



**HELLENIC  
EXCHANGES**  
HOLDING S.A.

Annual Report  
2002

# "Hellenic Exchanges Holding S.A."

Annual report &  
Review of the second accounting period

2002



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## Letter from the Chairman

Dear shareholders,

In 2002 our Group completed its financial restructuring by increasing the share capital of the parent company, through a contribution in kind amounting to € 164 million, while during the same year the merger of the stock and derivatives exchanges was also completed with the creation of "Athens Exchange S.A.". The merger of the two companies is aimed at ensuring more efficient organisation and operation of the stock and derivatives markets, through a single body.

As regards the financial results of the HELEX Group, these remained positive at an operational level, as a result of the efforts made to compress the operating costs of the Group's companies, despite the significant decline in turnover, due to negative developments in domestic and international markets. The primary factors which affected international markets were slower growth rates of the global economy, low profits for listed companies and volatility caused by geopolitical developments. The negative environment prevailing in global markets, combined with certain negative corporate events in the domestic market, have led part of the investing public to alternative investment products.

Limitation of costs for the HELEX Group was achieved through the systematic control of operating expenses, which resulted in their radical reduction, also assisted by the staff-restriction policy adopted. Nevertheless, the final consolidated results were negative due to the impact of provisions for impairment in value of the HELEX Group portfolio in listed shares.

In relation to the domestic market, we are continuing our efforts to improve existing products and services and provide new ones, both to the stock market and the derivatives market. Furthermore, we are making efforts to provide greater transparency and reliability of our market, and its ongoing smooth operation, ensured by the improvement of its regulatory and operational framework. At the same time, further expansion of the Group in the wider geographical area and the connection of the Hellenic exchange with other European markets are already in progress.

Also, it should be noted that in 2002 the Company proceeded with the acquisition of a plot worth € 17.4 million for the construction of a building to accommodate the HELEX Group's companies, using part of the funds raised from the initial listing of the company on the exchange.

As regards the current year, the completion of a series of projects has been scheduled. These projects will transform the Hellenic exchange. Reference is made to the full privatisation of the Company, since the Greek State which is its main shareholder, holding 33.4% of the share capital, proceeds with the final privatisation of the company, while at the same time promoting the transfer of administrative duties from the exchange to the Capital Market Commission.

The establishment of the central counterparty is also expected for the stock market, which will lead to more effective risk management and contribute to the increase in liquidity through the reduction of transaction costs.

At the same time we are taking steps to reorganise our Group, focusing on greater efficiency, maximisation of synergies between companies and more efficient use of human resources. Implementation of the reorganisation project will further compress operating expenses for the Group, increasing productivity and achieving economies of scale.

These projects constitute an attempt to further rationalise the HELEX Group of companies, while at the same time enhancing the competitiveness of our market.

Concluding, we assure you that the management and personnel of HELEX will make every effort to ensure effective operation and a profitable performance for the Company.

Thank you

A handwritten signature in black ink, appearing to read 'P. Alexakis', written over a horizontal line.

Panayotis Alexakis

Chairman of the Board of Directors

## Information about the preparation of the annual report and the company's auditors

This annual report was prepared in accordance with provisions of the relevant legislation and includes information on the operation of the company during its second management period. This annual report contains all information and financial data necessary for a proper assessment of the financial status, results and prospects of the company HELLENIC EXCHANGES HOLDING S.A. by investors and their investment advisers.

The data contained in this report relates to the period up to 31st December 2002, with corresponding data from 31st December 2001 being set out where necessary. Any exceptions are expressly referred to.

Investors who are interested in more information can contact the company at its offices during working hours at 1, Pasmazoglou St., GR-10559 Athens, Tel. 210-3728800 (contact person Mr. Dimitrios Papageorgopoulos).

Mr. P. Alexakis, Chairman of the Board of Directors of the company, resident of Athens at 1 Pasmazoglou St., GR-10559 Athens, Tel. 210-3728800 and Mr. Gikas Manalis, member of the Board of Directors of the company and General Manager, resident of Athens at 1, Pasmazoglou St., GR-10559 Athens, Tel. 210-3728800 are responsible for preparation of this annual report.

The Board of Directors of the company states that all members have taken cognisance of the contents of this report and together with the persons who prepared it solemnly confirm that:

- All information and particulars contained in it are true and accurate.
- There is no other data and no other events, which have taken place, the concealment, or omission of which could render all or part of the data information in this annual report misleading.
- There are no pending judicial disputes or arbitration cases against the Company or companies in which it has holdings which could have significant repercussions on its financial status, apart from those referred to in the annex of this annual report.

The company has been audited by certified auditors - accountants. The audit of the second balance sheet dated 31.12.02 as well as all accounting statements issued by the company during the course of the second accounting period was carried out by the certified auditors - accountants Messrs. Nikolaos G. Moustakis (ICAA (GR) Reg. No. 13971) and Dimitrios I. Ziakas (ICAA (GR) Reg. No. 10631).

## Goals and prospects

### Strategic goals and prospects

The three-year business plan of the HELEX Group was prepared for the first time in 2002, and implementation commenced at the same time. This business plan is a tool for the Group's strategic planning for the period 2002-2004, as well as a key methodological tool for the achievement of its goals.

The main strategic goals of the HELEX Group are:

#### I. Ongoing development and enhancement of the domestic market

The goal for the development of the domestic market is a commonplace in the strategy of European exchanges, acknowledging the significance of their domestic markets in a constantly changing international environment. Given competition between European exchanges, the Group's primary goal is its establishment and development in the domestic market. This goal can be summarised in the improvement and development of services provided, and of the market in general, thus minimising motivation for participants to seek investment services outside the Group. Moreover, it is easier for an exchange with a powerful domestic market to attract international interest.

#### II. Promotion of Greece into an exchange power in the wider area of South-eastern Europe and the Mediterranean

Taking advantage of Greece's beneficial access to geographical areas expected to present particular interest in the coming years, such as South-eastern Europe, one of the Group's main goals is to become a leading player in the area. This could lead to the Group playing the role of "bridge" between those markets and the developed European and international ones. The expected results of such a strategic movement are concentration of liquidity in the domestic market, differentiation of Group income through the provision of services in new sectors (IT/ Consultancy) and promotion of its image as a modern, developed organisation with an international presence.

#### III. Connection of the Hellenic exchange with exchanges or schemes in Europe

The trend towards creating a single market which is prevalent both in European and international exchanges, favours the development of alliances and partnerships between exchanges. The HELEX Group is reviewing potential partnerships with large European exchanges, enabling it to attract liquidity into the Greek market and expand its activities into foreign markets.

### Strategic directions

#### I. Ongoing development and enhancement of the Greek capital market

##### Support for domestic investment interest

Attraction of new investors and enhancement of liquidity constitute key goals, but also a field of competition between exchanges. Liquidity is a prerequisite and a main parameter for the quality of markets, and bolstering it will lead to a more efficient definition of share prices. The key sectors in increasing domestic investment interest are:

##### *i. Further development and promotion of existing products and creation of new ones*

Extending and providing a full range of products are significant factors for attracting investment interest.

To this end, the Group designed new products and developed existing ones in 2002.

The Group participated in the legislative drafting committee which submitted a proposal to the Ministry of Economy and Finance on promoting corporate bond products. In parallel it has made presentations of the corporate bonds product to institutional investors.

In cooperation with the FTSE Group, a new index was established and published in 2002, the FTSE/ASE 140, aiming to support the constituent companies. This new index includes all companies making up the FTSE/ASE high, mid and small-cap indexes. The FTSE/140 Index will also be used as a benchmark for the performance of the Hellenic stock exchange, compared to the indexes of other mature markets.

The Repurchase Agreement (R.A.) was introduced to support the institution of Market Maker on the stock market, which should contribute to higher liquidity in share trading.

Given the satisfactory progress of stock futures during the previous year, further stock futures were listed for trading. Transactions with Stock Repos and Stock Reverse Repos increased in 2002 and futures were listed for trading based on eight new underlying securities.

Moreover, in 2002 and in the context of expansion of products provided to investors, exchange rate futures and options were designed and implemented (initially using the exchange rate between EUR/USD). Trading of these products is expected to commence in the first six months of 2003.

Preparation of the legal framework was completed in July, in cooperation with the Regulatory Authority for Energy (RAE), on the introduction of energy derivatives, and a relevant draft law was submitted.

## *ii.Improvement of provided services*

It is the intention of the Group to make an ongoing effort to develop a modern technological infrastructure aimed at providing all market players with integrated, modern, and secure services. To this end, the Group took the following steps:

- a. AXIALine online information to issuers: In July 2002 the Central Securities Depository (CSD) implemented the AXIALine service, which provides listed companies with online information using the Internet. Such information includes automatic receipt of all data provided to companies by the CSD. The ultimate goal is the replacement of all communication made through the exchange of documents and magnetic storage means by a fully online system.
- b. Payment of corporate bond coupons. The registration of dematerialised corporate bonds and the clearance and settlement of transactions on such bonds in the Dematerialised Securities System (DSS) began in early October 2001. In 2002 the Depository made the first coupon payment to investors, and withholding and payment of the relevant tax to the Greek State.
- c. Greek Government Bonds. The Depository has undertaken the supervision of holding of special savings certificates, Government Bonds, and Interest-bearing Greek Government Notes through the Dematerialised Securities System, until maturity.
- d. Alternative Access to Operators (APIs). The services to be provided will be online interconnections through which users of the Dematerialised Securities System will be able to directly communicate with the Depository system through their own computer systems and have access to procedures and operations of the Dematerialised Securities System. The first APIs, mainly related to the opening of Investor's account on the Dematerialised Securities System were successfully used at the first issue of special savings certificates.



- e. Operation of “Hellenic Exchanges Remote Messaging Services” (HERMES). The new online communication system (HERMES) was designed and put into operation, enabling online submission of information on listed companies, with the aim of ensuring fast and secure provision of information to investors in relation to companies announcements.
- f. The provision of automatic, monthly updates to brokerage firms in relation to their volume of transactions on shares and bonds has begun.

### *iii. Training of investors*

In addition to ensuring the operation of the market and trading, an exchange also seeks to train investors. Investors' decisions in a mature market should be rather based on the financials of companies and their growth prospects, seeking long-term returns. The HELEX Group intends to train investors and launch new products through a programme of presentations and seminars. Over the past year, numerous seminars were organised in Greece, which enabled investors to obtain information about a number of exchange issues. The provision of information to investors continued through the ATHEX free phone line.

### *iv. Market support*

It is the Group's intention to provide continuous support to market players (brokerage firms, exchange members, listed companies), in order to ensure its problem free operation. Therefore, in 2002 efforts were made to improve the image of listed companies by promoting them, applying the principles of corporate governance and better communication with investors, thus improving investors' information and stimulating their interest.

Athens Exchange has made strong efforts to encourage listed companies to adopt qualitative criteria related to their organisation and operation, which can contribute, on the one hand, to greater recognisability on the capital market and on the other hand to better provision of information to investors. At the same time, both members of the exchange and listed companies received significant support in relation to the institutional-legal-operating framework and new products.

### *v. Measures to enhance market transparency and operation*

The Group aims to strengthen the Greek market through institutional measures, so as to eliminate speculation. To this end, the Group has taken further measures and established rules, ensuring proper and problem free operation of the market.

Specifically, in 2002:

- a. The institution of market maker was established on the Main and Parallel markets and its operability in the OASIS system was completed.
- b. The framework for the listing of Seagoing Shipping Investment Companies was finalised
- c. A study was carried out on the development of liquidity on the Greek market. This study resulted in the establishment of 3-hour and 5-hour continuous trading of shares depending on the spread.
- d. The Transactions Supervision System for monitoring of market makers, open sales and closing of open positions, and for monitoring of transactions on bonds was upgraded. In parallel, the new application for the on-line monitoring of the derivatives market was completed and existing applications were upgraded.

Reference should also be made to the decision of the Ministry of Economy and Finance on the establishment of a special body, a committee, which will deal with accounting standardisation in Greece to enhance the transparency of business operations and ensure the quality of audits.

### ***Attraction of investing interest from abroad***

The Group aims to attract foreign funds into the Greek market, given that this would be a decisive factor in the success of its strategy. At the same time, foreign capital funds will provide liquidity and prestige to the market, thus strengthening the Group's position vis-a-vis other international exchanges and exchanges' alliances.

The priorities in achievement of this goal are:

#### ***i. Removal of incompatibility***

Any particularities of the Greek market in relation to foreign ones impede the attraction of foreign funds. For this reason, continuous updating of the regulatory framework in the context of developments in European Law, enabling participation of foreign institutional investors, selection of methods and practices familiar to the international financial community are required, thus allowing cost-efficient investment of foreign funds in Greece.

In this context, the Group's major plan is the creation and operation of the Central Counterparty (CCP) for the entire market (stock and derivatives), based on the model used on other developed, international markets. The implementation of this project should further rationalise market operation and contribute to higher liquidity through reduced transaction costs.

The CCP will undertake the rights and obligations of counterparty in all transactions made except for settlement, acting as a seller to buyers and a buyer to sellers.

Its operation will contribute to more effective risk management, while the restructuring of the Guarantee and Auxiliary Funds is expected to lead to the release of significant funds, currently blocked. Moreover, introduction of the CCP is expected to attract remote members, which should enhance liquidity on the domestic market.

At the same time, the adoption of International Accounting Standards by listed companies was decided for Greece. International investment firms place their funds based on criteria related more to the financial figures of businesses and the sectors in which they operate rather than their country of origin. Consequently, the adoption of International Accounting Standards is expected to render figures of Greek companies more comparable to those of foreign ones.

#### ***ii. Maintaining and development of competitive infrastructures***

The development of modern and competitive technological infrastructures will enable the Group to achieve connection and networking of the Hellenic exchange with mature markets and support investment interest from abroad.

In 2002 a strategic partnership began with GL Trade related to the derivatives market. This partnership is intended to develop the market and attract members and investors from abroad. Access of the latter, both at an automation and cost level, will be facilitated through the private network of GL Trade (GL Net), interconnecting numerous members from various European countries and all over the world.

### ***Group restructuring***

The restructuring of the Group includes interventions in the operation and structure of its companies, aimed at modernising and optimising their operations. In parallel, the implementation of the restructuring programme, will lead the Group to a structure in line with European standards. The steps to restructure the Group include:

#### ***i. Financial restructuring***

Financial restructuring was related to the exchange of shares in the companies ADEX, CSD, ADECH, Thessaloniki Stock Exchange Centre and ASYK, held by third party shareholders with HELEX shares. Financial restructuring was completed with the increase in HELEX share capital, carried out in January 2002 with the contribution of shares of Group subsidiaries held by third party shareholders.

This financial restructuring aims to create a new consolidated scheme, whose dynamic will be greater than that of all individual companies comprising it. Moreover, financial restructuring strengthens Group coherence with the concentration of financial results produced from operating and management operations of the Greek capital markets in HELEX.

#### ***ii. Operational re-engineering***

The first phase of this project includes the operational re-engineering of the Group, examining existing structures and redesigning them, identification of irregularities, redesigning main operating procedures and developing a gradual implementation plan.

The completion of the relevant study on the Group's operational re-engineering is expected in early 2003. The second phase of the project includes the implementation of proposals and conclusions reached.

This project under way is intended to evaluate and revise the Group's organisational model. This will lead the Group to redesign key procedures and organisational structures to ensure more efficiency, better control and maximisation of synergies between companies within HELEX. Furthermore, interventions will lead to reduced operating expenses and an improved income to cost ratio, as well as to the creation of a uniform corporate culture.

#### ***iii. Group privatisation***

As already mentioned, the opening up of markets, technological progress, the introduction of the single currency and, above all, the mobility of funds, result in higher competition between exchanges affecting the way they are organised and operate. The trend thus identified is the commercialisation of exchanges and their operation as companies aiming to maximise value and profits, with the listing of several exchanges on their local markets.

Following successive moves, the Greek State currently holds 33.34% of HELEX's share capital. The State proceeds with the full privatisation of HELEX, disposing of its remaining holding.

It should be noted that this process requires a number of legislative reforms in the legislation governing the Greek capital market. To this end, a law was passed through Parliament, under which administrative duties will be transferred from the stock exchange to the Capital Market Commission, among other issues. The same draft law also provides for a change to the Articles of Association of the Exchange and the Company, so that the operation of their management bodies is fully in line with Codified Law 2190/20.

## **II. Transformation of HELEX into a regional exchange power**

### *i. Development of regional products and indexes*

The Group aims to commence the operation of the Greek Market of Emerging Capital Markets (EAGAK), on which equities related to emerging markets will be traded, such as Greek Certificates (ELPIS), certificates in emerging market portfolio management companies (ECSD) and shares in emerging markets capital funds (EASE).

Furthermore, the Group is moving ahead with the establishment of common indexes together with countries of the South-eastern Mediterranean. For example, representatives of the Athens, Tel Aviv and Cyprus exchanges, as well as of the FTSE Group have agreed to the creation of the FTSE Mediterranean 100 Index. This index comprises 100 shares of the three exchanges.

### *ii. Transfer of know-how and systems*

Using the comparative advantage of technology and know-how over other exchanges in the area, the Group is able to provide consultancy and technology services.

The Group has already undertaken to provide consultancy services to the Belgrade stock exchange. This task includes the installation of the ATHEX's Integrated Automatic Electronic System (OASIS), and the establishment of an institutional framework for the creation of a modern trading and transactions clearance environment.

Also, through the programme for development aid of the Ministry of Foreign Affairs, the Thessaloniki Stock Exchange Centre has undertaken to provide technical support to 12 exchanges in the Balkans, the eastern Mediterranean and Black Sea countries, together with the promotion of the Greek capital market in these particular countries.

### *iii. Partnership with local exchanges*

The Group promotes partnerships with exchanges in the area through the creation of common trading systems and the promotion of common products.

In the context of the project for the connection of the Athens, Istanbul and Tel Aviv markets, decisions have been made to take initiatives and actions related to the promotion of partnership. In particular, a decision and initiative has been taken to carry out cross transactions between the members and to commence operation of a tripartite index.

Given this tripartite partnership, the potential partnership between the CSD and respective depositories is also being examined, in order to facilitate cross clearance and settlement. Partnership with these depositories will open the way for the expansion of similar partnerships.

A Memorandum of Understanding was signed in 2002 with the Cyprus Stock Exchange and a study was prepared on the alignment of terms and conditions for the listing and further facilitation of the parallel and secondary listing of companies on the two markets.

## **III. Partnership with exchanges from the European Union and other mature markets**

The Group seeks its equal incorporation into the new structure of the European and global financial system, shaped to a great extent on the basis of strategic partnerships between exchanges, the attraction of remote members and partnerships with data providers. To this end, the Group is currently in consultation with the

largest exchanges of the European Union.

At the same time, the CSD has begun consultation with the depositories of Monte Titoli, Italy and Euroclear of Euronext. As regards the Monte Titoli depository, the potential development of a bilateral Free Of Payment (F.O.P.) association is being examined, based on the model of the European Central Securities Depositories Association (E.C.S.D.A.). The main goal of this partnership relates to providing better service and access of Italian and Greek investors to bonds of the Italian and Greek Governments respectively.

A Memorandum of Understanding was signed in November between ATHEX and the New York Stock Exchange. This partnership concerns initiatives on the development of the two markets and the exchange of information.

## HELEX - General Information

### Legal framework governing HELEX

HELEX was founded in accordance with the procedure in Article 51(2) of Law 2778/99. It is a public limited company (S.A.) governed by Codified Law 2190/1920 as in force from time to time with the exception of differences introduced by individual provisions of Article 51 of Law 2778/1999, which provide that:

- The initial share capital of HELEX consisted of shares in ASE and cash (see Article 51(3)).
- Scheduled and unscheduled audits be carried out by two certified auditors,
- HELEX's activities are controlled and supervised by the Minister of National Economy, in accordance with Article 1 of Law 1806/1988,
- The Chairman of HELEX's BoD is appointed by the Minister of National Economy,
- In order to list HELEX's shares on the ASE no approval from the BoD of ASE is required, rather the decision to this effect is taken by the BoD of the Capital Market Commission,
- Supervision and control of HELEX in relation to observance of all manner of obligations as the issuer of shares listed on an organised Stock Exchange market belongs solely to the Capital Market Commission,

The involvement of the BoD of HELEX in any manner in the supervisory competences of the ASE as well as in the determination of pricing policy for all manner of services provided by ASE is prohibited.

The Company 'HELLENIC EXCHANGES HOLDING S.A.', trading as 'HELLENIC EXCHANGES', was established in 2000 (Government Gazette 2424/31.3.2000) with Companies' Register No. 45688/06/B/00/30. The duration of the company in accordance with its Articles of Association is 200 years, in other words up to 2200. Its head office is in the Municipality of Athens at 1, Pasmazoglou St., GR-10559 Athens, Tel. 210-3728800.

### Scope of Activity

The objective of the company, according to Article 51 of Law 2778/1999 and Article 2 of its Articles of Association is 'participation in any legal form of company carrying on activities relating to the support and operation of organised capital markets.'

