



**ATHEX**  
*Athens Stock Exchange*

# INVITATION

## 23<sup>rd</sup> Annual General Meeting of the shareholders

of the limited liability Company

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### HELLENIC EXCHANGES - ATHENS STOCK EXCHANGE S.A.

(General Electronic Commercial Registry (GEMI)  
No **003719101000**

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

Fiscal year 01.01.2023 – 31.12.2023

**Thursday 13 June 2024 @ 18:00**

110 Athinon Ave, Athens, GR

## 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 TWENTY THIRD (23<sup>RD</sup>) ANNUAL GENERAL MEETING

(FISCAL YEAR 01.01.2023 – 31.12.2023)

In accordance with the law and the Articles of Association of the Company, and the decision of its Board of Directors on 14 May 2024, shareholders of “HELLENIC EXCHANGES-ATHENS STOCK EXCHANGE S.A.”, headquartered in Athens, 110 Athinon Ave, are invited to the twenty third (23<sup>rd</sup>) Annual General Meeting, which will take place on **Thursday 13 June 2024 at 18:00**, which will meet in a hybrid manner, i.e. with the physical presence of shareholders at the registered office of the Company and with the participation of shareholders remotely by teleconference. In the same way, the persons of par. 1 and 2 of article 127 of Law 4548/2018 may also be present at the General Meeting.

The items of the agenda of the General Meeting are as follows:

1. Submission and approval of the Annual Financial Report for fiscal year 01.01.2023 – 31.12.2023 together with the relevant Reports and Declarations by the Board of Directors and the Certified Auditors.
2. Approve the allocation of the earnings for fiscal year 01.01.2023 – 31.12.2023 and the distribution of dividend.
3. Submission of the Annual Report of the Audit Committee in accordance with article 44 par.1, case i) of Law 4449/2017.
4. Submission of the Report of Independent Non-Executive Members of the Board of Directors in accordance with article 9 par. 5 of Law 4706/2020.
5. Approve the overall management by the Board of Directors in accordance with article 108 of Law 4548/2018 and discharge the Auditors for fiscal year 2023 (01.01.2023 – 31.12.2023) in accordance with par. 1, case c) of article 117 of Law 4548/2018.
6. Approve the remuneration and compensation of the members of the Board of Directors for fiscal year 01.01.2023 – 31.12.2023.
7. Determine the remuneration and compensation of the members of the Board of Directors for fiscal year 01.01.2024 – 31.12.2024 and up until the Annual General Meeting in 2025.
8. Elect the Certified Auditor Company to audit the Financial Statements for fiscal year 01.01.2024 – 31.12.2024 and set their fee.
9. Submit the Remuneration Report for the members of the Board of Directors for 2023 for discussion and advisory vote in accordance with article 112 of Law 4548/2018.
10. Approve the revision of the Remuneration Policy in accordance with articles 110 and 111 of Law 4548/2018.
11. Grant permission, under article 98 par.1 of Law 4548/2018, 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 the subsidiaries and the companies associated with the Company.

If the quorum, as required by the Law and the Articles of Association in order to decide any of the items of the original agenda, is not obtained during the meeting of 13 June 2024, the General Meeting will convene again in a Repeat Meeting on **Friday 21 June 2024 at 18:00** (hereinafter "Repeat Meeting") without the publication of a new invitation and will convene in the same way, i.e. hybrid, with the physical presence of shareholders at the registered office of the Company and with the participation of shareholders remotely by teleconference. In the same way, the persons of par. 1 and 2 of article 127 of Law 4548/2018 may also be present at the General Meeting.

#### **A. Right to participate and vote at the General Meeting**

At the General Meeting of 13 June 2024, every physical and legal person that has the status of shareholder at the start of the fifth (5<sup>th</sup>) day before the meeting date of the Annual General Meeting, i.e. on **8 June 2024 ("Record Date")** is entitled to participate and vote.

