of the Company concerning the share capital.

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 29.05.2020, the General Meeting will convene again

in a Repetitive Meeting remotely in real-time by teleconference on **Friday June 5 2020 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.

In accordance with the provisions in the current Articles of Association of the Company, the General Meeting on 29 May 2020 and any Repetitive Meeting, will take place remotely, in real-time by teleconference and the use of electronic means, without the physical presence of shareholders at its venue, under the conditions of article 125 of Law 4548/2018 and the specific provisions in the present invitation.

In addition, in accordance with the provisions in the current Articles of Association of the Company provide shareholders with the option to participate remotely by mail vote at the vote on the items of the General Meeting on 29 May 2020 and any Repetitive Meeting, that will take place before the General Meeting, under the conditions of article 126 of Law 4548/2018 and the specific provisions in the present invitation.

#### **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 29 May 2020**, shareholders of the common shares of the Company of record in the Dematerialized Securities System (DSS) on **24 May 2020** ("Record date"), i.e. on the start of the fifth (5<sup>th</sup>) 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 **24 May 2020** is the record date for the Repetitive General Meeting on 5 June 2020 (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 29.05.2020 is not obtained during that meeting).

The status of shareholder is electronically certified by the Company itself, which has a direct electronic connection with DSS records, which is administered by the "HELLENIC CENTRAL SECURITIES DEPOSITORY S.A." and therefore shareholders are not required to provide a written certificate.

Shareholders that do not comply with the deadline in par. 4 of article 128 of Law 4548/2018, i.e. that do not submit in writing or by electronic means 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.

#### **B. Remote participation and vote at the General Meeting in real time by teleconference**

In order for shareholders to participate and vote at the Annual General Meeting on 29 May 2020 or at any Repetitive meetings which will take place remotely, in real-time by teleconference, without their physical presence, they or their proxies must create and use an electronic shareholder account at the electronic platform that has been developed by the Athens Exchange Group to provide remote General Meeting services, in real-time, by teleconference to listed companies on the website [www.athexgroup.gr/AXIAeShareholdersMeeting](http://www.athexgroup.gr/AXIAeShareholdersMeeting). In order to access the electronic platform a personal computer, a smartphone or a tablet is required, a browser installed, and internet access.

In order for a shareholder or his/her proxy to create an account in the electronic platform above, a valid electronic mail (email) account and a mobile telephone number are required by the shareholder or his/her proxy.

If, on accessing the electronic platform the above information entered by the shareholder does not match the date registered in the Dematerialized Securities System and have been provided to the Company by the Hellenic Central Securities Depository as part of its services to facilitate shareholder identification for remote general meetings which are provided to listed companies in accordance with Decision No 8 of the Hellenic Central Securities Depository, “Services to facilitate shareholder identification in remote general meetings & provision of 2-factor authentication when investors access ATHEXCSD electronic services”, shareholders must provide or update the information above, in order to create the account.

For this purpose, shareholders are requested to contact without delay the Operator of their Account where the shares of the Company are kept, or any other intermediary, that provides them with custody services for the shares of the Company, as the case may be, in order to notify them or to update their valid email address and mobile telephone number for identification.

Further instructions to participate at the General Meeting by teleconference will be posted on the website of the Company and will be sent by the Company via email to shareholders that have completed the above procedure and are eligible to participate at the Annual General Meeting or any Repetitive meetings.

For any questions and for instructions, shareholders may contact the Investor Relations Department of the Company by email at [investor-relations@athexgroup.gr](mailto:investor-relations@athexgroup.gr) or by telephone at +30 210 3366.616 (daily between 09.00 – 17.00).

Furthermore, starting with the publication of the present and until the end of the General Meeting, a help desk will operate that will provide information and support shareholders and their representatives at + 30 210 3366 120 or by email at [AXIAeShareholdersMeeting@athexgroup.gr](mailto:AXIAeShareholdersMeeting@athexgroup.gr).

Shareholders that will participate at the General Meeting by teleconference in real-time are taken into consideration for the formation of the quorum and majority and will be able to exercise their rights effectively during the General Meeting. Therefore, shareholders will have the ability to:

- a) follow the proceedings of the General Meeting with electronic or audiovisual means,
- b) take the floor and address the General Meeting orally during the General Meeting,
- c) vote in real time during the GM on the matters of the daily agenda,
- d) receive information on the recording of their vote.

### C. Procedure for remotely participating in the vote before the General Meeting (Mail Vote)

I. In addition, shareholders have the option to participate remotely, in person or by proxy, at the vote on the items of the General Meeting that will take place before the General Meeting, under the conditions of article 126 of Law 4548/2018, as well as the following.

Shareholders that wish to participate and vote remotely on the items of the General Meeting that will take place before the General Meeting, can make use of this option:

- a) Either by exercising the right to vote before the General Meeting through the electronic platform [www.athexgroup.gr/AXIAeShareholdersMeeting](http://www.athexgroup.gr/AXIAeShareholdersMeeting) in which they have previously created an account and have successfully registered as described in B. above, during the time period **from Monday 25.05.2020 @ 12.00 and until twenty-four (24) hours before the date of the General Meeting (i.e. until 18.00 on 28.05.2020 at the latest).**
- b) Or by completing and sending to the Investor Relations Department of the Company the “Mail vote document” which has been published at [www.athexgroup.gr/web/guest/helexinvestors-general-meetings](http://www.athexgroup.gr/web/guest/helexinvestors-general-meetings) with the signature authenticated, at: 110 Athinon Ave, 10442 Athens Greece, or by fax at + 30 210 3366 333, or digitally signed by using a recognized digital signature (qualified certificate) by the proxy or the

shareholder, via email at [investor-relations@athexgroup.gr](mailto:investor-relations@athexgroup.gr), **at least twenty-four (24) hours before the date of the General Meeting (i.e. by 18.00 on 28.05.2020 at the latest).**