In order to fulfil the aforementioned objective the Company may:

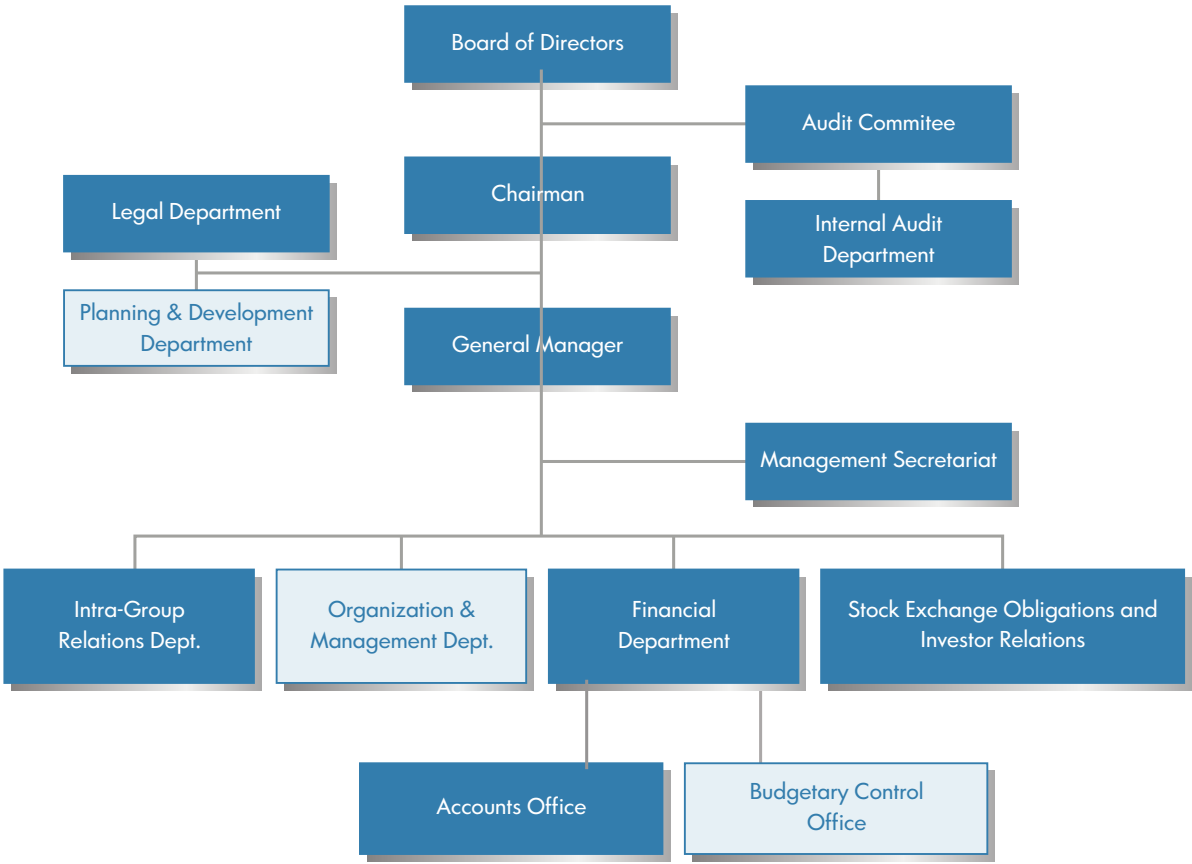
- be involved in any form or support or related activity
- enter into any form of co-operation with natural persons or legal entities.
- participate in any form of commercial undertaking with similar or related objectives
- participate in collaborations involving Greek or foreign persons.
- provide guarantees for the obligations of its subsidiaries and /or affiliated companies.

HELEX today following completion of the increase in its share capital after the decision of the Extraordinary General Meeting on 28<sup>th</sup> December 2001, as a holding company, and following the merger by absorption with Athens Derivative Exchange S.A by Athens Stock Exchange S.A. on 30.8.2002 approved by the Ministry of Development, at which time the absorbing company changed its name to Athens Exchange S.A., has a direct holding in the share capital of the following companies expressed in percentage terms: 98.19% of the share capital of Athens Exchange S.A., 32.13% of the share capital of Central Securities Depository S.A., 55.58% of the share capital of Athens Derivatives Exchange Clearing House S.A., 61.58% of the share capital of Systems

Development and Capital Market Support S.A. and 66.02% of the share capital of Thessaloniki Stock Exchange Centre S.A.

Management of the company

HELEX organisational chart



The departments in light purple have not been staffed and their operations are covered or by existing HELEX personnel.

### Management - Administration

HELEX is managed by a nine-member Board of Directors. The Chairman of the Board of Directors is appointed by the Minister of National Economy. The remaining members of the Board of Directors are elected by secret ballot by the Company's General Meeting.

The composition of the Company's first Board of Directors was altered by the decisions of the BoD taken on 19.5.2000 and 4.8.2000 following the resignation of Messrs. S. Travlos and S. Kouniakakis respectively who were replaced by Messrs. G. Zanias and P. Alexakis. By means of the decision of the BoD taken on 16.11.2001 Mr. G. Manalis replaced Mr. G. Zanias who resigned. Moreover, by means of decision of the BoD dated 30.1.2002 Messrs. Sp. Theodoropoulos, N. Karamouzis and A. Hasiotis replaced Messrs. C. Kazantzis, C. Kaklamanis and A. Chronis who resigned. Lastly on the basis of a decision of the first Ordinary General Meeting dated 21.5.2002 members of the new Board of Directors were elected as shown in the table below apart from the Chairman of the BoD who was appointed by means of Decision No. 168455/B.1026/15.5.2002 of the Minister of Finance and Economy which replaced decision No. 27595/B.313/4.2.2002 of the Minister of National Economy.

Consequently the composition of the Board of Directors today is as follows:

Member of the Board	Board Position	Profession
1. Panayotis Dimitris Alexakis	Chairman	Economist
2. Apostolos Stavros Tamvakakis	Vice-Chairman	Economist
3. Panayotis Haralambos Vlassiadis	Member	Private employee
4. Marinos Stamatis Giannopoulos	Member	Private employee
5. Spyros Ioannis Theodoropoulos	Member	Businessman
6. Nikolaos Vassilios Karamouzis	Member	Economist
7. Gikas Georgios Manalis	Member	Economist
8. Alexios Andreas Pilavios	Member	Economist
9. Anastasios Panayotis Stamatopoulos	Member	Stock Exchange representative

The Board of Directors formed into a body at its meeting on 21.5.2002. The aforementioned Board of Directors will run the company until 20.5.2007 with its term in office being extended automatically until the Ordinary General Meeting which will meet or be convened after its term in office expires, namely by 30.6.2007 in accordance with the decision of the first Ordinary General Meeting dated 21.5.2002.

On the basis of its decision taken on 21.5.2002 the Board of Directors of HELEX, assigned the Chairman of the Company, Mr. Panayotis Alexakis the right to exercise all powers and competences of the BoD apart from those requiring collective action or belonging to the exclusive competence of the General Meeting of the company in accordance with the legislation in force and the Articles of Association of the company. By means of the same decision the Board of Directors of HELEX, granted the Chairman of the BoD, Mr. Panayotis Alexakis the power to assign the exercise of specific competences and powers granted to him and to grant further authorisations, if required, to members of the Board of Directors or other persons, to employees of the Company and to assign representation of the company to authorised lawyers.



Where the Chairman is absent or unable the Vice-Chairman Mr. Apostolos Tamvakakis shall take over his duties.

The company's management structure envisages only one senior executive position. This position is held by the General Manager of the company, Mr. Gikas Manalis who is the only member of the BoD with a salaried contract with the Company.

All members of the BoD of the company are of Greek origin and their address for correspondence is that of the company, 1, Pasmazoglou St., GR-10559 Athens.

Note that there are no family relations to the 2<sup>nd</sup> degree by affinity between members of the BoD and the senior executives of the Company.

Today the members of the BoD who have holdings in its capital are as follows:

Member of the Board	Board Position	Number of shares	%
Panayotis Dimitris Alexakis	Chairman	8,000	0.011%
Apostolos Stavros Tamvakakis	Vice-Chairman	1,000	0.001%
Panayotis Haralambos Vlassiadis	Member	0	0%
Marinos Stamatis Giannopoulos	Member	1,000	0.001%
Spyros Ioannis Theodoropoulos	Member	0	0%
Nikolaos Vassilios Karamouzis	Member	0	0%
Gikas Georgios Manalis	Member	2,000	0.0028%
Alexios Andreas Pilavios	Member	0	0%
Anastasios Panayotis Stamatopoulos	Member	0	0%
Total		12,000	0.017%

#### Shareholdings of Members of the BoD and Main Shareholders in the management and / or Capital of other companies

The following table shows board member interests in the management or in the capital (with a shareholding greater than 10%) in other companies and public law bodies corporate.

Note that the sole main shareholder of the company is the Greek state directly and via the Public Securities Corporation. (D.E.K.A. S.A.)

This table shows board member interests in the management of other companies or in their capital where that interest is greater than 10%.

Members of BoD	Company in which shareholding exists	Board Position	Extent of shareholding (where >10%)
Panayotis Alexakis	Athens Exchange S.A.	Chairman	-
	Athens Derivatives Exchange		
	Clearing House S.A.	Chairman & Managing Director	-

Members of BoD	Company in which shareholding exists	Board Position	Extent of shareholding (where >10%)
	Thessaloniki Stock Exchange Centre S.A.	Chairman & Managing Director	-
	Capital Market Commission	Member	-
<b>Apostolos Tamvakakis</b>	National Bank of Greece	Deputy Governor & member	-
	Ethniki Management & Organisation S.A. (Ethnocard)	Chairman	-
	Ethniki Brokerage S.A.	Chairman	-
	NBG Greek Fund	Chairman	-
	NBG Balkan Fund	Chairman	-
	Interlease S.A.	Chairman	-
	The South African Bank of Athens Ltd.	Chairman	-
	Southern European Board of Europay International	Chairman	-
	United Bulgarian Bank, Sofia	Vice-Chairman	-
	Stopanska Bank A.S.	Vice-Chairman	-
	Diethniki Mutual Funds Management S.A.	Vice-Chairman	-
	Greek Financing and Leasing Group S.A.	Vice-Chairman	-
	OTE S.A.	Member	-
	NBG International	Member	-
	National Bank of Greece (Canada)	Member	-
	National Bank of Greece (Cyprus) Ltd.	Member	-
	Atlantic Bank of New York	Member	-
	Europay International	Member	-
	Delta Holdings S.A.	Member	-
	Action Plan Commercial & Advertising S.A.	Member	-
<b>Panayotis Vlassiadis</b>	Agricultural Bank of Greece S.A.	Vice-Chairman	-
	ABG Mutual Fund Management S.A.	Chairman	-
	ABG Finance Inter PLC London	Chairman	-
	ABG Holdings S.A.	Vice-Chairman	-
	Geognomon S.A.	Member	-
	OTE Leasing S.A.	Vice-Chairman	-
	OTE Insurance S.A.	Member	-
	Pallini Village S.A.	Member	-
<b>Marinos Giannopoulos</b>	Alpha Private Investment Firm S.A.	Chairman	-
	Alpha Asset Management S.A.	Vice-Chairman	-
	Delta Singular S.A.	Vice-Chairman	-
	EMA S.A.	Member	-
	Messana Holding S.A.	Member	-
	Alpha Bank Cyprus	Member	-
	Alpha Asset Finance Ltd	Member	-
	Alpha Bank Jersey Ltd	Member	-
	Motodynamic S.A.	Member	-
<b>Spyros Theodoropoulos</b>	Chipita International S.A.	Chairman	-
	Cream Line S.A.	Member	-
	Eurohellenic Investment Company S.A.	Chairman	100%

Members of BoD	Company in which shareholding exists	Board Position	Extent of shareholding (where >10%)
	Dodoni Ice cream S.A.	Member	-
	Chipita Bulgaria (Cyprus) Ltd	Chairman	-
	Chipita Ukraine (Cyprus) Ltd	Chairman	-
	Chipita Espana S.A.	Chairman	-
	Chipita Bulgaria S.A.	Chairman	-
	Franka S.A.	Chairman	-
	Olympic S.A.	Chairman	-
	Smaky S.A.	Chairman	-
	Chipita Participations Ltd	Chairman	-
	Chipita Fridges S.A.	Chairman	-
	Edita S.A.	Member	-
	Chipima S.A.	Member	-
	S.E.B	Member	-
	ATHEX Listed Companies Association	Treasurer	-
	Delta Holdings S.A.	Member	-
	Tsimis S.A.	Member	-
	Barba Stathis General Foodstuffs S.A.	Member	-
	Chipita East Europe	Chairman	-
	Chipita Romania Cyprus Ltd	Chairman	-
	Chipita Poland Cyprus Ltd	Chairman	-
	Chipita Russia Cyprus Ltd	Chairman	-
	Chipita Russia Ltd	Chairman	-
	Chipita Romania Srl	Chairman	-
	Chipita Poland Sp.z.o.o	Chairman	-
	Teo Fund Ltd	Chairman	-
	Teo Plus Ltd	Chairman	-
	Zao Chipita	Chairman	-
	Anthemia S.A.	Vice Chairman	-
	Achilleas Iopas S.A.	Chairman	-
	Deora Enterprises Ltd	Chairman	-
	Vima International Srl	Chairman	-
	Chipita Yugoslavia Ltd	Chairman	-
	Chipita Slovakia Ltd	Chairman	-
Nikolaos Karamouzis	EFG Eurobank Ergasias S.A.	Member and Asst. Managing Director	-
	EFG Telesis Finance S.A.	Chairman	-
	EFG Eurobank Brokerage S.A.	Chairman	-
	EFG Hellas Plc (England)	Member	-
	EFG Hellas (Cayman Islands) Ltd	Member	-
	EFG Private Bank (Luxembourg)	Member	-
	Telesis Investments Management S.A.	Member	-
	KANTOR Business Consultants S.A.	Member	-
	Global Finance S.A.	Member	-
	Global Investments Firm S.A.	Member	-
	Bering Hellenic Investment Financing	Member	-

Members of BoD	Company in which shareholding exists	Board Position	Extent of shareholding (where >10%)
	Federation of Greek Industries	Member	
Alexios Pilavios	Alpha Asset Management S.A.	Managing Director	-
Anastasios Stamatopoulos	Kyklos Securities S.A.	Chairman & Managing Director	74.88%
	U-Trade Holdings S.A.	Managing Director	-
	Compro IT Systems S.A.	Member	-
Gikas Manalis	-	-	-

The members of the BoD declare that they do not have shareholdings greater than 10% in the management or capital of other companies nor do they exert management influence nor do they have relations with other companies other than the above.

In addition, the members of the BoD and / or the main shareholders of the company declare that no commercial relationship, agreement, contract or transaction exists between the company and the companies in which they have interests or executive positions which are not part of their normal activities, with the exception of the contract between the Company and "KANTOR Business Consultants S.A." as of 29.11.2002, where a member of the Company's Board of Directors participates as a member of the counterparty's Board of Directors.

#### List of persons under Article 8 of the Listed Company Conduct Regulation

The persons provided for in Article 8 of Decision No. 5/204/14-11-2000 of the Board of Directors of the Hellenic Capital Market Commission and who have transactions codes on the Integrated Automatic Electronic Trading System (OASIS) and accounts on the Dematerialised Securities System are as follows today 31.3.2003:

Name	Post
Panayotis Alexakis	Chairman of the BoD
Marinos Giannopoulos	Member of BoD
Antonios Hasiotis	Member of BoD
Anastasios Stamatopoulos	Member of BoD
Gikas Manalis	Member of BoD, General Manager
Georgios Angelopoulos	Head of internal auditing
Vasiliki Delistathi	Lawyer
Dimitrios Condoyannis	Head of finances
Dimitrios Papageorgopoulos	Head of Investor Relations
Dimitrios Ziakas	Chartered auditor
Nikolaos Moustakis	Chartered auditor
ATHEX S.A.	Subsidiary company
CSD S.A.	Subsidiary company
ADECH S.A.	Subsidiary company
TSEC S.A.	Subsidiary company
ASYK S.A.	Subsidiary company

## Corporate Governance

The Company places particular emphasis on ensuring transparency of actions and transactions and establishing its reliability in the eyes of both shareholders and investors in general.

Since its first day in operation, the company has established the goal of creating the necessary framework for ensuring a complete and modern corporate governance model, which will be governed by basic principles such as:

- transparency in management
- independence in the way management and auditing are carried out
- achievement of high-level results for the Group with the aim of maximising share value.

The company has already fully implemented all rules of conduct for listed companies laid down by the Capital Market Commission in its decision No. 5/204/14-11-2000.

In the context of corporate governance and bearing in mind the provisions of Law 3016/17.5.2002 as amended by Law 3091/24.12.2002 the company has altered its internal operating rules in line with the provisions of this law.

The Audit Committee consists of three members of the BoD who do not have executive powers, are not responsible for approving and handling transactions and who have the necessary knowledge and skills.

The Chairman of the committee is Mr. Spyros Theodoropoulos while the other members are Messrs. Alexios Pilavios and Panayotis Vlassiadis. Mr. Vlassiadis was elected to the post of Mr. Antonios Hasiotis following the election of the new Board pursuant to the decision of the 1<sup>st</sup> Ordinary General Meeting of shareholders of the Company dated 21.5.2002 which met as a body in accordance with the decision of that date.

Moreover pursuant to the provisions of Law 3016/2002 in force, the independent members of the Board and the executive and non-executive members thereof are to be appointed by the company bodies.

The main duties of the audit committee are:

- To evaluate the adequacy and effectiveness of the internal audit system and monitor the work of the internal auditor with emphasis on issues related to the degree of independence, the quality and extent of audits carried out and overall effectiveness of the audits.
- To provide opinions on the choice of external auditors
- To assure the Board that the company is in compliance with the laws and regulations governing its operations
- To examine the annual financial statements and other important data and information intended for publication or submission to the authorities or organisations outside of the company independently of company departments
- To facilitate communication between the Board, management, and the internal and external auditors of the company in the exchange of views and information.

The audit committee meets four times per year. Once a year the BoD is informed about the adequacy of the internal audit system and the effectiveness of its implementation and strategies for improvement are decided on based on a report submitted by the internal audit department including any comments from the audit committee.

This report is based on data and information collected by the internal audit department and the findings of external audits.

The company also requests that external auditors carrying out the annual audit of the financial statements refer in detail in their report to any problems or weaknesses in the internal audit system which they identified during their audit.

Apart from the audit committee, an investment committee has also been established by decision of the Board of Directors of the company. The investment committee operates as a subcommittee of the Board of Directors and consists of members of the board. The main objective is to determine investment strategy and effective utilisation of available cash resources. The chairman of the committee is also chairman of the Board of Directors, Mr. Panayotis Alexakis, while its members are Messrs. Marinos Giannopoulos, Nikolaos Karamouzis and Anastasios Stamatopoulos. The General Manager, Mr. Gikas Manalis, also attends meetings of the investment committee having been appointed as manager of the company's liquid assets.

### Internal auditing

The internal auditing department is independent of other departments in the company and in organisational terms reports directly to company Management and the BoD via the audit committee.

The main duties of the internal audit department are:

- Normal auditing of the performance and effectiveness of the internal audit systems and ongoing, valid provision of information to senior management of the company about the status and progress of auditing procedures which have been established by the BoD and company management.
- To carry out general and random, preventative audits on all operations and transactions of the company in order to ascertain proper implementation of all manner of regulations, operating procedures and preventative control mechanisms which have been adopted for each category of transactions as well as compliance with the statutory framework governing its operations. More specifically it monitors implementation and ongoing observance of the internal operating rules, the Company's Articles of Association and legislation in general relating to the company and in particular the legislation on Societes Anonyme and the Capital Market.
- To evaluate the degree of implementation and effectiveness of procedures which have been adopted to control and manage various risks and to assess the possible loss to the company arising from the special nature of its work.
- To evaluate the effectiveness of the accounting system and the Company's IT systems, to systematically monitor the proper implementation of the accounting plan and the rules on collecting, processing, managing and safekeeping of records and information and to verify and validate accounting entries and documents

generated from them.

- To carry out special investigations where required.

The following principles are followed in order to ensure the effective operation of the internal audit department:

- Adequate guarantees are given that it is independent of other departments within the company and auditors have immediate and unimpeded access to Management, the BoD and the company's audit committee.
- Unimpeded access to all data and information which is necessary for the department to carry out its mission.
- The existence of detailed, written auditing targets, schedules and procedures as well as the appropriate methodology for carrying out audits.
- Establishment of mechanisms for auditing the degree of compliance (follow up) with the recommendations of auditors (internal and external auditors, supervisory authorities, tax authorities, etc.) and provision of information to management of the company on the progress of corrective measures.

### Share capital

The Company's share capital amounts to 122,327,639,496 GRD or € 358.995.273,65 and is divided into 71,088,173 common registered shares, with a nominal value of 1,720.7875 drachmas or € 5.05.

The aforementioned share capital was covered as follows:

- a. The share capital of the company had originally been set at 86,000,000,000 GRD divided into 50,000,000 registered shares with a nominal value of 1,720 GRD each paid up by the founders of the company in accordance with Article 51 of Law 2778/1999 and Article 33 of the Articles of Association when the company was incorporated.
- b. By means of decision of the Board of Directors of the company dated 6<sup>th</sup> April 2000 taken in accordance with Article 5 (2)(c) of its Articles of Association and Article 51 of Law 2778/1999, it was decided to increase the share capital of the company by 4,300,000,000 GRD with the issue of 2,500,000 new common registered shares with a nominal value of 1,720 GRD each.
- c. By means of decision of the extraordinary general meeting held on 12<sup>th</sup> September 2001 shareholders decided to increase the share capital by capitalising reserves worth 41,343,750 GRD while also increasing the nominal value of each share from 1,720 GRD to 1720.7875 GRD (€ 5.05) and further decided that the share capital of the company and the nominal value of each share would thereafter be expressed in euro.
- d. By means of decision of the extraordinary general meeting of shareholders on 28<sup>th</sup> December 2001 the share capital of the company was increased by a contribution of shares from the companies Athens Derivatives Exchange S.A. (1,526,300 shares), Central Securities Depository S.A. (3,888,300 shares), Athens Derivatives Exchange Clearing House S.A. (4,370,500 shares), Thessaloniki Stock Exchange Centre S.A. (66,200 shares), and Systems Development & Capital Market Support S.A. (282,750 shares), worth 32,150,534,588.3875 GRD or € 94,352,265.85 with the issue of 18,683,617 registered shares with a nominal value of 1720.7875 GRD (€ 5.05).
- e. By means of decision of the extraordinary general meeting of shareholders on 22<sup>nd</sup> February 2002, and following the decision of the General Meeting on 28<sup>th</sup> December 2001 the share capital was increased by

31,986,295,746 drachmas/ € 93,870,273.65, due to partial coverage, with the issue of 18,588,173 new common registered shares, in application of article 13(a)(2) of Codified Law 2190/1920, given that all shares in the companies "Athens Derivatives Exchange S.A." and "Central Securities Depository S.A." were contributed, 4,286,500 shares were contributed by the company "Athens Derivatives Exchange Clearing House S.A.", 66,015 shares by the "Thessaloniki Stock Exchange Centre S.A." and 277,125 shares by "Systems Development and Capital Market Support S.A."