The record date of 8 June 2024 is the record date for the Repeat General Meeting on 21 June 2024 (if the quorum, as required by the Law and the Articles of Association in order to decide any of the items of the original agenda on 13.06.2024 is not obtained during that meeting). Also, the same Record Date is valid in case of postponed General Meeting, provided that the postponed meeting is not more than thirty (30) days from the Record Date. If any postponed General Meeting is more than thirty (30) days away from the Record Date, whoever has the status of shareholder in accordance with the above at the beginning of the third (3<sup>rd</sup>) day before the day of the postponed General Meeting is entitled to participate in the General Meeting.

For the Company, shareholders who are entitled to participate in the General Meeting and to exercise the right to vote are those that are registered on the Record Date in the Dematerialized Securities System (DSS) of the company "HELLENIC CENTRAL SECURITIES DEPOSITORY (ATHEXCSD)" or the one identified as such based on the relevant date through registered intermediaries or other intermediaries in compliance with the provisions of the legislation (Law 4548/2018, Law 4569/2019, Law 4706/2020 and Regulation (EU) 2018/1212) as well as the Rulebook of Operation of the Hellenic Central Securities Depository (Government Gazette B/1007/16.03.2021).

The proof of shareholder status is done by any legal means and in any case based on information received by the Company until before the start of the General Meeting by ATHEXCSD or through the above intermediaries in accordance with the above provisions. A shareholder may participate in the General Meeting on the basis of confirmations or notifications of Articles 5 and 6 of Regulation (EU) 2018/1212 provided by the intermediary unless the Meeting refuses this participation for good reason that justifies its refusal in accordance with the provisions in force (art. 19 par. 1 of Law 4569/2018, art. 124 par. 5 of Law 4548/2018).

Exercising these rights does not require either the blocking of the shares of the beneficiary or any other similar procedure which limits the ability to sell and transfer these shares during the period between the Record Date and the General Meeting.

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. Participating and exercising the right to vote at the General Meeting remotely in real-time by teleconference**

In order for shareholders to participate and vote at the Annual General Meeting on 13 June 2024 or at any Repeat meeting 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 <https://axia.athexgroup.gr/en/home>.

The internet platform is provided by ATHEXCSD, while for the teleconference the ZOOM group of tools/services is provided by Zoom Video Communications Inc.

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 information registered in the Dematerialized Securities System or the identification information that has been provided to the Company by the Hellenic Central Securities Depository or through intermediaries, as part of its services to facilitate shareholder identification for remote general meetings which are provided to listed companies in accordance with Part 3 of Decision No 8 of the Hellenic Central Securities Depository, "Technical terms and procedures for the provision of the Registry, Corporate and Other Related Actions Service", as well as the document "Terms and Conditions for the remote General Meeting of Shareholders", shareholders must provide or update the information above, in order to create the account.

For this purpose, and in order to avoid dysfunctions, shareholders are requested to contact without delay the Participant of the Securities Account in the DSS or other intermediary acting as custodian through which their shares are kept, in order to notify them or to update their valid email address and mobile telephone number for identification.

Further instructions for participation in 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 Repeat 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 and 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 426 or by email at [AXIAeShareholdersMeeting@athexgroup.gr](mailto:AXIAeShareholdersMeeting@athexgroup.gr).

Shareholders that 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.

On the date of the General Meeting, in order to participate in the proceedings, shareholders must log in on time to the Internet Platform, at least fifteen minutes (15') before the start time of the General Meeting announced in the Invitation and state the number of voting rights with which they will participate in the General Meeting and vote and, whether they wish to amend it (to a smaller number).

Shareholders that have successfully connected to the internet platform will be able to participate in the General Meeting by teleconference in real-time via a link that will be sent to them by email.

By activating the teleconference application (Zoom) through the link at the start of the General Meeting, shareholders will be able 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,

while at the same time through the internet platform, they will be able to:

- c) vote in real-time during the GM on the items of the agenda, and
- d) receive information on the registration of their vote.