Shareholders that vote as above before the General Meeting are counted to form the quorum and majority, provided that the votes in question have been received by the Company **by 18.00 on 28.05.2020 at the latest.**

**II.** It is noted that shareholders that wish to appoint proxies to participate remotely at the vote on the items of the General Meeting which will take place before the General Meeting, can appoint up to one (1) proxy; the appointment must be made **at the latest forty-eight (48) hours before the date of the General Meeting (i.e. by 18.00 on 27.05.2020 at the latest), as specifically described below in D II.**

Following this deadline, it will not be possible to participate by proxy in the vote that will take place before the General Meeting.

**III.** 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 29 May 2020, at the Repetitive General Meeting which will take place on 05.06.2020 at 18.00, the right to vote remotely, by mail vote **must be exercised again**, by a vote that will take place before the General Meeting, in the following ways:

- a) Either by exercising again the right to vote before the General Meeting through the electronic platform [www.athexgroup.gr/AXIAeShareholdersMeeting](http://www.athexgroup.gr/AXIAeShareholdersMeeting) in which they have previously created an account and have successfully registered as described in B. above, during the time period **from Saturday 30.05.2020 @ 12.00 and until twenty-four (24) hours before the date of the Repetitive General Meeting (i.e. until 18.00 on 04.06.2020 at the latest).**
- b) Or by completing and sending to the Investor Relations Department of the Company a new “Mail vote document” for the items which no decision was taken on 29.05.2020, which will be provided by the Company, with the signature authenticated, at: 110 Athinon Ave, 10442 Athens Greece, or digitally signed by using a recognized digital signature (qualified certificate) by the proxy or the shareholder, via email at [investor-relations@athexgroup.gr](mailto:investor-relations@athexgroup.gr), **at least twenty-four (24) hours before the date of the Repetitive General Meeting (i.e. by 18.00 on 04.06.2020 at the latest).**

Shareholders that vote as above before the General Meeting are counted for the formation of the quorum and majority, provided that the votes in question are received by the Company **by 18.00 on 04.06.2020 at the latest.**

**IV.** For the potential Repetitive General Meeting on 05.06.2020, shareholders that had not appointed a proxy for the initial General Meeting, or shareholders that wish to replace the proxy that had been appointed, in order to participate remotely at the vote that will take place before the General Meeting, they **can appoint up to one (1) proxy, whose appointment must be made at least forty-eight (48) hours before the date of the General Meeting (i.e. by 18.00 on 03.06.2020 at the latest), as specifically mentioned below in D II.**

After that date, it will not be possible to participate by proxy at the vote that will take place **before** the Repetitive General Meeting.

For any questions and for instructions, shareholders may contact the Investor Relations Department of the Company by email at [investor-relations@athexgroup.gr](mailto:investor-relations@athexgroup.gr) or by telephone at +30 210 3366.616 (daily between 09.00 – 17.00).

In addition, shareholders are asked to confirm that the “Mail Vote document” is successfully sent and received by the Company, and can, for this purpose, call +30 210 3366 616 (Investor Relations Department).

#### **D. Participation process and vote by proxy**

**I.** 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.

Shareholders 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.

**II.** Specifically for shareholder participation by proxy at the General Meeting on 29 May 2020 or any Repetitive Meetings, remotely in real-time by teleconference, or by shareholder participation by proxy at the vote on the items of the General Meeting that will take place before the General Meeting, shareholders or their custodian can appoint up to one (1) proxy, whose appointment must be made at least forty-eight (48) hours before the date of the General Meeting (i.e. by 18.00 on 27.05.2020 at the latest).

Upon receipt of the information above by the Company, and based on the email address and mobile telephone of the representative, as declared in the proxy document, the Company creates an account for the proxy on the electronic platform; the proxy is informed by email in order to activate the account in order to exercise the rights of the shareholder in accordance with what is referred to in B. and C. above.

The Company has made available documents:

- a) To appoint a proxy to participate in the General Meeting on 29 May 2020 remotely in real-time by teleconference; and
- b) To appoint a proxy to vote on the items of the General Meeting that will take place before the General Meeting.

These documents are available to shareholders in hard copy at the Investor Relations Department of the Company (110 Athinon Ave, tel. +30 210 3366 616), and in electronic form on the website of the Company ([www.athexgroup.gr/web/guest/helexinvestors-general-meetings](http://www.athexgroup.gr/web/guest/helexinvestors-general-meetings))

The abovementioned document must be filled-in, signed with the signature authenticity verified, and submitted to the Investor Relations Department of the Company, at: 110 Athinon Ave, Athens, or digitally signed by using a recognized digital signature (qualified certificate) by the proxy or shareholder by e-mail at [investor-relations@athexgroup.gr](mailto:investor-relations@athexgroup.gr) at least forty eight (48) hours before the date of the General Meeting. Shareholders are 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).

**E. Latest 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 14 May 2020 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 22 May 2020 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 16 May 2020 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 22 May 2020 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 23 May 2020 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 23 May 2020 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 23 May 2020 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](http://www.athexgroup.gr)).

#### **F. 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 Invitation date, 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/web/guest/helexinvestors-general-meetings](http://www.athexgroup.gr/web/guest/helexinvestors-general-meetings)) and in hard copy at the Investment Relations Department of the Company (110 Athinon Ave, tel. +30-210 336 6616).

Athens, 4 May 2020

The Board of Directors