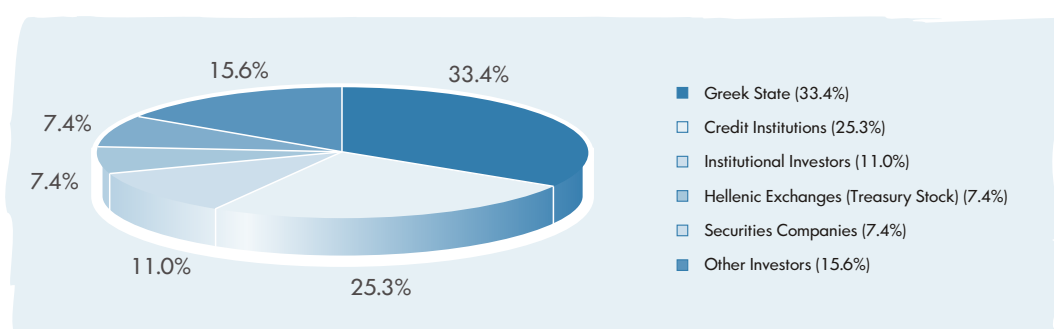
### Share capital composition

Several changes have been made to the share capital composition of the company since its listing on the Athens Exchange main market on 22.8.2000, the most important being the one resulting from the share capital increase, with a contribution in kind in December 2001. This resulted directly in the increase in the number of HELEX shares from 52,500,000 to 71,088,173 and the reduction of the Greek State's holding from approximately 40% to 33.4%.

Moreover, in implementation of the decision of the extraordinary general meeting of shareholders on 12<sup>th</sup> September 2001, in 2002 the Company completed the plan to purchase treasury stock, which ended on 11<sup>th</sup> September 2002. On 31/12/01 the Company held 979,480 stocks with an acquisition value of 7,217,196.80 while in 2002 the Company acquired 4,270,520 further stocks with a total value of € 21,738,799.00. In total the Company currently holds 5,250,000 stocks or 7.4% of its share capital with an average acquisition value of € 5.52 per share. The list of shareholders from whom shares were acquired was made available during the Company's second general meeting.

Subsequently, the share capital composition of HELEX on 31<sup>st</sup> March 2003 was as follows:

Shareholder class	Number of shares	% of the total
Greek State	23,746,210	33.4%
Credit institutions	17,978,670	25.3%
Institutional investors	7,786,770	11.0%
Hellenic Exchanges (treasury stock)	5,250,000	7.4%
Securities companies	5,244,010	7.4%
Other investors	11,082,513	15.6%
Total	71,088,173	100.0%





### Location of main installations

The Company is the owner of the following real estate property:

- i. One plot at 110 Athinon Ave, covering an area of 2,075.60m<sup>2</sup>, acquired under contract No. 30.342/17.5.2002 of the Athens-based Notary Public Vassiliki Argyriadou-Hondrou, registered in the relevant land transfer register of the Athens Land Registry on 28.5.2002, in volume 4404 No. 345 and
- ii. One plot at 108 Athinon Ave., covering an area of 5,825.37m<sup>2</sup>, acquired under contract No. 30.343/17.5.2002 of the Athens-based Notary Public Vassiliki Argyriadou-Hondrou, registered in the relevant land transfer register of the Athens Land Registry on 28.5.2002, in volume 4404 No. 344.

No sale, mortgage, prenotation, attachment or claim deeds have been registered on such real property, as can be seen from the recent control of the relevant registers of the Athens Land Registry.

The aforementioned plots cover a total area of 7,900.97m<sup>2</sup>, destined for the construction of a building of offices to accommodate all services of the Group's companies.

The Company currently leases a real estate property used for offices and laid out the premises to suit it, as presented in the balance sheet under account "Buildings Technical works".

### Growth in Company personnel numbers

The table below shows the growth in personnel numbers during 2002.

Growth in personnel numbers	People
Personnel on 31.12.2001	11
Plus personnel engaged during 2002	3
Less withdrawals during 2002	2
Personnel on 31.12.2002	12

All Company personnel are salaried employees. It should be noted that the Company's legal division was staffed in 2002.

## HELEX - Main Financial Data & Other Information

### Main financial data

#### Growth in financial figures

As mentioned above HELEX is a holding company. Its scope of business is to participate in companies, regardless of their legal form, carrying on activities relating to the support and operation of organised capital markets. Consequently, the company has no turnover of its own and its revenue, according to STAKOD classification falls within category 741.5 "controlling companies management activities".

The Company's income mainly comes from dividends collected from companies in which it participates. The following table presents the Company's financial results, during its two fiscal years in operation:

Results for the year (€ ,000 )	2001 <sup>1</sup>	2002
Other operating income		10
Administrative expenses	1,381	1,783
Research and development expenses		107
Selling expenses	280	83
Operating results (profits/ losses)	(1,661)	(1,909)
Income from participations	52,825	30,842
Income from securities	4,077	2,483
Profit from the sale of participations and securities	202	59
Credit interest and similar income	423	44
Allowances for value decline of participations & securities	1,441	162,930
Expenses and losses from participations & securities	106	104
Debit interest and similar expenses	2	7
Total operating results (profits/ losses)	54,316	(131,520)
Extraordinary & non-operating income-profits	1	4
Extraordinary & non-operating expenses-losses		1
Operating & extraordinary results (profits /losses)	54,317	(131,517)
Total depreciation of fixed assets	5,393	797
Less: Depreciation included in operating cost	122	797
<b>NET RESULTS FOR THE PERIOD (profits/ losses) before taxes</b>	<b>49,045</b>	<b>(131,517)</b>

1.The first fiscal year was in excess of twelve months from 29.3.2000 to 31.12.2001.

The figures for the two years in the table above are not comparable since the first fiscal year of the company was in excess of twelve months, during which dividends from subsidiaries were collected, corresponding to two years.

The final results before taxes for 2002 are negative with losses of € 131.517 million compared to profits of € 49.045 million for the previous period, due to provisions made for depreciation of HELEX participations in subsidiaries. These participations were acquired in the previous year and were valued on 31.12.2001 at acquisition value. The management of HELEX, with the intention of providing investors with a true representation of the assets, financial status and operating results of the Company, has valued participations at current prices on 31.12.2002 on the basis of an independent assessor's report, in accordance with article 42a of Codified Law 2190/1920.

Losses arising from the difference in these valuations are accounting differences and are not related to the operation of the Company. The difference has been charged to the operating results for 2002 and in effect generated a final result before taxes of € -131.517 million.

The Company's consolidated results are as follows:

Results for the period (€ ,000 )	2001 <sup>1</sup>	2002
Turnover (sales)	78,897	51,014
LESS: Capital market commission levy - Law 2471/97 article 79d	1,972	1,235
Cost of sales	31,492	28,265
<b>Gross results</b>	<b>45,433</b>	<b>21,514</b>
Other operating income	443	483
Administrative expenses	14,369	13,097
Research and development expenses	3,055	2,379
Selling expenses	7,458	5,750
<b>Operating results (profits/ losses)</b>	<b>20,994</b>	<b>771</b>
Income from securities	14,426	9,633
Profits from the sale of participations and securities	202	59
Credit interest and similar income	1,392	225
Provisions for value decline of participations & securities	2,890	31,320
Expenses and losses from participations & securities	126	104
Debit interest and similar expenses	25	24
<b>Total operating results (profits/ losses)</b>	<b>33,972</b>	<b>(20,761)</b>
Extraordinary & non-operating income profits	2,689	1,068
Extraordinary & non-operating expenses losses	2,470	424
<b>Operating &amp; extraordinary results (profits/ losses)</b>	<b>34,190</b>	<b>(20,117)</b>
Total depreciation of fixed assets	21,163	14,087
Less: Depreciation included in operating cost	15,774	14,087
<b>NET RESULTS FOR THE PERIOD (profits /losses) before taxes</b>	<b>28,801</b>	<b>(20,117)</b>
Minority shareholders proportion <sup>1</sup>	3,223	100
<b>NET CONSOLIDATED GROUP RESULTS</b>	<b>25,579</b>	<b>(20,217)</b>
<b>(profits /losses) before taxes</b>		

1. It should be noted that on 31.12.2001 the Company's share capital increase with the contribution in kind had not been completed, therefore accounts related to the proportion of minority shareholders in the consolidated profits before taxes for the two periods are not comparable.

The consolidated turnover was down by 35% in 2002, mainly due to the decline in figures in the domestic equity market.

As regards operating cost, systematic efforts were made to limit it, which resulted in a reduction by 14% in 2002, while this percentage reached 20% when depreciation is included. In particular, the cost of goods sold in 2002 was reduced by 10.25%, administrative expenses by 8.85%, research and development expenses by 22.15% and selling expenses by 22.9%.

The above resulted in operating results before interest, taxes and depreciation amounting to € 14.858 million for 2002, compared to € 36.768 for the previous year, while, given that depreciation for the period amounted

to € 14.087 million, operating results before interest and taxes was positive at €0.771 million.

Final consolidated results before taxes suffered losses due to provisions for value decline of participations and securities held by the Group's companies. On 31<sup>st</sup> December 2002, provisions for value decline amounted to € 31.320 million compared to € 2.890 million for 2001, as a result of a further decline in equity values. The HELEX Group values shares of listed companies at their current prices, in order to provide investors with a fair representation of its portfolio value.

### Holdings

The table below sets out the company's holdings in the capital of its subsidiaries as of 31.12.2001, the dividends collected during the course of the first accounting period as well as the liabilities of the company towards its subsidiaries as of 31.12.2001. Note that the company did not have receivables from its subsidiaries at the aforementioned date.

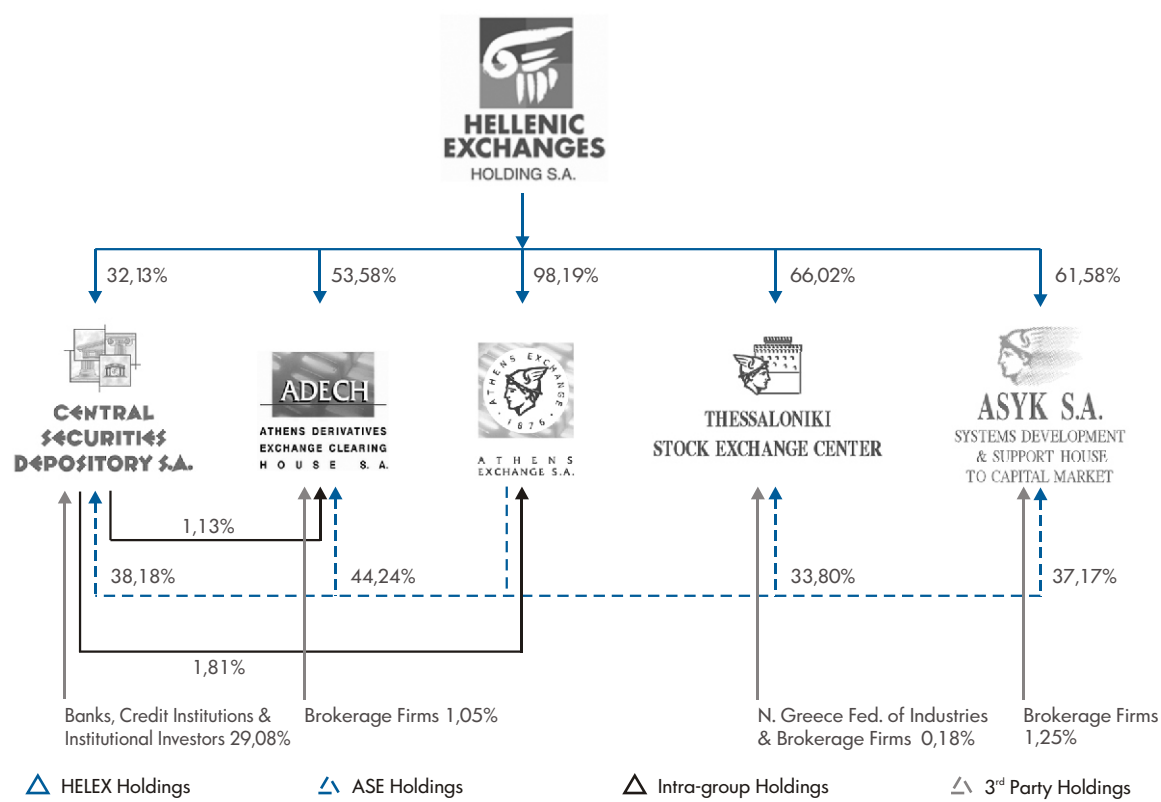
Name	Seat	Direct holding in parent company on 31.12.2001	Capital covered (in €)	Indirect holding in parent company	Total holding in capital	Share value in parent company books (in €)	Dividend collected during the year (in €)	Liabilities of parent company to its subsidiaries 31.12.2001
ATHENS STOCK EXCHANGE S.A.	Athens	100,00%	15.000.000	-	100,00%	49,89	52.824.651,50	129.390,66
CENTRAL SECURITY DEPOSITORY S.A.	Athens	10,86%	3.942.180	38,50%	49,36%	8,518	-	373,83
ATHENS DERIVATIVE EXCHANGE S.A.	Athens	11,27%	990.633	40,73%	52,00%	9,334	-	-
ATHENS DERIVATIVE EXCHANGE CLEARING HOUSE S.A.	Athens	18,08%	4.327.952	39,20%	57,28%	9,9811	-	-
SYSTEMS DEVELOPMENT AND CAPITAL MARKET SUPPORT S.A.	Athens	17,25%	232.875	37,17%	54,42%	9,395	-	-
THESSALONIKI STOCK EXCHANGE CENTRE S.A.	Thessaloniki	16,83%	504.900	33,80%	50,63%	9,54	-	-

The following table presents the Company's participation in the capital of its subsidiaries on 31.12.2002, dividends collected during the second period, and claims and obligations of the Company from and to its subsidiaries on 31.12.2002.

Name	Seat	Direct participation in parent company on 31.12.2002	Covered capital (in €)	Indirect participation of parent company	Total participation in capital	Share value in the books of the parent company	Dividends collected during the year (in €)	Claims of the parent company from its subsidiaries on 31.12.2002	Liabilities of parent company to subsidiaries on 31.12.2002
ATHENS EXCHANGE S.A.	Athens	98,19%	16.106.490	0,68%	98,87%	36,17	26.607.955,79(*)	11.005,02	-
CENTRAL SECURITY DEPOSITORY S.A.	Athens	32,13%	11.664.900	37,75%	69,88%	4,17	3.888.300,00	-	173,81
ATHENS DERIVATIVE EXCHANGE CLEARING HOUSE S.A.	Athens	53,58%	12.559.445	44,53%	98,11%	5,69	199.838,82	-	-
SYSTEMS DEVELOPMENT AND CAPITAL MARKET SUPPORT S.A.	Athens	61,58%	831.375	36,75%	98,33%	29,33	146.390,32	-	5.221,50
THESSALONIKI STOCK EXCHANGE CENTRE S.A.	Thessaloniki	66,02%	1.980.450	33,42%	99,44%	0,00	-	-	-

(\*) The dividends of the companies "Athens Stock Exchange" and "Athens Derivatives Exchange" are included, amounting to € 26,412,325.75, and € 195,630.04, respectively

The diagram below shows the present day structure of the Group following completion of the increase in the company's share capital and completion of merger through the absorption of ADEX by ASE.



## Contracts with companies in the Groups and others

### Intra-Group contracts

On 28.12.2000 the Company entered into a contract with ASYK under which the latter has undertaken the development and maintenance of the Company's website.

Moreover, on 3.6.2002 it entered into an employee concession contract with Athens Exchange and one of its employee under which an employee of the company has been seconded to ATHEX.

On 26.6.2002 the company entered into a contract with the CSD for the provision of online information through AXIALine. This contract relates to the online provision of information on the Internet (as issuer with shares listed on the ATHEX) to which the CSD is entitled in accordance with the Transactions Clearance and Operations Regulation of the Dematerialised Securities System, the determination of the method of payment of the CSD under the aforementioned regulation, the terms of use of passwords made available by the CSD for the aforementioned purpose and the terms of use of AXIALine for the collection of information.

On 22.8.2002 the company signed an agreement with the ATHEX, on the basis of which the ATHEX provides the Company with an irrevocable order and proxy to attend general meetings of shareholders of the CSD on behalf and account of the ATHEX, and exercise the voting rights arising from shares issued by the CSD and held by the latter.

### Main contracts with third parties

#### *Technical Consultancy Service Contract*

On 28.5.2001 the Company signed a contract for providing technical consultancy services for the research, design and construction of the building will house HELEX's services with a Group of companies including KION S.A., ERNST & YOUNG S.A., AA ASSOCIATES, St. Agiostratitis, A. PANTAZIS & ASSOCIATES S.A., AMTE S.A. Technical Consultants, and DANOS & ASSOCIATES S.A.

The main obligations of the technical consultant set out in the text of the contract are to assist in finding a plot where the HELEX building could be constructed, to prepare a design for the construction of the building, and to undertake all liability relating to the injury of labourers during work.

The initial duration of the contract, according to the tender notice, was 3 years. In all events contract duration will be determined depending on the progress of work.

#### *Financial Consultant Service contract*

On 21.9.2001 the Company signed a service contract with PriceWaterhouseCoopers (PWC) on the determination of a fairness option for the shares in the subsidiaries of the HELEX Group with the shares of the parent company, which intended to exchange the shares held by third party investors with HELEX shares.

#### *Computer equipment technical support and maintenance*

On 1.6.2001 the Company signed a contract with INLINE TECHNOLOGY CONSULTANTS TECHNICAL AND COMMERCIAL Ltd. for technical support and maintenance for its computer equipment which expired on 31.5.2002 and was not renewed, pursuant to which the latter undertook to provide consultancy services on matters of upgrades, improvements, computer operating systems and in general on matters concerning new technologies in computing.

#### *Financial consultancy service contract*

The Company, together with the Greek State and the Transferable Securities Public Corporation, entered a contract with ETEBA and ALPHA FINANCE SECURITIES on 1.7.2002 for the provision of financial consultancy services by the aforementioned contracting parties on the sale of up to the number of shares held by the Greek State. This contract has been terminated.

#### *Consultancy service contract*

On 22.11.2002 the Company signed a contract with PriceWaterhouseCoopers for the provision of services related to the investigation of potential partnership with a third company, the collection of information and a preliminary analysis of financial figures, identifying the areas requiring special financial and legal review, the development of strategic acquisitions, the provision of assistance to the Company during consultations and negotiations on the terms, agreement and coordination of strategy, support to the Company's legal advisors in determining the detailed terms and conditions of the relevant "Heads of agreement" and overall project management.

#### *Project Contract*

On 29.11.2002 the Company signed a project contract with the companies KANTOR and PLANET ERNST & YOUNG (Consultant), on the basis of which it has assigned the Consultant the project of "Operational redesign of the HELEX Group", in accordance with the provisions in the relevant annexes to the contract.

#### *Service contract*

On 31.12.2002 the Company signed a service contract with PriceWaterhouseCoopers in relation to the evaluation of the Company's entire share capital.

#### **Use of capital raised from the increase in share capital through the IPO**

Capital raised from the share capital increase when the company was listed on the Exchange, less issue expenses, amounts to € 36,732,874.72. As mentioned in the prospectus dated July 2000, this capital will be used for the construction of a building, which will accommodate the services of the companies in the HELEX Group.

This concerns the purchase of land and the construction of a 'Special requirements' building to accommodate the total activities of the participation companies (ATHEX, CSD, ADECH, ASYK, Capital Market Training Centre) based in Athens.

The company's services are today housed in more than 17 different buildings. The construction of modern building installations is expected to cover the basic needs of the company and the companies in which it has holdings and to serve core development orientations such as:

- Lay out of modern and technologically advanced installations to accommodate the entire computational and network/ telecommunications infrastructure of the subsidiaries.
- Coverage of the increasing size and complex operations of the Group
- Elimination of the current scattering observed today in the services of subsidiaries (different buildings are being used today).

- Establishment of synergies and reduction in operating expenses both directly (cost of rental fees paid by companies in the Group) and indirectly (scattered services).
- Increase of security at all levels (physical, data, etc).

The initial budget for the project was around € 59 million (including purchase of the plot). The capital raised from listing the company on the main market of the ATHEX will be used to finance part of the overall investment.

According to the initial budget of the project the payment of capital was made as follows:

Year	2001	2002	2003	2004
Amount in € million	18	19	12	9

For implementation of the project, HELEX appointed a Technical Consultant following an open tender. The Technical Consultant provides the company with complex support services aiming at meeting all preconditions for the safe and timely implementation of the project.

The technical consultant identified a plot which has certain basic features meeting the recorded needs of HELEX.

On 17.5.2002 following a board decision the Company purchased a plot located at 108-110 Athinon Ave. with a total surface area of 7,900.97 m<sup>2</sup> for a price of € 17,399,997. A total amount of € 2,277,531.48 was paid for conveyance costs, registration and transfer tax for the purchase of this plot.

Following purchase of the plot it was considered in May 2002 that the time schedule for allocating use of capital and the allocation thereof should be as follows:

Year	2002	2003	2004	2005
Amount in € million	23	12	16	7

The Board of Directors of HELEX informed the shareholders of the company both about the purchase of this plot and the new, expected, time schedule at the 1<sup>st</sup> Ordinary General Meeting on 21<sup>st</sup> May 2002.

Below is a table on the distribution of capital raised from the increase in Company share capital by cash up to 31<sup>st</sup> December 2002 as published and certified by the certified auditors accountants of the company.



## REPORT ON THE MANAGEMENT OF CAPITAL RAISED FROM THE SHARE CAPITAL INCREASE

Note that in accordance with the decision of the Athens Stock Exchange No. 58/28.12.2000 from the increase in share capital of HELLENIC EXCHANGES HOLDING S.A. by payment in cash done pursuant to the decision of its Board of Directors dated 6<sup>th</sup> April 2000 and approved by the Board of Directors of the Hellenic Capital Market Commission, net capital worth € 36,732,874.72 was raised (total amount € 38,229,090.24 less expenses of € 1,496,215.52) which pursuant to the particulars set out in the prospectus was distributed up to 31.12.2002 as follows:

Distribution manner of drawn capital	Schedule approved by the BoD of the Stock Market Commission taken from the Prospectus for the increase of share capital in cash and listing of the company on the main market of the Athens Stock Exchange (p. 37)						Distributed capital
	Total in 2000	Total in 2001	Total in 2002	Total capital	To 31/12/2001	From 1/1/2002 To 31/12/2002	To 31/12/2002
Issue expenses	1.496.215,52	-	-	1.496.215,52	1.496.215,52	-	1.496.215,52
Construction of building accommodating the services of the HELEX Group	-	17.608.217,68	19.124.657,55	36.732.874,72	193.952,31	20.166.958,90	20.360.911,21
Undistributed capital currently placed in repos	-	-	-	-	36.732.874,72	16.371.963,51	16.371.963,51
<b>Total</b>	<b>1.496.215,52</b>	<b>17.608.217,68</b>	<b>19.124.657,55</b>	<b>38.229.090,24</b>	<b>38.229.090,24</b>	<b>36.538.922,41</b>	<b>38.229.090,24</b>

In addition it should be noted that:

1. The date of certification of the last share capital increase in cash was 9<sup>th</sup> August 2000
2. Public subscription was made from 25.7.2000 to 28.7.2000
3. The increase resulted in 2,500,000 new shares
4. The date of listing of new shares on the ASE was 21<sup>st</sup> August 21 2000
5. Undistributed capital to 31.12.2001 from the amount of € 16,371,963.51 was placed in repos, as mentioned in page 37 of the Prospectus.
6. According to the approved programme for distribution of capital raised the company ought to have made available the sum of € 17,608,217.17 during 2001 for construction of the HELEX Building complex which will house the services of the companies in the HELEX Group. In order to implement this project HELEX, which does not avail of a technical service, appointed a Technical Consultant following an open tender. The Technical Consultant identified a plot which has certain characteristics which meet the specifications laid down by HELEX. Note that according to initial planning for the project the purchase of the plot should have been completed by 31.12.2001.
7. On 17<sup>th</sup> May 2002 a plot was purchased at 108-100 of Athinon Ave. This plot covers an area of 7,900.97 m2 and was purchased for the total sum of €17,399,997.99. € 210,020.00 were paid in relation to this purchase as notarial expenses, € 78,338.49 as conveyance costs, € 18,989.33 as fees for the jurists and notaries public funds and € 1,970,183.66 as property transfer tax.