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

I. Shareholders have the option to participate, in person or by proxy, in 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 on the items of the General Meeting that will take place before the General Meeting, can make use of the following options:

- a) Either by exercising the right to vote before the General Meeting through the electronic platform <https://axia.athexgroup.gr/en/home> in which they have previously created an account and have successfully registered as described in B. above, during the time period **until twenty-four (24) hours before the date of the General Meeting (i.e. until 18.00 on 12.06.2024 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 <https://www.athexgroup.gr/web/guest/helexinvestors-general-meetings> 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 General Meeting (i.e. until 18.00 on 12.06.2024 at the latest)**.
- c) Or by participating based on confirmations or notifications provided by intermediaries under articles 5 and 6 of Regulation (EU) 2018/1212.

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 12.06.2024** 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 11.06.2024 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 agenda, is not obtained during the meeting of 13 June 2024, at the Repeat General Meeting which will be convened on 21 June 2024 at 18.00, the right to vote remotely, by mail vote **must be exercised again**, by a vote that will take place before the Repeat General Meeting, in the following ways:

- a) Either by exercising again the right to vote before the General Meeting through the electronic platform <https://axia.athexgroup.gr/en/home> in which they have previously created an account and have successfully registered as described in B. above, during the time period **from 14.06.2024 @ 12.00 and until twenty-four (24) hours before the date of the Repeat General Meeting (i.e. until 18.00 on 20.06.2024 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 for which no decision was taken on 13 June 2024, 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 Repeat General Meeting (i.e. by 18.00 on 20.06.2025 at the latest)**.
- c) Or by participating based on confirmations or notifications provided by intermediaries under articles 5 and 6 of Regulation (EU) 2018/1212.

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 20.06.2024** at the latest.

**IV.** For the potential Repeat General Meeting on 21 June 2024, 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, can appoint up to one (1) proxy, **at least forty-eight (48) hours before the date of the General Meeting (i.e. by 18.00 on 19.06.2024 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 Repeat 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 and 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 shareholder 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 assess 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, or the case of shareholders that are identified through intermediaries, through confirmations or notifications of articles 5 and 6 of Regulation (EU) 2018/1212 provided by intermediaries.

**II.** Specifically for shareholder participation by proxy at the General Meeting on 13 June 2024 or any Repeat Meeting thereof, remotely in real-time by teleconference, or for shareholder participation by proxy in the vote on the items of the General Meeting that will take place before the General Meeting, shareholders or Participants in the Securities Accounts in the DSS or other intermediaries acting as custodians of the shareholders through which the shares are kept, 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 11.06.2024 at the latest for the initial General Meeting and by 18.00 on 19.06.2024 at the latest for the Repeat Meeting)**.

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 13 June 2024; 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 appropriate document must be filled-in, signed with the authenticity of the signature verified, and submitted to the Investor Relations Department of the Company, at: 110 Athinon Ave, 10442 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 asked to ensure that the proxy appointment document is successfully dispatched and received by the Company and may call for this purpose: +30 210 336 6616 (Investor Relations Department).

## **E. Deadlines 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 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 29 May 2024 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 6 June 2024 at the latest. The request to include additional items on the agenda is accompanied by a justification or a draft decision for approval by the General Meeting, and the revised agenda is published in a similar manner as the previous agenda, thirteen (13) days before the date of the General Meeting, i.e. by 31 May 2024 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 agenda of the General Meeting. The request must reach the Board of Directors at least seven (7) days before the date of the General Meeting, i.e. by 6 June 2024 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 5 June 2024 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 7 June 2024 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 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-up 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 a 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 7 June 2024 at the latest, the Board of Directors is obliged to provide to the General Meeting information about the progress of corporate affairs and the assets and liabilities 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 on 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 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 can be provided by any legal means, and in any case based on the information received by the Company electronically from ATHEXCSD with an electronic connection of the Company to DSS or through the Participant of the Securities Account in the DSS or other intermediary acting as custodian of the shareholder through which shares are kept. For more information regarding the minority shareholder rights, shareholders may refer to the provisions of article 141 of Law 4548/2018.

More detailed information on minority rights and the conditions for exercising 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 documents for exercising the right to vote by proxy, the documents for exercising the right to vote by mail, the documents that will be submitted to the General Meeting, the draft decisions on the items of the proposed 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, 14 May 2024



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