Athens 27<sup>th</sup> February 2003

THE CHAIRMAN OF THE BoD

THE GENERAL MANAGER

THE HEAD OF THE  
FINANCE ACCOUNTS DEPT.

PANAYOTIS ALEXAKIS  
Police IDCard No.P-576074

GIKAS MANALIS  
Police IDCard No.P-042466

DIMITRIOS CONDOYANNIS  
PoliceID CardNo. L-126914

#### CERTIFICATE FROM THE CERTIFIED AUDITORS - ACCOUNTANTS

We have audited the above particulars of HELLENIC EXCHANGES S.A. applying those auditing principles and rules followed by the Institute of Certified Auditors and Accountants. From our audit we ascertained that the above particulars are based on the accounting books and records maintained by the company and from the prospectus approved by the Hellenic Capital Market Commission.

Athens, 27<sup>th</sup> February 2003

THE CERTIFIED AUDITORS - ACCOUNTANTS

NIKOLAOS G. MOUSTAKIS  
(ICAA (GR) REG. NO. 13791)

DIMITRIOS I. ZIAKAS  
(ICAA (GR) REG. NO. 10631)

SOL - ERNST & YOUNG

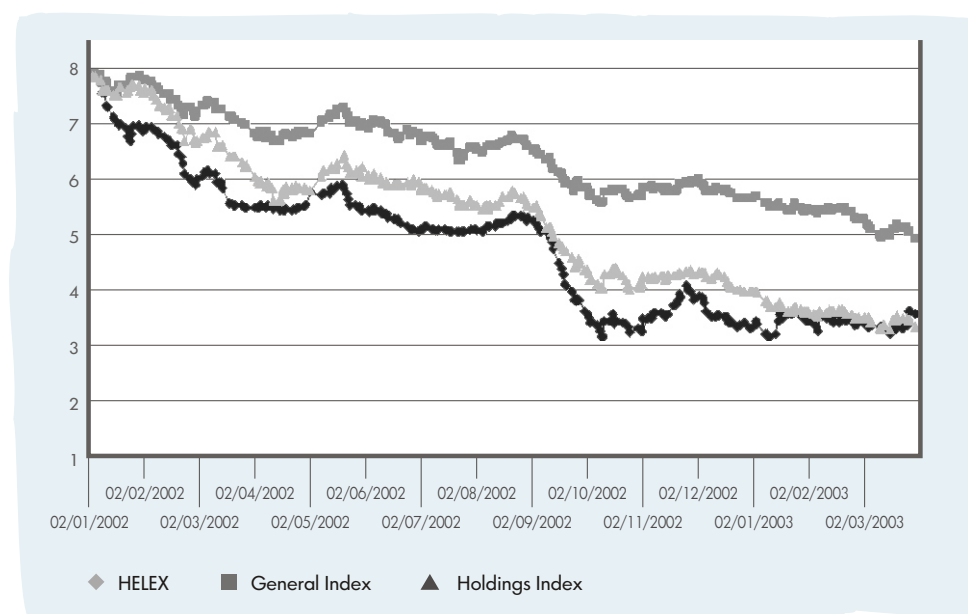
#### Information about the Share

##### Share data

The Company's shares were listed on the main market of the Athens Exchange on 21.8.2000. In 2002 the share price fell, affected by the general decline in the Greek market. The following table presents the closing price of the Company's share at the last session of each month, the monthly value of transactions on Company shares, the monthly volume in items and the respective price of the general index and the holdings index:

Date	Closing price in €	Value of monthly volume of transactions in €	Monthly volume of transactions	ATHEX General Share Price Index	ATHEX Holdings sector Index
31/01/2002	6.72	11,710,209.30	1,727,853	2,596.75	2,513.07
28/02/2002	5.54	3,423,049.00	563,444	2,332.89	2,133.10
28/03/2002	5.08	25,619,466.58	4,988,044	2,280.72	1,972.68
30/04/2002	5.14	6,845,619.20	1,355,427	2,218.35	1,800.93
31/05/2002	5.02	8,971,919.70	1,667,694	2,297.56	1,966.35
28/06/2002	4.62	6,625,034.20	1,379,902	2,237.86	1,869.63
31/07/2002	4.62	6,612,866.22	1,455,508	2,115.39	1,694.46
30/08/2002	4.86	3,084,091.52	660,298	2,129.06	1,686.41
30/09/2002	2.86	2,851,587.78	743,378	1,837.52	1,240.45
31/10/2002	2.47	3,026,319.90	1,160,508	1,785.28	1,137.49
29/11/2002	3.10	4,226,754.65	1,402,306	1,872.83	1,210.29
31/12/2002	2.54	3,856,115.98	1,443,250	1,748.42	1,054.57
31/01/2003	2.65	4,609,455.36	1,710,245	1,683.59	943.72
28/02/2003	2.62	3,598,841.32	1,336,367	1,614.06	911.85
31/03/2003	2.80	4,451,086.00	1,663,530	1,467.30	840.00

The diagram below shows the performance of HELEX's share price, the ATHEX general index and the holdings sectoral index (readjusted in relation to the price of HELEX's share) for the period of time from 1.1.2002 to 31.3.2003:



### Results per share

The Company's results per share are presented in the following table:

Year	Results before taxes (€,000)	Results after taxes (€,000)	Weighted number of shares <sup>(1)</sup>	Results before taxes per share (€)	Results after taxes per share (€)
2001 <sup>(2)</sup>	49,045	47,954	51,829,026	0.95	0.93
2002	-131,517	-131,800	65,175,741		

1. According to accounting standard 33

2. Relates to the period 29.3.2000-31.12.2001

The consolidated results of the Company per share are presented in the following table:

Year	Consolidated results before taxes and minority rights (€,000)	Consolidated results before taxes following deduction of minority rights (€,000)	Weighted number of shares <sup>(1)</sup>	Consolidated results before taxes and minority rights per share (€)	Consolidated results before taxes following deduction of minority rights (€)
2001 <sup>(2)</sup>	28,801	25,579	51,829,026	0.56	0.49
2002	-20,117	-20,217	65,175,741		

1. According to accounting standard 33

2. Related to the period 29.3.2000-31.12.2001

As far as dividends are concerned, in the first fiscal year from 29.3.2000 to 31.12.2001 the Company distributed an interim dividend of €0.19 per share, while the remaining dividend of €0.18 per share was paid for the same period.

## THE HELEX GROUP

### General Information

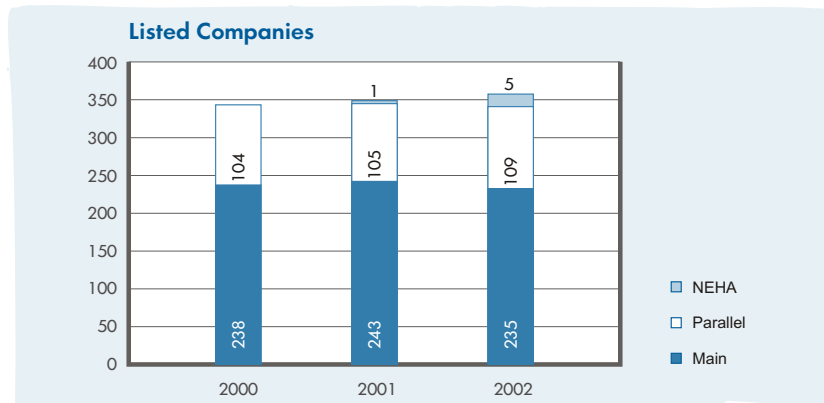
As a holding company HELEX obtains the largest part of its income from dividends collected from companies in which it has holdings. Consequently its income is mainly derived from operation of the Greek Exchange.

The companies in the Group obtain their income from listing companies, trading shares as well as clearing and settling transactions involving securities and derivatives. Consequently, the activities of the HELEX Group relate to operation of Exchange markets in securities and derivatives.

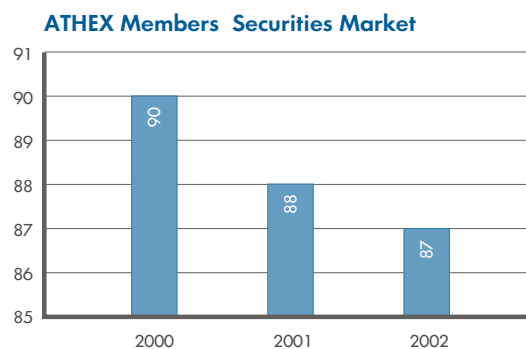
Below certain historical data about the securities and derivatives markets run by the HELEX Group are set out.

### The securities market

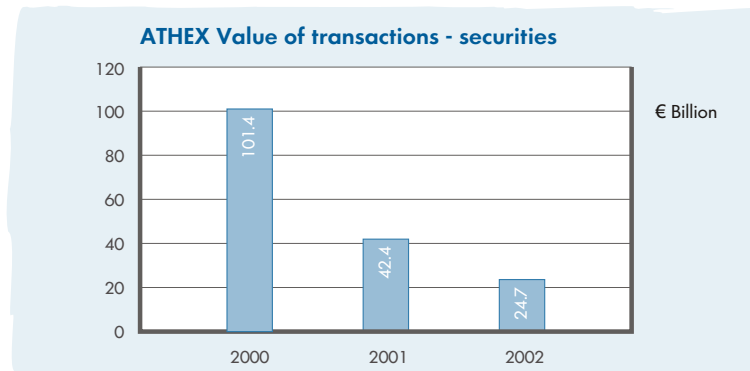
The diagram below shows the number of companies listed on the Athens Exchange.



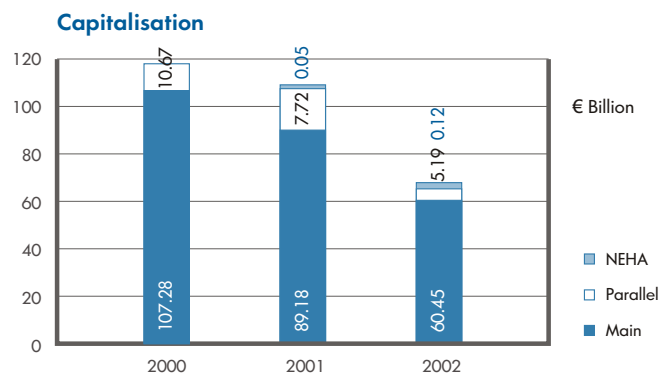
The diagram below presents the development in membership levels of the ATHEX over time.



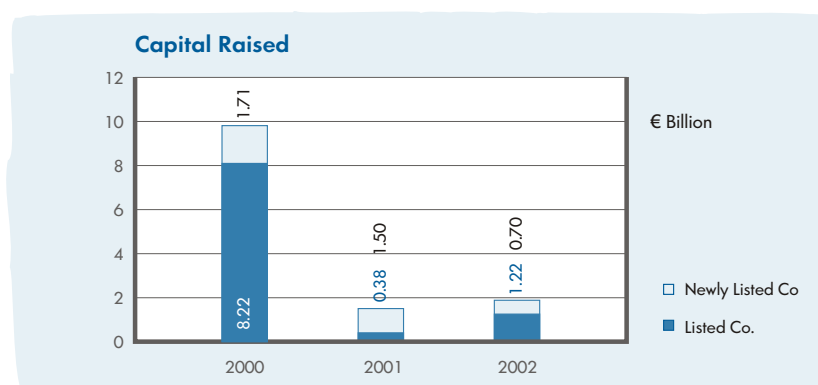
The diagram below shows the value of transactions involving shares on ATHEX for the years 2000 to 2002.



The diagram below gives a picture of the capitalisation of companies on the main market, the parallel market and the new market (NEHA).

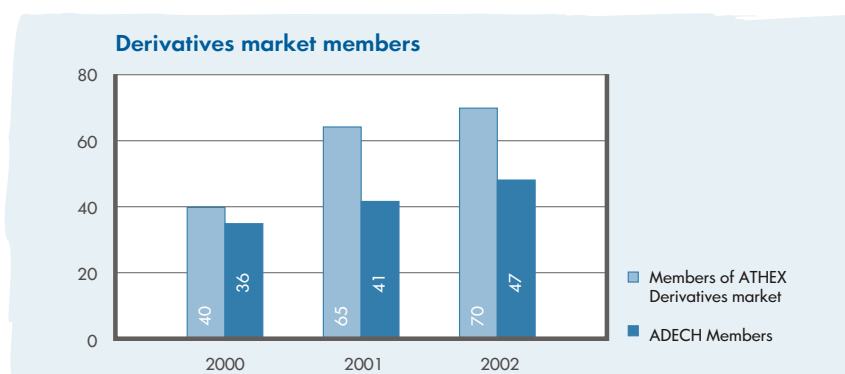


The value of capital raised by listed companies as well as by newly listed companies is presented in the diagram below.

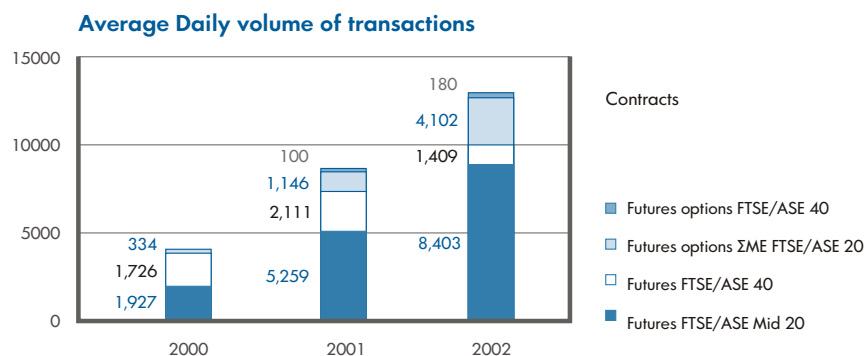


### The derivatives market

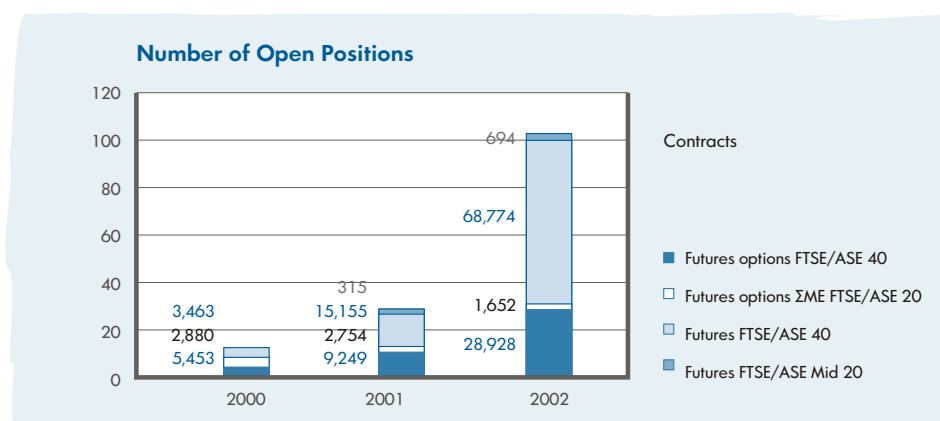
The diagram below shows the number of members on the Athens Exchange derivatives market as well as of the Athens Derivatives Exchange Clearing House (ADECH) for the period 2000-2002:



The diagram below shows the average daily volume of transaction of derivative products on the ATHEX derivatives market for the period 2000-2002.

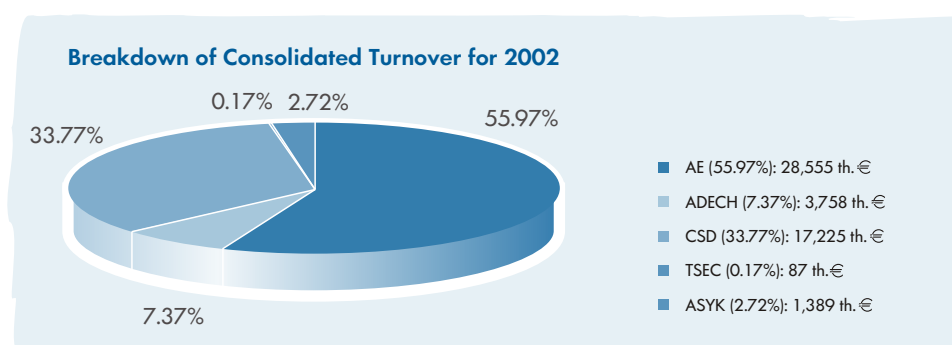
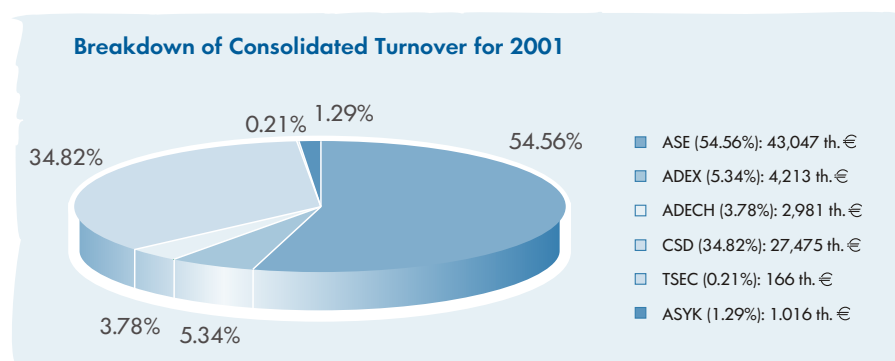


The table below shows the development in the number of open positions of derivatives products for the period 2000-2002.



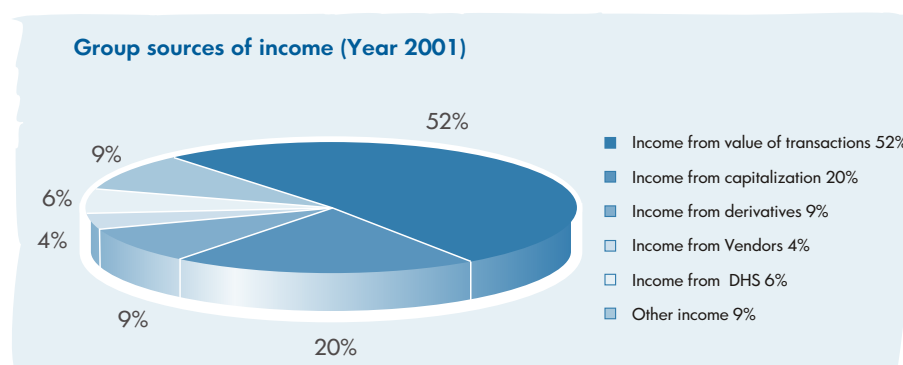
## Breakdown of turnover

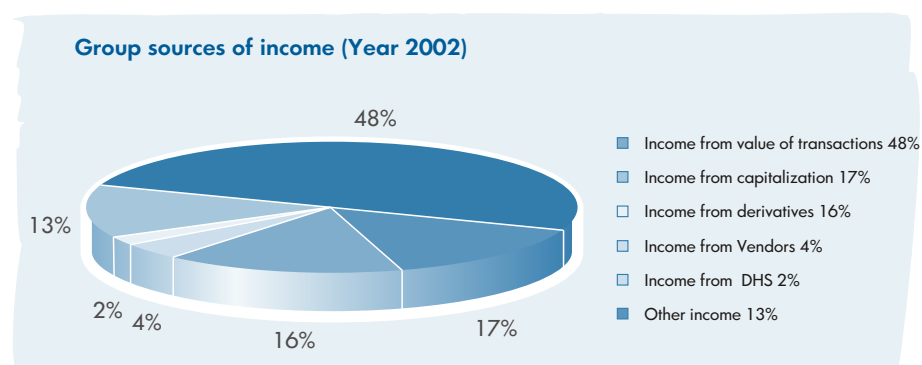
The consolidated turnover for the years 2001 and 2002 can be broken down per company as follows:



It is clear from the above diagrams that Group turnover during 2001 was derived 60% from the ASE and ADEX, a figure which fell to 56% for 2002. The participation of the CSD in the consolidated turnover remained almost unchanged while ADECH and ASYK increased their figures during 2002.

The figures below depict the sources of Group income for the 2001 and 2002 accounting periods.





Group turnover is particularly variable given that 81% depends on market performance. More specifically it depends on the value of transactions on the securities market, the capitalisation of listed companies, the listing of new companies on ATHEX and increases in the share capital of companies already listed as well as the activity of the derivatives market.

### Investments

The largest part of Group investments relate to development and modernisation of the information technology and network / telecommunications infrastructure of the companies Athens Exchange S.A. and Central Securities Depository S.A. In particular they relate to the purchase of computers, other computer equipment and software in the context of installing and operating the ASIS, OASIS and DSS systems.

At the same time the parent company HELEX made a significant investment of € 17.4 million (plus conveyance, deed registration costs and property transfer tax) during 2002 in order to purchase a plot of land on which an office building will be built to house the companies in the Group.

The Group's investments since HELEX has been in operation are as follows:

Investments <sup>(1,2)</sup> (€ '000)	2000	2001 <sup>(4)</sup>	2002 <sup>(5)</sup>	Total 2000-2002
<b>A. Establishment Expenses</b>				
Initial establishment expenses	92.1	2,640.9	0.0	2,733.00
Other establishment expenses	6,817.0	8,926.4	4,174.9	19,918.30
<b>Total establishment expenses</b>	<b>6,909.2</b>	<b>11,567.4</b>	<b>4,174.9</b>	<b>22,651.50</b>
<b>B. Intangible Assets</b>				
Research & Development expenses	3,725.3	2,613.9	1,695.5	8,034.70
<b>C. Tangible Assets</b>				
Fields - lots <sup>(6)</sup>	170.5	0.0	20,503.5	20,674.00
Buildings	3,084.4	995.4	1,531.5	5,611.30
Machinery - Tech. Equipment	74.0	64.8	0.7	139.5
Transportation Equipment	15.8	42.0	0.3	58.1
Furniture and other equipment	4,493.6	7,455.2	881.6	12,830.40
<b>Total Tangible Assets</b>	<b>7,838.3</b>	<b>8,557.5</b>	<b>22,917.6</b>	<b>39,313.40</b>
<b>D. Participations <sup>(3)</sup></b>	<b>44.0</b>	<b>0.0</b>	<b>0.0</b>	<b>44</b>
<b>Total (A+B+C+D)</b>	<b>18,516.8</b>	<b>22,738.8</b>	<b>28,788.0</b>	<b>70,043.60</b>



1. Discrepancies between totals in the tables are due to rounding off figures.
2. In the calculation of Group investments no account has been taken of intra-Group transactions relating to tangible and intangible assets and establishment expenses incurred between companies in the Group.
3. ASYK S.A. acquired a shareholding in the company FORTH e-com in 1999. the sum of € 44,000 during 2000 relates to further participation in the latter's share capital increase.
4. Group investments during 2001 include investments made by the parent company Hellenic Exchanges S.A. during the first accounting period in excess of twelve months on 31.12.2001 (29.3.2000 to 31.12.2001).
5. Group investments during 2002 include investments made by the new company Athens Exchange S.A. which came about from the merger of the companies Athens Stock Exchange S.A. and Athens Derivatives Exchange S.A.
6. Investments in fields and lots primarily relates to acquisition of the plot by the parent company. Furthermore ownership of the property of Athens Stock Exchange S.A. at 1 Pismazoglou St. devolved to the National Bank of Greece by means of decision of the Court of First Instance issued in 1999. In order to settle the judicial dispute, on 07/06/2001 both sides signed a private compromise agreement according to which Athens Exchange would pay an additional € 4,402,000 and the parties undertook to mutually waive their suits by signing a notarial deed which was signed on 02.04.2002 and which finally settled the said dispute. The additional amount of € 4,402,000 paid increased the value of the plot by € 3,081,000 and the value of the building by the remainder.

As far as the following years are concerned, the largest part of investments will be made available to bolster the technological infrastructure of Group companies.

At the same time over the following years HELEX plans to construct a building to house the companies in the Group based in Athens as set out in detail in the section on the use of capital raised from the share capital increase of the Company through the IPO.

### Growth in Group personnel

The growth in Group personnel from 2000 to 2002 is as follows:

Note that the table shows personnel employed on 31<sup>st</sup> December of each year referred to:

Company	2000	2001	2002
Hellenic Exchanges Holding S.A.	7	11 <sup>(1)</sup>	12
Athens Stock Exchange S.A.	101	105	130 <sup>(2)</sup>
Athens Derivatives Exchange S.A.	22	28	
Central Securities Depository S.A.	339	336	264
Athens Derivatives Exchange Clearing House S.A.	22	24	24
Thessaloniki Stock Exchange Centre S.A.	11	12	10
Systems Development & Capital Market Support S.A.	83	99	97
<b>Total</b>	<b>585</b>	<b>615</b>	<b>537</b>

1. 1<sup>st</sup> financial year 29.3.00-31.12.01

2. This relates to all personnel of the company Athens Exchange S.A. which came about from the absorption of Athens Derivatives Exchange S.A. by the company Athens Stock Exchange S.A.

## Subsidiary Companies

### Athens Exchange S.A.

#### Scope of Business

The company Athens Exchange S.A., ATHEX, (formerly Athens Stock Exchange S.A.) was established on the basis of the provisions of Law 2324/95 (Government Gazette A 146/17.7.1995) following its conversion from a public law entity (of the same name) into a public limited company.

Athens Exchange S.A. (ATHEX), as a public limited company, is not subject to restrictions applying to public law bodies, except in respect to recruitment, which is covered through the application of Law 2190/1994 apart from specialist personnel who are recruited using a special selection process on the basis of the relevant legislation. ATHEX operates autonomously, as far as management and financial policy is concerned, under the supervision of the Ministry of Finance and Economy. As far as stock market operations are concerned, ATHEX's activities are supervised by the Ministry of Finance and Economy and the Hellenic Capital Market Commission.

ATHEX is the only official market for shares, rights and derivatives trading in Greece, both for the public and institutional investors. Government bonds are also traded on the ATHEX, although this is not the only market on which they are traded in Greece since fixed-income securities are also traded via the electronic trading system operated by the Bank of Greece.

The objective of ATHEX S.A., according to its Articles of Association, is to organise and support the operation of the market in securities and derivatives as well as other financial instruments (including all manner of products with any reference value) in Greece and abroad. In order to achieve this objective the company may carry on any activity and in particular in relation to:

- The planning, development, creation and operation of markets in securities and derivatives as well as other financial instruments
- Fixing of the rules and procedures by which markets operate
- Listing of financial instruments on these markets for trading
- Fixing of the characteristics and conditions which the financial instruments listed for trading or traded on the markets must meet
- Monitoring of transactions and operation of the markets in general and any parties involved in them
- Carrying on of its supervisory, regulatory, normative, disciplinary role and exercise of its right to impose sanctions in line with the relevant legislation or any self-regulation framework for those markets
- Development, operation, support, management, monitoring and use of applications and systems for transactions using financial instruments, information collection and distribution systems, transaction clearing and settlement systems and in general the development, management and operation of information and trading systems relating to operation and results of transactions on financial instrument markets.
- The provision of training relating to issues connected with the markets, products on those markets and the operating and clearing systems as well as all manner of related or similar issues.

The company's objective also includes dissemination of information via the preparation and issue of printed material and using other media including on-line media, the use of advertising space in printed documents or in any other media of the company or third parties, the promotion of the company's products and activities in Greece and abroad include advertising activity. Lastly the company may engage in all other activity or area stipulated by or arising from the relevant legislation in force from time to time as well as any other activity which is related to this.

ATHEX may also participate in other enterprises with the same or related objective and in general seek to achieve objectives related to or which assist its activities and may also collaborate with the aforementioned enterprises.

Note that on 30.8.2002 the decision of the Deputy Minister of Development relating to the merger between Athens Stock Exchange S.A. and Athens Derivatives Exchange S.A. by means of absorption of the latter by the former and change, inter alia, in the name of the company to Athens Exchange S.A. was entered in the Register of Companies.

Athens Derivatives Exchange S.A. (ADEX) had been established in 1998 (Government Gazette 1766/6.4.1998) with Register of Companies No. 40294/06/B/98/10). Its incorporation and operations were prescribed by the Law 2533/1997 as in force. Furthermore Law 2937/2001 provided that ADEX could be absorbed by ASE and activities relating to derivatives could be carried on by ASE. Following this, the objectives of ATHEX, referred to above, also include the activities of the absorbed company in line with the amended Articles of Association.

### Location of main premises

The ATHEX owns the following properties:

- Plot of land covering 941.7m<sup>2</sup> with façades on Sophocleous and Pasmazoglou Streets, valued at € 2.5 million (Valuation Committee assessment according to Article 9, Law 2190/20).
- Building covering 3,650.8m<sup>2</sup> on Sophocleous and Pasmazoglou Streets, valued at € 639.7 thousand (Valuation Committee assessment according to Article 9, Law 2190/20).

It should be noted that the above real estate holdings are free of mortgages and other claims.

### Breakdown of turnover

The table below shows the breakdown of turnover for 2001 and 2002. Note that in 2001 ASE and ADEX were separate companies.

Breakdown of ATHEX Turnover (in € '000)	2001	2002
Income from brokerage firms	21,296	13,895
Income from listed companies	13,780	6,884
Income from bonds, debentures	88	65
Income from vendors	3,100	2,204
Other income from services	6,418	1,461
Income from the derivatives market	4,123	4,782
<b>Total</b>	<b>48,895</b>	<b>29,291</b>

### Main contracts between Group companies and third parties

The table below sets out the main contracts signed by ATHEX and third parties and companies in the Group.

#### Contracts relating to the securities market

Contract with	Duration	Scope of contract
ATHANASIADIS	01.08.2002-31.07.2003	Printing publication of monthly statistical bulletin
ATHENS NEWS AGENCY	01.04.2002-31.03.2003	Paged notices
GEK S.A.	23.11.2001-18.02.2003	Restoration of the building at 1 Pesmazoglou St.
IMERISIA S.A.	09.09.2002-01.09.2003	Printing, publication and distribution of online price bulletins
COMPUTER TECHNOLOGY INSTITUTE	01.01.2002-31.12.2002	Management & technical support for project
KATRANTZOS	01.01.2002-31.12.2002	Guarding services
KIZIS & ASSOCIATES	03.07.2001-02.01.2003	Restoration of the building at 1 Pesmazoglou St.
KOUTRAS	01.02.2002-31.01.2003	Electrical network maintenance
BLOOMBERG	18.04.2001-17.04.2003	Provision of information
CAPITAL LINK	01.01.2002-31.12.2002	Promote the ATHEX to the Investment Community in N. America
LOGICDIS	01.12.2001-31.12.2003	Maintenance of Financial Div, applications
FORTHNET	05.03.2000-04.03.2003	Access to network of Forthnet, Internet
FORTHNET	23.05.2002-22.05.2005	Access to network (ΥΔ/1-1/2002)
FTSE	Open-ended	Information index for vendors
FTSE	Open-ended	Auditing services for index calculation procedures
EQUANT	01.12.2002-31.12.2003	Rental agreement for international DHS circuits
COM QUEST	23.05.2002-22.05.2005	Access to network (ΥΔ/1-1/2002)
INFOQUEST	01.12.2000-31.12.2002	Maintenance of OASIS project
P.C. SYSTEMS	01.11.2002-31.10.2003	Maintenance of computer equipment
REUTERS	Open-ended	Provision of information
SPECIAL CLEANING SERVICES	01.01.2002-31.12.2002	Cleaning services
ASYK S.A.	Αορίστου διάρκειας	Statistical support information dissemination
ASYK S.A.	01.01.2002 31.12.2002	Secretarial support
ASYK S.A.	01.01.2002 31.12.2002	Support in operating and calculating the FTSE index
ASYK S.A.	01.01.2002 31.12.2002	Daily update of Website
ASYK S.A.	01.01.2002 31.12.2002	Extension to Stock Exchange transaction supervision system
ASYK S.A.	01.01.2002 31.12.2002	Management & operation of telephony infrastructure
ASYK S.A.	01.01.2002 31.12.2002	Creation of installation mechanism for DHS applications
ASYK S.A.	01.01.2002 31.12.2002	Management & operation of network infrastructure
ASYK S.A.	01.01.2002 31.12.2002	Technological services for implementing the ATHEX's OASIS development project
ASYK S.A.	30.04.2002 31.12.2002	Expansion of statistics and information system
CSD S.A.	01.02.2002-31.01.2003	Operation of incoming calls reception system
CSD S.A.	Open-ended	Secondment of employees
TSEC S.A.	Open-ended	Services to the Company's Listing Dept.

### Contracts relating to the derivatives market

Contract with	Duration		Scope of contract
ASYK S.A.	01.01.1999	31.12.2002	Management & operation OASIS, technical support, provision of support services
COMPUTER TECHNOLOGY INSTITUTE	01.01.2002	31.12.2007	Design & development of training software for Stock Exchange transactions
ATHENS ECONOMIC UNIVERSITY	01.07.2002	30.06.2005	Design & development of software to study derivative variability
FTSE	Open-ended		User licence in the name of the FTSE/ASE-20 index, provision of information

## Development of operations

### A. The Securities Market

#### Monitoring Transactions

The Transaction Supervision System for the securities market was upgraded in order to monitor special transactions on NEHA and the Main Market, monitor open sales, the closure of open positions and transactions in bonds.

Online and ex post monitoring of transactions continued in collaboration with the Hellenic Capital Market Commission. Moreover the requisite controls were conducted on shares under supervision as to the completeness and correctness of transaction data as well as in relation to timely notification.

#### Market operation and support

ATHEX provided support to operation of the Market Maker on the OASIS system while completed the second round of installation of the ODL service and developed a bidding scheduling mechanism during continuous trading. It also developed functions for calculating the closing price of shares on the markets using the result of the end trade, for commencing bids at random intervals and a purchase order for closing a share position.

#### Online communication System (HERMES)

As part of the effort to upgrade the services provided by ATHEX and to modernise communications between ATHEX and listed companies a new online communications systems (HERMES) was designed and commissioned. The objective of this new system is to dispatch official correspondence between ATHEX and the listed companies online using a procedure to select and send a range of standardised documents.

#### 3 and 5 hour continuous trading

A study was prepared on the development of liquidity on the Greek market covering issues relating both to trading activity behaviour while on session and comparing the development of stock exchange figures over time with other European markets. As a result of the study the Board of Directors of Athens Exchange decided to establish 3 and 5 hour continuous trading of shares depending on the average opening sale and purchase prices which arise.

### ***Introduction of new indexes***

Athens Exchange, in collaboration with the FTSE Group introduced a new index on the Greek capital market, the FTSE 140, with the aim of promoting companies which participate in that index. This index is a benchmark for the performance of the Greek exchange in relation to corresponding indexes on other exchanges in mature markets.

### ***Quality activities***

Athens Exchange made concerted efforts to encourage listed companies to adopt quality measures related to their organisation and running which could contribute to greater recognisability on the capital market on the one hand and better provision of information to investors on the other hand. At the same time, a study was prepared about introducing a new stock exchange index which would include companies which meet certain qualitative and quantitative criteria. The qualitative criteria mainly relate to the existence and updating of the company website, as well as the running of an organised investor relations department in line with quality standards. The quantitative criteria relate to an adequate share spread index, satisfactory merchantability and spread.

### ***Exchange Traded Funds (ETFs)***

Exchange Traded Funds are an international stock exchange product. Since 2001 a series of steps have been taken and a special study prepared about introducing them to the Greek capital market but the legislative reforms on this issue have not yet been passed. The competent authorities would prefer not to engage in piecemeal amendment of Law 1969/1991 only for ETFs before the two new EU Directives on undertakings for collective investments in transferable securities (UCITS) (Directives 107 and 108/2002) have been transposed in full. In order to bring Law 1969/1991 into line with the new directives on undertakings for collective investments in transferable securities (UCITS) a legislative working committee has been established. Once this process is completed, work on ETFs will commence.

### ***Market Maker***

In the context of strategic dissemination and development of the institution of the market maker among members and companies listed on the Athens Exchange, visits and presentations were carried out both to brokerage firms and to listed companies. During 2002 applications were evaluated and there was a recommendation for approval by the Board of Directors of Athens Exchange so that 10 members on the main and parallel market could act as market makers well as for companies on the NEHA market. By the end of 2002, in addition to the companies on the NEHA market, the shares of two listed companies were being traded using a market maker. From the beginning of 2003, the number of shares with a market maker has increased to six.

### ***Corporate loans***

The competent committee, in which executives from Athens Exchange participate, recommended a draft law to the Ministry of National Economy which is expected to improve and promote the market in fixed-income securities. Moreover, a series of presentations and meetings were held with institutional investors and with a large number of listed and non-listed companies, while there were also contacts with many banks which act as underwriters.

### **Cooperation with international exchanges**

In July 2002 the project to provide consultancy services to the Belgrade Stock Exchange (XAB) officially commenced. This project includes installing at the XAB the OASIS system, the supervision system and the system for providing information to the data vendors, as well as providing consultancy services in preparing a statutory and regulatory framework.

Moreover, during 2002 a memorandum of agreement was signed with the Cyprus Stock Exchange. In this context meetings were held between competent officers with the aim of completing the survey and comparing procedures followed by both exchanges in relation to how the new companies are listed. The study which was prepared is intended to align the terms and conditions for listing and to further facilitate the parallel and secondary listing of companies on both markets.

In October a tripartite meeting was held between the Athens, Istanbul and Tel Aviv stock exchanges. The issues discussed were the establishment of technological infrastructure in order to carry out cross transactions between members and to establish a tripartite exchange index. The creation of regional funds, issues of multilingual provision of information as well as facilitating cross settlement and clearing through cooperation with local depositories were also discussed. In this context, one-day information events for members were held relating to the model of cooperation sought (member to member) and presentations were held for companies providing information to Athens Exchange (vendors).

### **Marketing**

The objectives of ATHEX's advertising and promotion programme during 2002 was two-way communication with all parties in the marketplace on a structured and planned basis, training, and improvement of the level of information provided to all parties engaged in the market as well as promotion of the market. In order to achieve these objectives the most important steps which were taken were:

- A communication campaign using analysts from abroad
- The development of a special information site for foreign investors at the address [www.invest-in-gcm.com](http://www.invest-in-gcm.com)
- Rationalisation of the policy on printed materials
- Repeated one-day events on issues such as quality measures, international accounting standards, corporate governance and the institution of market maker.
- Seminars held in Athens and throughout Greece with the participation of 3,180 investors who were informed about various exchange issues.

## **B. The Derivatives Market**

### **Stock Futures**

Considering the good performance of transactions involving stock futures from the commencement of trading of the product in November 2001, two other stock futures (ALPHA, INTKA) began trading during 2002. These met the necessary criteria of liquidity, merchantability and adequate spread, which were laid down in the study prepared.

### ***Stock Repos - stock reverse repos***

In order to allow investors to effectively offset risk and to achieve arbitrage using futures traded on equity indexes, stock repos and stock reverse repos based on eight new underlying securities were introduced for trading which participate or participated in the development of two high and mid cap indexes. Repos and stock reverse repos based on the stocks of the companies Motor Oil, Alpha Leasing, Chipita, Vovos, Sex Form, the Public Power Corporation, OPAP and Elais were introduced.

### ***Repurchase agreements***

Based on the know-how from the introduction of repurchase agreements, it is possible to support functions on the underlying market using derivatives. To this end a new repurchase agreement was introduced in order to support the institution of market maker in the equities markets, an institution which contributes to increasing liquidity in shares.

### ***Stock options***

During the third quarter of 2002, virtual sessions for new stock options were commenced and successfully completed. These options are American-style, with certificates being physically delivered. In conjunction with existing stock futures, these products are expected to be the cutting edge of the derivatives market in terms of participation by private investors. In order to adapt our markets to these new tools, a certain period of time must pass and type B market maker must be employed so as the necessary liquidity is acquired.

### ***Exchange rate derivative products***

Seeking to expand the products provided to investors, futures and options based on exchange rates have been developed and introduced (mainly using the EUR / USD exchange rates). It is expected that these products will be traded during the first half of 2003.

### ***Strategic collaboration with Market Access System Providers***

In order to provide reliable, online access to members and investors, during 2002 a strategically important collaboration began for the derivatives market. Collaboration with GLTrade, which has a worldwide network with more than 400 members and which provides software for trading derivatives and shares on various markets, seeks to develop the market and attract members and investors from abroad. Access by investors both in terms of order routing and costs (telecommunications connection costs) is made easier using the GL Trade private network (GL Net) which connects members from different countries within Europe and worldwide. This collaboration is expected to contribute to an increase in the volume of transactions with the participation of investors from abroad in the market via members in Greece. Similar collaborations with other online market access system providers are also planned.

### ***Monitoring transactions***

On the derivatives market it is now possible for members to have access to the Central Order Register 15 minutes before the commencement of the session and the derivatives trading system has been improved for members of Athens Exchange. Modifications were also made to the procedures for cancelling transactions. At the same time, a new application for online monitoring of the market was completed and existing applications were upgraded.



## Central Securities Depository S.A.

### Scope of business

The Central Securities Depository S.A. (CSD) was established on 22.2.1991 by the ASE as provided for in Article 33a of Law 1806/88, as in force, (Government Gazette 434/22.2.1991) with its head offices in the Municipality of Athens and with company registration No. 23708/06/B/91/25.

The objective of the CSD, according to Article 33a of Law 1806/88, as in force, and Article 2 of its Articles of Association is:

- to clear stock transactions for the ASE, issue, amend, cancel or replace depository receipts, safeguard securities for which depository receipts have been issued as well as all other activities related to this objective.
- to classify dematerialised securities listed on the ASE, and transfers, blocks and encumbrances affecting them due to any reason and all other tasks related to these dematerialised securities.
- to provide services relating to: a) the distribution of dividends, b) payment of interest coupons, c) distribution of securities, d) intermediation in the transfer of right to receive shares without consideration, e) all activities related to the above.
- to clear transactions relating to Greek treasury dematerialised securities entered into on the ASE.
- to participate in public companies where its objectives are promoted in this way.
- to establish subsidiary companies.

The company's period of activity expires on 31.12.2040, while the General Meeting of Shareholders may decide to extend or shorten this period.

### Location of main premises

The CSD owns the following properties:

- the basement, half-basement, 1<sup>st</sup>, 2<sup>nd</sup>, 3<sup>rd</sup> and 4<sup>th</sup> floors of the building at 1 Pasmazoglou St. with a total surface area of 1,470.49 m<sup>2</sup>.
- the 4<sup>th</sup>, 5<sup>th</sup> and 6<sup>th</sup> floors of the building at 3 Kleisthenous St. with a total surface area of 440.3 m<sup>2</sup>, housing the Operations Department and the archive.
- the 1<sup>st</sup>, 2<sup>nd</sup>, 3<sup>rd</sup>, 4<sup>th</sup>, 5<sup>th</sup> and 6<sup>th</sup> floors of the building at 19 Evripidou St. with a total surface area of 1,095.6 m<sup>2</sup>, housing the IT Department.
- the 1<sup>st</sup> floor of the building at 21 Sophocleous St, with a surface area of 300 m<sup>2</sup> housing the organisation and management support department.
- The 3<sup>rd</sup> floor of the building at 14 Tsimiski St., Thessaloniki with a surface area of 370 m<sup>2</sup> from which the Client Service Dept. operates.
- Storage facilities for the archive covering 380 m<sup>2</sup> approximately at 178 Kifisias Ave., Halandri, are also used.

By means of decision of the 9<sup>th</sup> Extraordinary General Meeting of shareholders on 24.10.2000 the Central Securities Depository purchased a building with a total surface area of 3,300 m<sup>2</sup> at the junction of Meier St. and Acharnon St. in order to gather all its departments, which are scattered throughout the other buildings. The building is currently being restored. The cost of the building was € 1,790,168.74 and was purchased from the

National Bank of Greece. The building is currently being renovated. The target is that the CSD's personnel will be transferred to the Company's new building by June 2003.

### Breakdown of turnover

The below contains a breakdown of turnover for the years 2002 and 2001 per activity:

Breakdown of CSD turnover (in € '000)	2001	2002
Fees from settling stock transactions	23,942	14,375
Fees from share capital increases	2,448	1,907
Transfers to magnetic storage media	498	680
Other services	731	689
<b>Total</b>	<b>27,619</b>	<b>17,651</b>

### Main intra-Group and third party contracts

#### *Contracts for the supply and maintenance of computer and electronic equipment contracts for software supply*

The Company has signed contracts with the following companies: BULL S.A.E., ERICSSON Swedish Telecommunications S.A., Logic Dis S.A., ORACLE HELLAS S.A., DATA ORDER and REDD, COMPAQ COMPUTERS Ltd., UNISYSTEMS, OPEN SOLUTION LTD, DECISION S.A., SISCO COM COMPUTER SYSTEMS S.A., RSS S.A., INFOQUEST S.A., ALPHA GRISIN INFOTECH S.A., K-NET and DATA MEDIA. The contracts relate to the procurement of software, IT security management systems, the procurement of computer equipment, hardware and software and the maintenance of the systems and equipment.

#### *Service Contracts with ALPHA BANK S.A.*

Pursuant to Article 20 (9) of Law 3632/1928 as in force today, the Company by means of the Service Contract dated 26.2.1997 and the Rider dated 5.2.1999, assigned the financial settlement of stock exchange transactions entered into to ALPHA BANK S.A. via the bank's automated system. The contract expires on 25.2.2006 and the bank's services are provided free of charge.

### Contracts concerning intangible assets

#### *Agreements covering software licences & access to the Dematerialised Securities System (DSS):*

The Company has developed and supports software which allows: a) the conversion of tangible securities listed on the ATHEX into dematerialised securities for companies listed on the exchange, b) the connection and operation of all ATHEX Members and Custodians to the DSS as prescribed by law and the ATHEX regulations, c) the monitoring of all manner of changes relating to transferable securities deriving from clearance of transactions and exercise of stock options for example and d) the preparation of investor data file covering investor trading activities.

Software user licences are issued by the company to all companies listed on the ATHEX, to all of ATHEX members and to Custodians (participants in the DSS) by means of relevant contracts and DSS Participation Contracts are signed by the company and all DSS participants (brokerage firms, custodians).

#### *Contract for the provision of services with the AxIAphone network and the AxIAweb net*

The Central Securities Depository is able to offer the investor two of the products from the range entitled AxIA Services, which relate to IT services concerning their Securities Accounts using a username and password given to the investor.

#### *Contract for the provision of online information via AXIALine*

This contract relates to the provision of online information to listed companies over the internet which during the first phase includes the information files received from the CSD being dispatched automatically to the companies.

#### **New Product Research & Development Policy**

During 2002, the Central Securities Depository, exploiting the potential offered by the Dematerialised Securities System and state of the art technologies and communications means, began providing a range of services aimed at investors and issuing companies.

#### *AxIALine Online updates for issuers*

In July 2002 the Depository began providing the AxIALine service which relates to the online provision of information to listed companies over the Internet. This information includes files from the CSD which are dispatched automatically to the companies with data on changes in the share registers, the share registers, shares lodged for options, fractional balances, shares lodged for participation in General Meetings, procedures which until today required to the physical presence of company representatives at its offices. The end goal is to do away with all forms of communication which today are done by exchanging documents and magnetic storage media and to replace this with a fully online system. 195 issuers have already been included in the system.

#### *Corporate bonds - Payment of corporate bond coupons*

Entry of dematerialised corporate bonds as well as clearance and settlement of transactions involving them on the Dematerialised Securities System began at the start of October 2001. Corporate bonds now appear in the investor accounts just as shares do, allowing investors to have a more rounded picture of their portfolio and enabling them to use all of it to provide margins, for borrowing purposes and so on. At the same time, clearance is done via DSS and not bilaterally between members of the ATHEX as was the case in the past, thus contributing to the development of the secondary bond markets.

In 2002 the Depository made the first coupon payment to investors via operators and their accounts undertaking calculation of the coupon payment for each investor as well as calculation, withholding and payment of the corresponding tax to the Greek State.

#### *Managing the Supplementary Fund*

By means of decision of the Hellenic Capital Market Commission the Depository was appointed administrator of the Supplementary Fund taking over complete administration on 1.1.2002 from ATHEX. Administration services relate to keeping participants' units and managing the cash assets of the Fund worth € 163.6 million generating income of € 36,000 for the company.

### *Greek state certificates*

By means of decision of the Minister of Finance and Economy and the ODDHX the Depository was charged with monitoring the retention of Special Savings Certificates (ETA) and treasury bonds and Greek state interest bearing notes via the DSS until their maturity. In return for such work the Depository collects a commission of 0.04% on the value of the issue entered in the DSS from the Greek state.

### *Dividend distribution*

Το Αποθετήριο έχει προτείνει την καταβολή μερίσματος, μέσω των χειριστών Σ.Α.Τ. στους επενδυτές. Στόχος είναι η λειτουργία αυτής της υπηρεσίας να ξεκινήσει έγκαιρα ώστε να καλύψει μερίσματα χρήσεως 2002, που θα διανεμηθούν τους επόμενους μήνες.

### *Alternative Operator Access (APIs)*

The services which will be provided in effect are online interconnections through which DSS operators will be able to communicate directly with the Depository's systems using their own computer systems and via them to have access to DSS procedures and operations.

The first APIs which mainly relate to opening investor accounts on the DSS were successfully used for the first ETA issue.

### *Managing work and document flows*

The objectives of this project mainly relate to a) rationalising existing procedures governing investor service, b) implementing the company's commission procedures and c) automating office work using the corporate intranet environment. The work and document flow management system is currently in pilot operation.

### *Pricing policy*

Following completion of the survey of services provided the Depository commissioned a study and drew up a new proposal on the pricing of those services which was sent to the Hellenic Capital Market Commission for approval of the new price rates.

### *Interconnection with foreign depositories*

The Central Securities Depository, thanks to its participation in international organisations, is closely monitoring developments on international capital markets. It is also working towards linking up the European depositories and is studying the means, procedure and harmonisation of the statutory framework in order to facilitate possible linkage.

## Athens Derivatives Exchange Clearing House S.A.

### Scope of Business

As provided for by Law 2533/97, which regulates the market for derivatives products and governs the foundation and operation of ATHEX (formerly ADEX), ADECH the Athens Derivatives Exchange Clearing House was established in May 1998 with registration number 40531/06/B/98/15 (Government Gazette 2533/19.5.1998).

ADECH's operations are significantly linked with those of ATHEX's derivatives market, not least because the aims of the company, according to Articles 10 and 11 of Law 2533/97, and according to Article 3 of its constitution are participation in agreements on derivatives products trading that are executed on ATHEX's derivatives market; the clearance and settlement of such transactions and other similar transactions carried out on other markets; ensuring the fulfilment of the obligations of parties involved in such agreements; and other related operations.

### Location of main premises

The company is based in rented offices in Athens at 23-25 Lekka Street.

### Breakdown of turnover

The table below contains a breakdown of turnover for the years 2002 and 2001 per activity:

Breakdown of ADECH Turnover (€ '000)	2001	2002
Income from services provided:		
Membership subscription fees	216	148
Income from annual subscriptions	429	553
Income from transaction commissions	2.336	3.057
<b>Total</b>	<b>2.981</b>	<b>3.758</b>

### Main intra-Group and third party contracts

The Company together with ATHEX's derivatives market (formerly ADEX) signed a contract on 15/11/99 with Systems Development and Capital Market Support S.A. by virtue of which the latter undertook to provide (qualitative and quantitative) support services to the first two parties.

The fee for this project was agreed at € 585,566.02 plus 18% VAT for each year that contract is in effect.

The contract was initially for two years commencing on 1/1/1999. The contract was renewed on 31.12.2002.

### New product research and development policy

#### Stock Futures

Considering the good performance of transactions involving stock futures from the commencement of trading of the product in November 2001, two other stock futures (ALPHA, INTKA) began trading during

2002. These met the necessary criteria of liquidity, merchantability and adequate spread, which were laid down in the study prepared.

#### *Stock Repos - stock reverse repos*

In order to allow investors to effectively offset risk and to achieve arbitrage using futures traded on equity indexes, stock repos and stock reverse repos based on eight new underlying securities were introduced for trading which participate or participated in the development of two high and mid cap indexes. Repos and stock reverse repos based on the stocks of the companies Motor Oil, Alpha Leasing, Chipita, Vovos, Sex Form, the Public Power Corporation, OPAP and Elais were introduced.

#### *Repurchase agreements*

Based on the know-how from the introduction of repurchase agreements, it is possible to support functions on the underlying market using derivatives. More specifically, to this end a new repurchase agreement was introduced in order to support the institution of market maker in the equities markets, an institution that contributes to increasing liquidity in shares.

#### *Stock options*

During the third quarter of 2002, virtual sessions for new stock options were commenced and successfully completed. These options are American-style, with certificates being physically delivered. In conjunction with existing stock futures, these products are expected to be the cutting edge of the derivatives market in terms of participation by private investors. In order to adapt our markets to these new tools, a certain period of time must pass and type B market maker must be employed so as the necessary liquidity is acquired.

#### *Exchange rate derivative products*

Seeking to expand the products provided to investors, futures and options based on exchange rates have been developed and introduced (mainly using the EUR / USD exchange rates). It is expected that these products will be traded during the first half of 2003.

#### *Strategic collaboration with Market Access System Providers*

In order to provide reliable, online access to members and investors, during 2002 a strategically important collaboration began for the derivatives market. Collaboration with GLTrade, which has a worldwide network with more than 400 members and which provides software for trading derivatives and shares on various markets, seeks to develop the market and attract members and investors from abroad. Access by investors both in terms of order routing and costs (telecommunications connection costs) is made easier using the GL Trade private network (GL Net) which connects members from different countries within Europe and worldwide. This collaboration is expected to contribute to an increase in the volume of transactions with the participation of investors from abroad in the market via members in Greece. Similar collaborations with other online market access system providers are also planned.

## Systems Development and Capital Market Support S.A.

### Scope of Business

'Systems Development and Capital Market Support S.A.' (ASYK) was founded in 1995 (Government Gazette 5612/29.9.1995) with the objective of modernising the capital market.

ASYK's activities include:

- Management of projects for the development, organisation and operation of capital market players as well as projects for the development of IT and network infrastructure.
- Preparation of studies on IT and financial issues in order to improve IT system infrastructure and networks and the legislative regulatory framework within which the capital market operates.
- Management and operation of modern IT systems and networks as well as support for operations of capital market players on a daily basis.
- Provision of digital certification (PKI CA) services.
- Design, development, sale, maintenance and technical support of software products.
- Provision of consultancy services.

Combining its considerable technical know-how and experience developed in the financial and IT sectors, ASYK has implemented a range of infrastructure projects which have contributed substantively to modernisation of the capital market,

### Location of main premises

The company is based in rented offices covering a total surface area of 1,091.32 m<sup>2</sup> located a) on the first five floors of the building at 29 Praxitelous St., covering 741.32 m<sup>2</sup> and b) on the second and third floor of the building at 9 Evripidou St., covering 350 m<sup>2</sup>.

### Breakdown of turnover

The table below contains a breakdown of turnover for the years 2001 and 2002 per activity:

Breakdown of ASYK turnover	2001	2002
(€ '000)		
Sale of services		
income from designs	40	
income from project management	1.700	1.830
income from computer software	777	518
income from daily operations of ATHEX	2.968	3.000
income from the supply of support services to ATHEX	73	32
sale of third party products	88	65
Total	5.648	5.445

### Main intra-Group and third party contracts

The tables below present the main contracts entered into by ASYK and third parties and other companies in the Group.

#### Contracts with third parties - Income

Description of Contract	Commencement	Expiry	Cost of Contract (in €)
Sale and maintenance of products from MarketVision (SMART) to FORTHNET S.A.	1.10.2002	31.12.2003	91.402,19
PROVISION OF DATA FEED SERVICES (MEDIATEL)	11.1.2001	31.3.2002	34.413,06
PROVISION OF DATA FEED SERVICES (PREMIUM)	28.11.2000	28.11.2003	36.316,95
PROVISION OF DATA FEED SERVICES (OMNICOM)	20.12.2000	20.12.2003	15.725,90
Sale and maintenance of the products MarketOffice, MarketOrder, MarketPosition		Yearly renewed	113.362,55
Determination and coverage of network and computer needs of Hellenic Capital Market Commission	15.3.2002	-	29.360,00
Technical and Computer support for the Hellenic Capital Market Commission	1.1.2002	31.12.2003	290.976,00
On call technical support services to third parties		Yearly renewed	10.078,65

#### Contracts with third parties - Expenses

Description of Contract	Duration	Cost of Contract (in €)
Christodoulou & Sioulis - legal support for establishing infrastructure and provision of PKI/CA services	1.7.2001 - 25.3.2002	29.374,03
Christos Sioulis legal support for upgrading and and extending digital certification services provided	21.11.2002 - 28.2.2003	14.500,00
Maria Tzafou IT support for design and implementation/ development of an IT system (MarketVision-Order)	1.9.2002 - 28.2.2003	12.500,00
Petrakopoulos (MELLON) System establishment (Public Key Infrastructure)	1.1.2002 - 31.12.2002	106.052,07
NEUROSOFT S.A. Maintenance of ODL software	1.11.2001 - 31.10.2002	10.564,93
RELATIONAL TECHNOLOGY provision maintenance and support of business objects products	1.10.2002 - 30.9.2003 (renewable / year)	18.171,00
DELOITTE & TOUCHE Provision of consultancy and auditing services for establishment of the PKI/CA system	4.2.2002 - Indefinite	19.500,00
FORTHNET S.A. Provision of network services	17.9.2002 - 16.9.2005	5.361,62
HELLAS ON LINE Provision of internet access services & connection management via leased line	1.10.2002 - 30.9.2005	19.897,41
ORACLE Hellas S.A.-Provision of consultancy and technical support services	29.3.2002 - 30.4.2002	Per project
INTERSYS S.A. Photocopier technical support agreement	18.3.2002 - 17.3.2003	530,30
Atlas Security Systems technical support	1.1.2002 - 31.12.2002 (renewable / year)	847,69
S.C. SERVICES S.A. Private cleaning agreement	Renewable every year	25.764,36



Description of Contract	Duration	Cost of Contract (in €)
Emphasis IT systems S.A.	Renewable every year	1.936,00
accounting office software product support agreement	Renewable every year	2.077,84
DATA ORDER User licence for WINDOWS, MS OFFICE	28.9.2001 - 30.9.2004	24.124,50
	Second Year	27.118,90
	Third Year	27.118,90

#### Contracts with Athens Exchange - Income

Description of Contract	Commencement	Expiry
SUPPORT TO LISTED SECURITIES AND TRANSACTIONS DIVISION	1.1.2001	30.10.2002
UPDATE OF ATHEX WEBSITE	1.1.2002	31.12.2002
STATISTICAL SUPPORT FOR ATHEX INFORMATION DISSEMINATION DEPARTMENT	14.4.1998	Indefinite
MANAGEMENT AND OPERATION OF ATHEX NETWORK INFRASTRUCTURE	1.1.2002	31.12.2002
MANAGEMENT AND OPERATION OF OASIS / ATHEX	6.1.2002	31.12.2002
MANAGEMENT AND OPERATION OF EQUITIES SUBSYSTEM ON OASIS	6.1.2002	31.12.2002
MANAGEMENT AND OPERATION OF ODL SERVICE	6.1.2002	31.12.2002
CORRECTIVE AND DEVELOPMENTAL MAINTENANCE OF OASIS	6.1.2002	31.12.2002
MANAGEMENT & SUPPORT OF FTSE ASE INDEXES	1.1.2002	31.12.2002
MAINTENANCE OF TRANSACTION SUPERVISION SYSTEM	21.2.2002	31.12.2002
PROVISION OF SECRETARIAL SUPPORT SERVICES	1.1.2002	31.12.2002
PROVISION OF PKI SERVICES AND MANAGEMENT OF DATABASES IN THE HERMES PROJECT	1.10.2001	Indefinite
EXPANSION OF STATISTICAL AND INFORMATION SYSTEM	30.4.2002	31.12.2002
CREATION & OPERATION OF ATHEX APPLICATION	1.1.2002	31.12.2002
INSTALLATION MECHANISM ON DHS		
MANAGEMENT AND OPERATION OF ATHEX'S TELEPHONY INFRASTRUCTURE	1.1.2002	31.12.2002

#### Contracts with ADECH

Description of Contract	Commencement	Expiry
PROVISION OF SERVICES TO ADECH	1.1.2002	31.12.2002

#### Contracts with HELEX

Description of Contract	Commencement	Expiry
PROVISION OF EMPLOYEE SERVICES	13.5.2002	12.8.2002

#### Contracts with TSEC

Description of Contract	Commencement	Expiry
TECHNICAL & COMPUTER SUPPORT	1.8.2002	31.7.2003
DEVELOPMENT & OPERATION OF TSEC WEBSITE	11.6.2001	Completion of project

### **New product research and development policy**

During 2002 ASYK S.A. continued the dynamic development of products, which it created for the main capital market players throughout the entire previous period. The company has developed a series of products for companies in the Group and a suite of applications for members of ATHEX and also for investment firms and investors which consists of 5 specialised products: MarketOffice, MarketOrder, MarketPosition, MarketVision and MarketReport.

Each one of the above applications aims to cover different needs of market players. The objective of ASYK S.A. was and remains the continuous research of the needs and contemporary requirements of the capital market, by skilled executives of the company, so that its products remain state-of-the-art on the basis of evolving requirements arising in a rapidly changing business environment.

During 2002 installation of the Public Key Infrastructure system (PKI) was completed and ASYK operates as a certification authority (CA Provider) on the basis of Presidential Decree 150/2001. The PKI system and CA services provided by ASYK relate to the issue, revocation and renewal of electronic identity cards or digital Ids, secure server applications and other uses depending on customers' needs for applications. Initially the PKI/CA services will support operation of ATHEX's "Hellenic Exchanges Remote Messaging System" (H.E.R.M.E.S) system, while the company's objective is further expansion of its customer base outside the HELEX Group.

At the same time the company also expanded its activities outside the Greek capital market by transferring know-how and providing consultancy services and IT systems to the Belgrade Stock Exchange as part of the project to develop the capital market in Serbia.

The study of trends on the Greek and international capital market as well as the development of new applications to meet new circumstances is an ongoing procedure which allows ASYK to provide state-of-the-art, integrated and competitive solutions.

## Thessaloniki Stock Exchange Centre S.A.

### Scope of business

The Thessaloniki Stock Exchange Centre (TSEC) was established in September 1995 (Government Gazette 5493/25.9.1995). The company is based in the City of Thessaloniki with company registration number 34189/62/B/95/226.

TSEC provides services at ATHEX's branch office in Thessaloniki to the investing public and to companies intending to list their shares. At the same time, it also provides training and information services while promoting and supporting the development of the Greek market of Emerging Capital Markets (EAGAK), develops know-how relating to emerging markets and new Stock Exchange markets.

### Location of main premises

The company is housed in its own two-storey building, total area 1,312.16 m<sup>2</sup>, at 16-18 Katouni St., which was purchased on 26-6-1997 from the Macedonia Thrace Bank for the sum of € 2,494,000 where the management, public relations and customer service, computerisation, and derivative operations development departments are located. Moreover, as of 1 January 2001 the Thessaloniki Stock Exchange Centre has rented offices covering 332.5 m<sup>2</sup> on the 7<sup>th</sup> floor of 14 Tsimiski St. housing the accounts office, the personnel, financial analyses and budget departments and the listing department (for the main, parallel and NEHA markets) as well as the operations support department for the Greek Market of Emerging Capital Markets (EAGAK).

### Breakdown of turnover

The table below contains a breakdown of turnover for the years 2001 and 2002 per activity.

Breakdown of TSEC turnover (in € '000)	2001	2002
Income from stock exchange transactions	549	320
Income from feeds to vendors	2	2
Income from the supply of services related to the Smart* programme (stock market in real time)	94	17
Income from the sale of statistical data	1	1
Income from brokerage firm access fees to the TSEC transactions floor	9	12
Other income from brokerage firms	26	7
Income from the sale of the daily price bulletin	1	1
Sundry income - income from seminars	29	26
Income from listed companies on ATHEX	55	45
Income from events		26
Subsidies from OAED		1
Income from renting out seminar rooms	21	14
Income from advertising	8	
<b>Total</b>	<b>778</b>	<b>472</b>

### Main intra-Group and third party contracts

The main contracts signed by the Thessaloniki Stock Exchange Centre and companies in the Group and third parties are as follows:

Contract with	Duration	Scope
ASYK S.A.		Creation of TSEC website
ASYK S.A.	Annual	Computer and technical support
ATHEX S.A.	Open ended	TSEC income from examining potential company files for listing
Capital Market Training Centre	Open ended	Organising training seminars
Climamechniki Ltd	Annual	Air conditioning device maintenance
Hellenic Post	Annual	Mass dispatch of mail
Altec S.A.	Annual	Capital & Payroll support
Ministry of Foreign Affairs	18 months from 1.1.2003	Financing agreement as part of the programme to develop the capital market in the developing countries of SE Europe, Black Sea and Middle East

### New product research and development policy

#### *The Greek Market of Emerging Capital Markets (EAGAK)*

Law 2533/97 and the decisions of the Ministry of Finance and Economy issued pursuant to it, and those of the Hellenic Capital Market Commission and the Exchange completed the statutory framework for the creation of EAGAK, which is supported by the Thessaloniki Stock Exchange Centre and whose objective is to trade Greek Certificates (ELPIS), shares in emerging markets capital funds (EASE) and shares in emerging market portfolio management companies (ECSD) which have been established.

Greek certificates (ELPIS) are the Greek version of the well-known GDR (Greek Depository Receipts). ELPIS are marketable securities representing shares which have been issued by Balkan companies or companies in other emerging countries which are issued by Greek banks that purchase the shares of companies in those countries, acting as sponsor for the issue.

The operation of an ECSD is similar to that of a mutual fund with the basic difference being that ECSD shares are listed on a stock exchange for trading.

EASE are special investment portfolio companies in the sense that they mainly invest in emerging markets. EASE may be established from the outset as such or be converted to such from any another public limited company with the exception of investment portfolio companies.

#### *Provision of know-how to emerging capital markets*

The TSEC, following approval by the Ministry of Foreign Affairs of its proposal to provide technical assistance to 12 Stock Exchanges in emerging economies in the wider region, has entered into a new area of activity while at the same time expanding international collaborations both for itself and for the HELEX Group. Implementation of the programme allows the TSEC to participate in international calls for tenders under better terms which relate to technical assistance to emerging countries in the capital market sector.

## Annexes

Balance Sheets - Notes

Pending lawsuits

**MANAGEMENT REPORT OF THE B.o.D. OF THE SOCIETE ANONYME**  
**"HELLENIC EXCHANGES HOLDINGS S.A."**  
**AND ITS SUBSIDIARY COMPANIES**  
**"ATHENS EXCHANGE S.A.,"**  
**"CENTRAL SECURITIES DEPOSITORY S.A.,"**  
**"ATHENS DERIVATIVES EXCHANGE CLEARING HOUSE S.A.,"**  
**"SYSTEMS DEVELOPMENT AND CAPITAL MARKET SUPPORT S.A.,"**  
**AND "THESSALONIKI STOCK EXCHANGE CENTRE S.A."**  
**Register of Companies N. 45688/06/B/00/30**  
**TO THE ANNUAL GENERAL ASSEMBLY OF SHAREHOLDERS REGARDING THE RESULTS**  
**OF PERIOD BEGINNING ON 01-01-2002 AND ENDING ON 31-12-2002**

Dear Shareholders,

In accordance with article 107 of Codified law 2190/1920, as it was replaced by article 35 of Presidential Decree 409/86, we submit the consolidated financial statements of the Company for the period beginning on 01/01/2002 and ending on 31/12/2002 with our comments to the General Assembly for its approval. The companies participating in the consolidation, as well as the percentage our Company owns of each, are listed in detail in the consolidated attached appendix.

The provisions of Codified Law n. 2190/1920, article 101 to 107, were applied in the preparation of the consolidated financial statements of this operation period, so as to present the actual image of the asset structure, the financial position and the operating results of the consolidated companies.

The period ended on 31.12.2002 is the second period of operation of "HELLENIC EXCHANGES HOLDINGS S.A" as the head (parent) company while up to the 1999 period the Group's head company was "ATHENS STOCK EXCHANGE S.A."

The consolidation was made through the total consolidation method for all consolidated companies.

## **1.PROGRESS OF THE COMPANY'S OPERATIONS**

The following points deriving from the consolidated results of the HELEX Group of companies are noted:

- The turnover amounts to 51,013,851.90 Euro as opposed to 78,897,320.10 Euro for the preceding period.
- The gross profit margin amounts to 21,514,053.61 Euro as opposed to 45,433,342.47 Euro for the preceding period.
- The operating expenses amount to 21,226,183.94 Euro as opposed to 24,882,566.86 Euro for the preceding period.
- The total finance income amounts to 9,916,482.73 Euro as opposed to 16,019,781.87 Euro for the preceding period.
- The provisions for the depreciation of participations and securities amount to 31,320,303.52 Euro as opposed to 2,890,358.52 Euro for the preceding period.
- The participations and securities expenses and losses amount to 103,717.64 Euro as opposed to 126,182.37 Euro for the preceding period. Credit interest and related expenses amounts to 24,230.98 Euro as opposed to 25,469.30 euro for the preceding period.
- The total operating results amount to - 20,760,960.53 Euro as opposed to 33,971,986.29 Euro for the preceding period.
- The extraordinary results amount to 643,808.78 Euro as opposed to 218,318.46 for the preceding period.
- The total depreciation of tangible assets for the period amounts to 14,087,233.26 Euro as opposed to 21,162,977.36 Euro for the preceding period.
- The total depreciation has been incorporated into the operation cost for this period while 5,389,118.44 additional depreciation not included in the operations costs were accounted for in the preceding period.
- The Group's net result before taxes and after the deduction of the minority share percentage amounts to - 20,217,124.85 Euro as opposed to 25,578,529.92 Euro for the preceding period.

## **2.FINANCIAL POSITION OF THE COMPANY**

The basic financial statement items are noted below:

- The working capital on 31/12/2002 amounted to 190,802,899.99 Euro as opposed to 272,169,515 on 31/12/2001.
- The HELEX Group's own equity shares amounted to 233,458,897.67 Euro or 90.01% of total assets as opposed to

247,976,680.60 or 72.74% of total assets on 31/12/2001.

- The Groups liabilities, long and short term, amount to 12,720,644.82 Euro as opposed to 34,668,622.33 Euro on 31/12/2001.
- The debt to equity ratio amounts to 0.11:1 against 0.36:1.
- The general liquidity ratio amounts to 16.03:1 against 8.65:1 for the preceding period.
- The current liquidity ratio amounts to 14.63:1 against 7.99:1 for the preceding period.

### 3. OTHER IMPORTANT INFORMATION FOR THE PERIOD FOLLOWING 31/12/2002

From the period end until the preparation date of this statement no events occurred which are able to significantly influence the Company's financial position.

### 4. ANTICIPATED COURSE OF THE COMPANY

The conditions prevailing in stock markets in Greece as well as abroad, affected the HELEX Group's financial position and profits to a great extent during the period that ended on 31/12/02. The Consolidated turnover was dependent by approximately 48% on the transaction value of stocks traded on the Athens Exchange, for the period that ended. During the first two months of this year, the average daily stock transaction value at the ATHEX amounted to 64 million Euro per day as opposed to 111 million Euro for the corresponding period of 2002. This change amounts to approximately 42%.

The consolidated turnover of the HELEX group is dependent to a great degree upon factors which it cannot influence as they are connected to the progress of the Greek capital market, and which are in turn influenced by a series of factors, such as the financial figures of the listed companies, the fundamental macroeconomic figures of the Greek economy as well as the developments on the international capital markets.

In contrast to income, concerted efforts are made to reduce expenses in order to limit the negative effects of the adverse market developments on the Group's financial results.

During this financial period, a concerted effort was made to limit the group's operational expenses which resulted in a 14% decrease in operation costs before depreciation, while if the depreciation are included in the operation costs, this decrease amounts to 13%.

Following the aforementioned, Messrs. Shareholders, kindly approve the Company's financial statements for the second financial period which ended on 31/12/2002.

Athens, February 27, 2003  
THE BOARD OF DIRECTORS

Exact Copy

The President of the B.o.D.  
Panayotis Alexakis

We certify that this report, comprised of three (3) pages, is the same report mentioned in the Inspection Certificate of February 27, 2003.

Athens, February 27, 2003  
THE CERTIFIED AUDITORS ACCOUNTANTS

Nikolaos G. Moustakis  
ICAA Registrationn. 13971

SOL-ERNST & YOUNG S.A.

Dimitrios II. ZIAKAS  
CAA Registrationn. 10631

**HELLENIC EXCHANGES HOLDING SA**  
**GREEK GAAP CONSOLIDATED BALANCE SHEET AS AT 31.12.2002**  
**2nd CORPORATE FINANCIAL YEAR**  
**(PERIOD JANUARY 1st - DECEMBER 31st 2002)**

**ASSETS**

	As at 31 December 2002 (in euro)			As at 31 December 2001 (in euro)		
	Acquisition Value	Depreciation	Net Book Value	Acquisition Value	Depreciation	Net Book Value
<b>B. FORMATION EXPENSES</b>						
1. Incorporation expenses	5.205.668,85	4.676.526,01	529.142,84	5.205.668,85	4.196.971,45	1.008.697,40
4. Other formation expenses	<u>30.243.146,97</u>	<u>22.147.449,93</u>	<u>8.095.697,04</u>	<u>25.967.522,96</u>	<u>18.025.347,49</u>	<u>7.942.175,47</u>
	<u>35.448.815,82</u>	<u>26.823.975,94</u>	<u>8.624.839,88</u>	<u>31.173.191,81</u>	<u>22.222.318,94</u>	<u>8.950.872,87</u>
<b>C. FIXED ASSETS</b>						
<b>I. Intangible assets</b>						
1. Research and development	<u>12.850.437,39</u>	<u>12.850.437,39</u>	-	<u>11.154.912,82</u>	<u>11.154.912,82</u>	-
<b>II. Property, Plant &amp; Equipment</b>						
1. Land	23.597.068,46	-	23.597.068,46	3.093.449,87	-	3.093.499,87
3. Buildings and installations	10.710.376,66	3.906.750,50	6.803.626,16	9.178.923,15	2.841.143,97	6.337.779,18
4. Machinery, related installations and other mechanical equipment	1.214.881,81	988.928,65	225.953,16	1.214.171,17	888.410,48	325.760,69
5. Transportation equipment	167.883,26	78.742,20	89.141,06	167.627,62	59.846,22	107.781,40
6. Furniture and fixtures	36.222.606,01	27.885.989,72	8.336.616,29	35.329.242,56	21.485.943,88	13.843.298,68
7. Construction in progress and advances	<u>4.527.577,07</u>	-	<u>4.527.577,07</u>	<u>5.062.895,15</u>	-	<u>5.062.895,15</u>
	<u>76.440.393,27</u>	<u>32.860.411,07</u>	<u>43.579.982,20</u>	<u>54.046.359,52</u>	<u>25.275.344,55</u>	<u>28.771.014,97</u>
TOTAL (CI + CII)	<u>89.290.830,66</u>	<u>45.710.848,46</u>	<u>43.579.982,20</u>	<u>65.201.272,34</u>	<u>36.430.257,37</u>	<u>28.771.014,97</u>
<b>III. Investments and other long-term receivables</b>						
1. Investments in affiliates			2.047.780,95			2.047.780,95
2. Investment in other companies			147.844,36			147.843,58
7. Other long-term receivables			<u>242.365,79</u>			<u>214.899,77</u>
			<u>2.437.991,10</u>			<u>2.410.524,30</u>
<b>TOTAL LONG TERM ASSETS (CI+CII+CIII)</b>			<u>46.017.973,30</u>			<u>31.181.539,27</u>
<b>D. CURRENT ASSETS</b>						
<b>I. Stocks</b>						
1. Merchandise			<u>37.117,61</u>			<u>114.670,21</u>
<b>II. Receivables</b>						
1. Trade Receivables		3.417.894,79			5.395.241,17	
Less: Provision for Bad Debt		<u>15.371,51</u>	3.402.523,28		<u>15.371,48</u>	5.379.869,69
3a. Cheques receivable (postdated)			5.548,20			448.217,50
6. Amounts due from affiliates			-			252.238,65
7. Claims against management			-			11.005,14
9. Long term receivables in the next period.			-			22.123,23
10. Doubtful receivables		32.319,60			22.123,23	-
Less: provision for doubtful debt		<u>22.123,23</u>	10.196,37		<u>22.123,23</u>	-
11. Other receivables			14.347.965,21			16.572.587,71
12. Accounts for advances and credits			<u>10.450,23</u>			<u>4.306,52</u>
			<u>17.776.683,29</u>			<u>22.668.225,21</u>
<b>III. Investments</b>						
1. Shares	81.479.565,00			82.128.396,10		
2. Bonds	274,80			274,80		
3. Other Securities	106.857.654,84	188.337.494,64		192.334.050,54	274.462.721,44	
Less : Provision for impairment in value		<u>33.904.779,58</u>	<u>154.432.715,06</u>		<u>3.557.353,53</u>	<u>270.905.367,91</u>
<b>IV. Cash and cash equivalents</b>						
1. Cash on hand			14.590,77			35.206,93
3. Current and time deposits			<u>31.233.043,29</u>			<u>5.883.796,00</u>
			<u>31.247.634,06</u>			<u>5.919.002,93</u>
<b>TOTAL CURRENT ASSETS (DI+DII+DIII+DIV)</b>			<u>203.494.150,02</u>			<u>299.607.266,26</u>
<b>E. PREPAYMENTS &amp; ACCRUED INCOME</b>						
1. Prepaid Expenses			308.241,41			114.854,35
2. Accrued income			<u>916.102,61</u>			<u>1.049.453,20</u>
			<u>1.224.344,02</u>			<u>1.164.307,55</u>
<b>TOTAL ASSETS (B+C+D+E)</b>			<u>259.361.307,22</u>			<u>340.903.985,95</u>
<b>MEMO ACCOUNTS</b>						
1. Third Party Assets			0,84			256,51
2. Guarantees and collateral securities			236.577.421,47			345.674.420,43
4. Other memo accounts			<u>1.281.356,00</u>			<u>1.401.400,38</u>
			<u>237.858.778,31</u>			<u>347.076.077,32</u>



## SHAREHOLDERS' EQUITY AND LIABILITIES

	As at 31 December 2002 (in euro)	As at 31 December 2001 (in euro)
<b>A. SHAREHOLDERS' EQUITY</b>		
<b>I. Share capital</b>		
1. Paid in capital (71.088.173 shares of €5,05 each)	<u>358.995.273,65</u>	<u>294.199.198,35</u>
<b>II. Share premium account</b>		
1. Paid in share capital	<u>96.111.968,41</u>	<u>47.094.395,23</u>
<b>III. Revaluation Reserves-Subsidies</b>		
1. Difference in value of investment in securities and affiliates	93.524,83	244,75
3. Subsidies for investments in fixed assets	<u>346.932,37</u>	<u>872.444,79</u>
	<u>440.457,20</u>	<u>872.689,54</u>
<b>IV. Reserves</b>		
1. Statutory reserve	2.734.337,31	2.649.959,96
Less: Loss from sale of investments	28.326.883,61 (25.592.546,30)	231.564,50
3. Special reserves	10.949,86	2.418.395,46
5. Tax free reserves under special laws	7.247.725,34	10.867,33
6. Treasury Stock	(28.955.995,80)	6.725.195,72
Less: Reserve for Treasury Stock (prior years)	<u>(7.217.196,80)</u>	<u>(21.738.799,00)</u>
	<u>(40.072.670,10)</u>	<u>9.154.458,51</u>
Difference arising from Consolidation	<u>(265.093.463,69)</u>	<u>(170.954.159,88)</u>
<b>V. Results brought forward</b>		
Profit brought forward	101.990.746,34	46.555.096,28
less: Consolidation Revaluations	<u>18.913.414,14</u>	<u>(21.055.002,57)</u>
<b>Total Shareholders' capital and reserves (AI+All+Alll+AlV+AV)</b>	<u>233.458.897,67</u>	<u>247.976.680,60</u>
<b>IX. Minority Interest</b>	<u>9.459.959,49</u>	<u>53.696.036,61</u>
<b>Total capital and reserves (AI+All+Alll+AlV+AV+AlX)</b>	<u>242.918.857,16</u>	<u>301.672.717,21</u>
<b>B. PROVISIONS</b>		
1. Provisions for staff leaving indemnities	1.304.582,09	1.157.056,28
2. Other provisions	<u>1.269.902,19</u>	<u>1.703.616,81</u>
	<u>2.574.484,28</u>	<u>2.860.673,09</u>
<b>C. LIABILITIES</b>		
<b>I. Long-term liabilities</b>		
8. Other long term liabilities	<u>29.394,79</u>	<u>13.674,58</u>
<b>II. Short-term liabilities</b>		
1. Trade payables	2.525.248,52	3.345.908,94
2a. Cheques Payable	-	5.482,01
4. Advances from Customers	91.392,68	215.208,26
5. Taxes and Duties Payable	7.972.534,27	12.616.552,14
6. Social insurance	661.295,49	660.280,14
9. Amounts due to affiliates	-	1.760.947,57
10. Dividends payable	58.236,63	12.645.021,47
11. Other liabilities	<u>1.382.542,44</u>	<u>3.405.547,22</u>
Total Liabilities (CI+CII)	<u>12.691.250,03</u>	<u>34.654.947,75</u>
<b>TOTAL LIABILITIES (CI+CII)</b>	<u>12.720.644,82</u>	<u>34.668.622,33</u>
<b>D. ACCRUALS AND DEFERRED INCOME</b>		
1. Deferred income	39.562,05	106.486,73
2. Accrued expenses	<u>1.107.758,91</u>	<u>1.595.486,59</u>
	<u>1.147.320,96</u>	<u>1.701.973,32</u>
<b>TOTAL SHAREHOLDER'S EQUITY AND LIABILITIES (A+B+C+D)</b>	259.361.307,22	340.903.985,95
<b>MEMO ACCOUNTS</b>		
1. Owners of 3rd party property	0,84	256,51
2. Credit balance of guarantees given & pledged securities	236.577.421,47	345.674.420,43
4. Other memo accounts	<u>1.281.356,00</u>	<u>1.401.400,38</u>
	<u>237.858.778,31</u>	<u>347.076.077,32</u>

## GREEK GAAP INCOME STATEMENT

(Period 1/1-31/12/2002)

	For year ended 31 December 2002 (in euro)		For year ended 31 December 2001 (in euro)	
<b>I. Operating results</b>				
Sales proceeds		51.013.851,90		78.897.320,10
<b>Less:</b> Capital Market Commission				
Law 2471/97 article 97d	1.234.883,64		1.971.890,04	
Cost of sales	28.264.914,65	29.499.798,29	31.492.087,59	33.463.977,63
		21.514.053,61		45.433.342,47
<b>Add:</b> 1. Other operating income		482.939,21		443.439,00
<b>Total</b>		21.996.992,82		45.876.781,47
<b>LESS:</b> 1. Administrative expenses	13.097.330,38		14.369.026,96	
2. Research & development	2.378.696,71		3.055.435,07	
3. Selling and distribution expenses	5.750.156,85	21.226.183,94	7.458.104,83	24.882.566,86
<b>Operating profit</b>		770.808,88		20.994.214,61
<b>ADD:</b> 2. Income from investment in securities	9.632.523,83		14.426.444,58	
3. Gains from sale of investments	58.844,50		201.584,82	
4. Interest and related income	225.114,40		1.391.752,47	
	9.916.482,73		16.019.781,87	
<b>LESS:</b> 1. Devaluation accrual on investments in securities and affiliates	31.320.303,52		2.890.358,52	
2. Losses from sale of investments	103.717,62		126.182,37	
3. Interest & other related expenses	24.230,98	31.448.252,14 (21.531.769,41)	25.469,30	3.042.010,19
Income before extraordinary items		(20.760.960,53)		12.977.771,68
				33.971.986,29
<b>II.ADD: Exceptional results</b>				
1. Exceptional and non-operating income	727.911,99		1.402.156,40	
2. Exceptional gains	12.920,21		48.552,50	
3. Income from prior years	104.546,04		1.056.282,86	
4. Income from prior years provisions	222.796,09		181.796,16	
	1.068.174,33		2.688.787,92	
<b>Less:</b>				
1. Exceptional & non-operating expenses	152.578,77		23.301,83	
2. Exceptional losses	42.130,59		39.135,00	
3. Prior year's expenses	229.092,73		2.327.074,39	
4. Provisions for exceptional items	563,46	424.365,55	80.958,24	2.470.469,46
<b>Income after exceptional items</b>		643.808,78		218.318,46
		(20.117.151,75)		34.190.304,75
<b>LESS:</b>				
Total depreciation	14.087.233,26		21.162.977,63	
Depreciation included in operating costs	14.087.233,26	0,00	15.773.859,19	5.389.118,44
<b>INCOME BEFORE TAX</b>		(20.117.151,75)		28.801.186,31
<b>Less: Minority Interest</b>		99.973,10		3.222.656,41
<b>NET RESULT AFTER TAX AND MINORITY INTEREST</b>		(20.217.124,85)		25.578.529,90

## NOTES

a. The above consolidated financial statements include the companies: Hellenic Exchanges Holding SA (parent), Athens Exchange SA with a percentage of 98,87% (direct and indirect), Central Securities Depository SA with a percentage 69,88% (direct and indirect), ATHENS DERIVATIVES EXCHANGE CLEARING HOUSE S.A. with a percentage of 98,11% (direct and indirect), SYSTEMS DEVELOPMENT and SUPPORT HOUSE OF CAPITAL MARKET S.A. with a percentage of 98,33% (direct and indirect), and THESSALONIKI STOCK EXCHANGE CENTER S.A. with a percentage of 99,44% (direct and indirect).

The consolidation was performed according to the method of "Full Consolidation" according to the provisions of articles 90 up to 109 of the Codified Law 2190/1920 (Companies Act for Greece)

b. Concerning the subsidiaries there are judicial claims pending for payment of various amounts, of a total amount of approximately €16,94 million. Part of these claims, the amount of €12,65 million approximately concern the case of Katsoulis Stockbrokers S.A. These claims are also filed against the Athens Stock Exchange Mutual Guarantee Fund which according to law, is responsible to compensate investors in case a Brokerage Firm goes bankrupt. The company estimates that there will be no significant consequences from the outcome of these cases. Noted that decisions have been already handed down, rejecting three of the above said pending lawsuits totalling € 10.26 million

c. During 2002 the merger by acquisition of the company Athens Derivatives Exchange SA by the company Athens Stock Exchange SA, as determined by the General Assembly of the shareholders of the company

d. No real claims exist on the company's fixed assets.

e. The amounts of the current year are not comparable to the prior year, as the prior year period is 29.03.2000 to 31.12.2001 (parent)

f. The personnel employed at 31.12.2002 were 591.

g. The parent company is currently being audited by the tax authorities for the first over 12 months financial year, the results of which were not finalized at the date of this balance sheet. The company Athens Exchange SA has been audited by tax authorities up to 1998 and for the merged Athens Derivatives Exchange SA up to year 1999. The companies Central Securities Depository and Thessaloniki Stock Exchange Centre SA have been audited up to year 2000, Systems Development & Capital Market Support SA and are undergoing a tax audit up to year 2001, while Athens Derivatives Exchange Clearing House SA has not been audited since its incorporation. Thus the groups tax liabilities are not yet finalized.

h. The prior year depreciation of the formation expenses were calculated with a rate of 100%, while in the current year they were calculated with a rate of 20%. If the company calculated depreciation like in the prior period, the expense would affect the profit and loss account by an extra 3 million euros.

i. In 2002 the amount of € 410,437.79 was transferred directly from the account "Dividends Payable" to the credit of the account "Profits Brought Forward". This amount concerns the treasury stock dividends of the price year.

j. The company's revenue by STAKOD-91 is analysed as follows: Revenues (through subsidiaries) a) 671.1 "Administration of Capital Market" of amount € 49,625.291,49 and b) "Consultation and Software Supplies" of amount € 1.338.560,41

Athens 27, February 2003

Chairman

Managing Director

Accounting Manager

P. Alexakis

G. Manalis

D. Kontogiannis

## AUDITORS REPORT

### To the Shareholders of Hellenic Exchanges Holding SA

We have audited pursuant to the provisions of article 108 of the Corporate Law 2190/1920 "The Companies Act of Greece", the second consolidated balance sheet and the consolidated profit and loss account, as well as purpose of our audit, which are in accordance with the auditing principles and rules followed by the Institute of Certified Auditors and Accountants of Greece and we verified that the Directors' Report on the consolidated financial statements is consistent with the above mentioned financial statements. We did not audit the financial statements of the subsidiaries included in the consolidation and represent percentage 30,43% and 100% of the consolidated total assets and revenues. The financial statements of these subsidiaries were audited by other Certified Auditors, whose audit reports were considered by us in expressing our audit opinion to the extent that these audit reports related to the amounts of the subsidiaries that were included in the consolidation. Based on our audit we note that for pending legal cases mentioned in the company's notes 2 to the consolidated balance sheet, no provision has been calculated to affect the profit and loss account of this year. In our opinion, subject to the above findings, the accompanying consolidated financial statements and the related notes, have been prepared in accordance with the provisions of Corporate Law 2190/1920 and present in conformity to the applicable laws and generally accepted accounting principles (in Greece) applied by the Parent Company which are consistent with those applied in the previous year, except for the case of the company's note 8 to the consolidated balance sheet,, the financial position and the results of operations of all the companies included in the consolidation dated 31 December 2002

Athens, 27/2/2003

The Certified Auditors Accountants

NIKOLAOS MOUSTAKIS  
Registration No.13971

SOL - ERNST & YOUNG S.A.

DIMITRIOS ZIAKAS  
Registration No.10631

**APPENDIX**  
**CONSOLIDATED FINANCIAL STATEMENTS OF**  
**"HELLENIC EXCHANGES HOLDINGS S.A."**  
**AND ITS SUBSIDIARY COMPANIES**  
**"ATHENS EXCHANGE S.A.," "CENTRAL SECURITIES DEPOSITORY S.A.,"**  
**"ATHENS DERIVATIVES EXCHANGE CLEARING HOUSE S.A.,"**  
**"SYSTEMS DEVELOPMENT AND CAPITAL MARKET SUPPORT S.A.,"**  
**AND "THESSALONIKI STOCK EXCHANGE CENTRE S.A."**  
**on December 31st 2002**  
**AP. Register of Societes Anonymes N. 45688/06/B/00/30**

In accordance with the provisions of Law 2190/1920 and more specifically with those of article 107 and the provisions referred to in this article, we provide the following information relating to the consolidated financial statements

**1. INFORMATION REGARDING THE COMPANIES WHICH WERE CONSOLIDATED**

**1.1 Article 107 § 1b** Information on the companies that were consolidated through the "full consolidation" method.

Company Name	Head Office	Percentage of parent company participation in the subsidiary's capital	Percent of consolidated companies' participation equity except for parent company equity or of persons acting on behalf of these companies	Relationship prompting the consolidation a) Parent subsidiary (article 42e, § 5a) b. Integrated Management (Article 96 § 1)
ATHENS EXCHANGE S.A.	ATHENS	98,19%	CENTRAL SECURITIES DEPOSITORY S.A.	(1,81%) (a)
CENTRAL SECURITIES DEPOSITORY S.A.	ATHENS	32,13%	ATHENS STOCK EXCHANGE S.A.	(38,18%) (a)
ATHENS DERIVATIVES EXCHANGE CLEARING HOUSE S.A.	ATHENS	53,58%	ATHENS STOCK EXCHANGE S.A. CENTRAL SECURITIES DEPOSITORY S.A.	(44,24%) (1,13%) (a)
SYSTEMS DEVELOPMENT AND CAPITAL MARKET SUPPORT S.A.	ATHENS	61,58%	ATHENS STOCK EXCHANGE S.A.	(37,17%) (a)
THESSALONIKI STOCK EXCHANGE CENTRE S.A	THESSALONIKI	66,02%	ATHENS STOCK EXCHANGE S.A.	(33,80%) (a)

**1.2 Article 107 § 1d** Information on the companies that were consolidated through the "equity" method.

Does not apply.

**1.3 Article 107 § 1c and Article 97** Information regarding companies that were not consolidated as they are of minor interest.

The participation of Athens Exchange S.A. in the following companies was not taken into account for the consolidation:

- "ASE Vocational Training Centre" (a civil non-profit company) based in Athens. Capital participation 40% (46,955.25 Euro).
- "Stock Market Studies Company" based in Athens. Capital participation 33.33% (2,934.70 Euro). due to the difference of their scope and the negligible effect on consolidated results.

**1.4 Article 107 § 1c and article 98** Information on companies that were not consolidated, as their activities differ from those of the other Group companies.

ATHENS EXCHANGE S.A.'s participation of 1,997,891.00 Euro in the "Auxiliary Settlement Fund" based in Athens was not taken into account for the consolidation, as the latter was founded for a specific purpose and is not a legal entity but an asset fund managed by the "ATHENS EXCHANGE S.A." which is also the custodian.

**1.5 Article 107 § 1e** Information regarding companies in which consolidated companies (§ 1.1 above) as well as those not included in the consolidation (§ 1.3 & 1.4 above) own a percentage of the capital in total greater than 10%, either directly or through third parties.

No such companies exist.

**1.6 Article 104 § 7** Date of closure

The date of closure for all consolidated financial statements is the date of closure of the parent company (31/12/2002).

**1.7 Article 104 § 9** Changes in the composition of the entirety of consolidated companies during the 2002 period.

During the 2002 period, the parent company completed its share capital increase through the contribution of the third party shares of its subsidiaries and acquired the following additional percentages of direct equity in its consolidated subsidiaries:

CENTRAL SECURITIES DEPOSITORY S.A.:	21,27%
ATHENS DERIVATIVES EXCHANGE S.A.:	39,61%
ATHENS DERIVATIVES EXCHANGE CLEARING HOUSE S.A.:	35,50%
SYSTEMS DEVELOPMENT AND CAPITAL MARKET SUPPORT:	44,33%
THESSALONIKI STOCK EXCHANGE CENTRE	49,19%

Therefore, following the completion of the increase in the share capital of HELEX the percentages of direct participation in the capital of the subsidiaries were:

ATHENS DERIVATIVES EXCHANGE S.A.:	100%
CENTRAL SECURITIES DEPOSITORY S.A.:	32,13%
ATHENS DERIVATIVES EXCHANGE S.A.:	50,88%
ATHENS DERIVATIVES EXCHANGE CLEARING HOUSE S.A.:	53,58%
SYSTEMS DEVELOPMENT AND CAPITAL MARKET SUPPORT:	61,58%
THESSALONIKI STOCK EXCHANGE CENTRE	66,02%

**1.8 Article 103 § 4:** Consolidation differences per company and how these affect the owner's equity of the group.

During 2002, a merger through absorption took place of the "ATHENS DERIVATIVES EXCHANGE S.A." by the "ATHENS STOCK EXCHANGE S.A." The company was renamed "ATHENS EXCHANGE S.A." The exchange ratio of the absorbed company's shares to the "ATHENS EXCHANGE S.A." shares was set at 1: 4.138 old shares. The exchange ratio of the absorbing company's shares to the

"ATHENS EXCHANGE S.A." shares was set at 1: 1 old shares. Changes in the percentages in the consolidated subsidiaries occurred based on the aforementioned share exchange ratios. Table A shows the participation percentage prior to the merger of the two companies:

**TABLE A**

Participation in the company	HELLENIC EXCHANGES S.A.	ATHENS STOCK EXCHANGE S.A.	ATHENS DERIVATIVES ATHENS DERIVATIVES	CENTRAL SECURITIES DEPOSITORY S.A.
ATHENS STOCK EXCHANGE S.A.	100%			
ATHENS DERIVATIVES EXCHANGE S.A.	50,88%	35,46%		13,67%
CENTRAL SECURITIES DEPOSITORY S.A.	32,13%	38,18%		
ATHENS DERIVATIVES EXCHANGE CLEARING HOUSE S.A.	53,58%	35,00%	9,24%	1,13%
SYSTEMS DEVELOPMENT AND CAPITAL MARKET SUPPORT S.A.	61,58%	37,17%		
THESSALONIKI STOCK EXCHANGE CENTRE S.A.	66,02%	33,80%		

Table B shows the percentages of direct participation of the companies following the merger of the two subsidiaries:

**TABLE B**

Equity in the company	HELLENIC EXCHANGES S.A.	ATHENS STOCK EXCHANGE S.A.	CENTRAL SECURITIES DEPOSITORY S.A.
ATHENS STOCK EXCHANGE S.A.	98,19%		1,81%
CENTRAL SECURITIES DEPOSITORY S.A.	32,13%	38,18%	
ATHENS DERIVATIVES EXCHANGE CLEARING HOUSE S.A.	53,58%	44,24%	1,13%
SYSTEMS DEVELOPMENT AND CAPITAL MARKET SUPPORT S.A.	61,58%	37,17%	
THESSALONIKI STOCK EXCHANGE CENTRE S.A.	66,02%	33,80%	

**1.8 Article 103 § 4** Cite the various consolidations by company and how these affected the group's equity.

The various consolidations by company are as follows:

Company	DIFFERENCES ARISING FROM CONSOLIDATION 31/12/2001	CHANGE FROM THE DIFFERENCE ARISING FROM CONSOLIDATION	DIFFERENCES ARISING FROM CONSOLIDATION 31/12/2002
ATHENS STOCK EXCHANGE S.A.	-151.815.222,29	-31.016.519,67	-182.831.741,96
ATHENS DERIVATIVES EXCHANGE S.A.	-6.390.833,52	6.390.833,52	0,00
CENTRAL SECURITIES DEPOSITORY S.A.	-4.779.993,29	-49.400.318,34	-54.180.311,63
ATHENS DERIVATIVES EXCHANGE CLEARING HOUSE S.A.	-6.484.150,43	-13.528.596,95	-20.012.747,38
SYSTEMS DEVELOPMENT AND CAPITAL MARKET SUPPORT S.A.	-1.975.344,33	-5.829.777,60	-7.805.121,93
THESSALONIKI STOCK EXCHANGE CENTRE S.A.	491.383,98	-754.924,77	-263.540,79
<b>Total</b>	<b>-170.954.159,88</b>	<b>-94.139.303,81</b>	<b>-265.093.463,69</b>

The aforementioned consolidation differences of 256,093,463.69 Euros were reported in their entirety as negative equity.

## 2. INFORMATION REGARDING ASSETS

**2.1 Article 105 § 3 and article 107 § 1** - Valuation of the assets of the companies included in the consolidation.

The assets of all companies included in the consolidation have been valued in accordance with the rules of article 42, par. 14 and article 43, without any departure.

## 3. INFORMATION REGARDING LIABILITIES AND PROVISIONS

**3.1 Article 107 § 1f** Long term liabilities exceeding 5 years.

There are no such liabilities.

**3.2 Article 107 § 1f** Liabilities secured by mortgages

There are no such liabilities.

**3.3 Article 107 § 1g** Liabilities incurred that are not presented on the consolidated balance sheet.

There are no such liabilities.

**3.4 Article 107 § 1k** Possible liabilities of significant tax amounts and tax amounts which may arise from the ending or previous periods, which do not appear in the liabilities or provisions.

- The parent company "HELLENIC EXCHANGES HOLDINGS S.A." is currently undergoing an audit of the first financial period exceeding twelve months (29/3/00-31/12/01), the outcome of which is not final.
- The company "ATHENS EXCHANGE S.A." has been tax inspected up to the 1998 period, while the absorbed "ATHENS DERIVATIVES EXCHANGE S.A." has been inspected up to the 1999 period.
- The Company "CENTRAL SECURITIES DEPOSITORY S.A." has been inspected up to the 2000 period.
- The Company "SYSTEMS DEVELOPMENT AND CAPITAL MARKETS SUPPORT S.A." has been inspected up to the 2001 period.
- The company "ATHENS DERIVATIVES EXCHANGE CLEARING HOUSE S.A." has not been tax inspected since its foundation and therefore its tax obligations have not been finalized.
- The company "THESSALONIKI STOCK EXCHANGE CENTER S.A." has been inspected up to the 2000 period, while an inspection of the 2001 period is currently underway.

**3.5 Article 104 § 7** Important events during the period between the closure of the balance sheets of the consolidated companies and the date of preparation of the consolidated financial statements.

Did not occur.

#### 4. INFORMATION RELATED TO THE RESULTS

**4.1 Article 107 § 1<sup>st</sup>** Analysis of the consolidated turnover, in the sense of case a' of § 15 of article 42<sup>e</sup>, with analysis by activity and geographical area, if these activities and areas differ significantly from the point of view of the organization of sales and services provided that fall within the usual activities of the entirety of the companies included in the consolidation.

The consolidated turnover amounts to 51,013,851.90 Euro and is analyzed by category of activity and geographical areas as follows:

COMPANY	GEOGRAPHICAL AREA	TURNOVER
HELLENIC EXCHANGES S.A.	Athens	-
ATHENS EXCHANGE S.A.	Athens	29.290.794,70
CENTRAL SECURITIES DEPOSITORY S.A.	Athens	17.227.729,26
ATHENS DERIVATIVES EXCHANGE CLEARING HOUSE S.A.	Athens	3.757.915,38
SYSTEMS DEVELOPMENT AND CAPITAL MARKET SUPPORT	Athens	5.445.487,97
THESSALONIKI STOCK EXCHANGE CENTRE S.A.	Thessaloniki	472.079,67
<b>Total</b>		<b>56.194.006,98</b>
Minus inter-company transactions		5.180.155,08
<b>Total consolidated turnover</b>		<b>51.013.851,90</b>

**4.2 Article 107 § 18** The average personnel employed during the period by the companies included in the consolidation, by category. Also, the staff expenses, during the period, if these are not reported separately in the consolidated income statement for the period.

The average staff was 591 persons and the analysis by category is as follows:

COMPANY	SALARIED PERSONNEL	PERSONNEL REMUNERATED ON A DAILY BASIS	TOTALS
HELLENIC EXCHANGES S.A.	11	-	11
ATHENS STOCK EXCHANGE S.A.	133	1	134
CENTRAL SECURITIES DEPOSITORY S.A.	311	-	311
ATHENS DERIVATIVES EXCHANGE CLEARING HOUSE S.A.	23	1	24
SYSTEMS DEVELOPMENT AND CAPITAL MARKET SUPPORT S.A.	101	-	101
THESSALONIKI STOCK EXCHANGE CENTRE S.A.	10	-	10
<b>Totals</b>	<b>589</b>	<b>2</b>	<b>591</b>

The salaries and other expenses of the staff amounted to:

COMPANY	PERSONNEL CATEGORY	STAFF SALARIES AND EXPENSES		
		STAFF SALARIES	EMPLOYER CONTRIBUTIONS	CONSEQUENTIAL PROVISIONS
HELLENIC EXCHANGES	Salaried personnel	382.740,19	70.514,26	11.648,46
ATHENS EXCHANGE S.A.	Salaried personnel	4.341.358,60	821.218,24	204.144,80
	Personnel remunerated on a daily basis	14.485,59	4.067,24	
CENTRAL SECURITIES DEPOSITORY S.A.	Salaried personnel	6.472.909,36	1.459.875,27	0,00
ATHENS DERIVATIVES EXCHANGE CLEARING HOUSE S.A.	Salaried personnel	740.727,56	135.904,43	0,00
	Personnel remunerated on a daily basis	14.264,61	4.170,75	
THESSALONIKI STOCK EXCHANGE CENTRE	Salaried personnel	209.842,84	50.718,94	
SYSTEMS DEVELOPMENT AND CAPITAL MARKET SUPPORT S.A.	Salaried personnel	2.675.203,09	585.908,63	97.005,42
<b>Totals</b>		<b>14.851.531,84</b>	<b>3.132.377,76</b>	<b>312.798,68</b>



**4.3 Article 105 § 5** The assets included in the consolidation which were the object of extraordinary adjustments of their value (additional depreciation or extraordinary provisions) for taxation purposes are:

No additional depreciation or extraordinary provisions were made.

**4.4 Article 107 § 1b** The amounts paid during the period as remuneration to the administrative, managerial and supervisory organs of the parent company for the exercise of their duties, within the parent as well as the subsidiary companies, as well as any pension liabilities to departing members of the aforementioned entities, are as follows:

Managerial Executives Remuneration:	108.926,73 Euro
B.o.D. Members attendance expenses:	57.125,00 Euro
Attendance expenses of the members of the investment committee:	23.551,81 Euro

## 5. DEPARTURES FROM THE APPLICABLE LAW (Articles 101 to 107 § 1 & 2)

**5.1 Article 100 § 5** Departures from the provisions of articles 101 to 107, § 1 and 2.

No departures.

**5.2 Article 104 § 4** Departures from the provisions of case c' of § 3 of article 104, which significantly impact the asset structure, the financial position and the results of the entirety of the companies included in the consolidation.

No departures.

**5.3 Άρθρο 107 § 1d** Other information relating to special provisions of the applicable law which is considered necessary to the complete information of the interested parties insofar as the companies consolidated through the "total consolidation" method, as well as those that were reported through the "equity" method are concerned.

Do not exist.

Athens, February 27, 2003

The PRESIDENT OF THE B.o.D.

The MEMBER OF THE B.o.D.

The SUPERVISOR OF THE  
FINANCIAL ACCOUNTING SECTION

PANAYIOTIS ALEXAKIS  
Identity card number P-576074

GIKAS MANALIS  
Identity card number P-042466

DIMITRIOS KONTOYANNIS  
Identity card number L-126914

We certify that this appendix comprised of 8 pages, is the one referred to in the Inspection Certificate we issued on 27/2/03.

The CERTIFIED AUDITORS ACCOUNTANTS

Nikolaos G. Moustakis  
ICAA Registration n. 13971

SOL-ERNST & YOUNG S.A.

Dimitrios Il. Ziakas  
ICAA Registration n. 10631

**MANAGEMENT REPORT OF THE B.o.D. OF THE SOCIETE ANONYME**  
**"HELLENIC EXCHANGES HOLDINGS S.A."**  
**Register of companies N. 45688/06/B/00/30**  
**TO THE GENERAL ASSEMBLY OF SHAREHOLDERS REGARDING THE RESULTS**  
**OF THE PERIOD BEGINNING ON 01-01-2002 AND ENDING ON 31-12-2002**

Dear Shareholders,

In accordance with article 43a of Codified law 2190/1920, as it was replaced by article 35 of Presidential Decree 409/86, we submit the financial statements of the Company for the period beginning on 01/01/2002 and ending on 31/12/2002 with our comments to the General Assembly for approval.

The provisions of Codified Law n. 2190/1920, article 101 to 107, were applied in the preparation of the financial statements of this financial period, so as to present the actual image of the asset structure, the financial position and the income statement of the Company.

It is noted that the financial period ended on 31/12/2002 is the second financial period of the Company's operation, while the duration of the preceding period, from 29/3/2000 to 31/12/2001, exceeded twelve months. There can therefore be no comparison with the preceding year for certain balance sheet and income statement items.

#### 1. PROGRESS OF THE COMPANY'S OPERATIONS

The following are the main items of the period's financial statements:

- The Company's operational expenses, excluding depreciation, amount to 1,122,112.24 Euro as opposed to 1,539,523.72 Euro for the preceding period. With amortization and depreciation included, the operational expenses amount to 1,918,787.60 Euro as opposed to 1,666,145.61 Euro for the preceding period.
- The income from participations amounted to 30,842,484.93 Euro as opposed to 52,824,651.50 Euro for the preceding period. This income was derived from the companies:

COMPANY	PERIOD	AMOUNT
ATHENS STOCK EXCHANGE S.A.:	Dividends for the period	26.412.325,75
ATHENS DERIVATIVES EXCHANGE S.A.:	from 1/1/01	195.630,04
CENTRAL SECURITIES DEPOSITORY S.A.:	to 31/12/01	3.888.300,00
ATHENS DERIVATIVES EXCHANGE CLEARING HOUSE S.A.		199.838,82
SYSTEMS DEVELOPMENT AND CAPITAL MARKET SUPPORT S.A.		146.390,32
		<b>Total 30.842.484,93</b>

For the preceding period the income from participations amounted to 52,824,651.50 and related to dividends of the 1999 and 2000 periods from the company Athens Stock Exchange S.A., which was the only subsidiary owned by the Company.

- The income from securities amounted to 2,482,800.02 Euro as opposed to 4,076,686.51 Euro for the preceding period.
- The profit from the sale of securities amounted to 58,844.50 Euro as opposed to 201,584.82 Euro for the preceding period.
- Credit interest and related income amounted to 44,460.71 Euro as opposed to 422,954.51 euro for the preceding period.
- Depreciation amounted to 796,675.36 Euro as opposed to 5,393,346.49 Euro for the preceding period. It is noted that during the preceding period the Company had fully amortized its start-up costs, amounting to 5,271,724.60 Euro, in order to obtain the right to distribute interim dividends.
- The provisions for understatement of participations and securities amounted to 162,929,660.17 Euro as opposed to 1,440,508.96 Euro for the preceding period. For the current period, the Company measured its participations in its subsidiaries in accordance with article 42a of Codified Law 2190/1920, at their actual value as it results from recent

study by an independent assessor, while for the preceding period it had measured its participations at their cost.

- The pre-tax results amounted to losses of 131,517,449.25 Euro as opposed to profits of 49,045,034.63 Euro for the preceding period. The income tax is accreted to these losses which then amount to 131,800,142.06 Euro.

## 2. FINANCIAL POSITION OF THE COMPANY

The following balance sheet items are noted indicatively:

- Equity amounts to 320,081,648.56 Euro as opposed to 359,396,503.35 Euro on 31/12/2001.
- During the operation period, the plots of land located at Athinon Avenue 108-110 were purchased at a cost of 17,399,997.00 Euro.
- The working capital on 31/12/2002 amounted to 55,481,864.29 Euro as opposed to 58,453,113.73 on 31/12/2001.
- The Company's liabilities amount to 297,537.72 Euro as opposed to 14,079,453.58 Euro on 31/12/2001.
- The debt to own equity ratio amounts to 0.01:1 as opposed to 0.039:1 on 31/12/2001.
- The general liquidity ratio amounts to 187.47:1 as opposed to 5.15:1 on 31/12/2001.
- The current liquidity ratio amounts to 186.31:1 as opposed to 5.15:1 on 31/12/2001.

## 3. OTHER IMPORTANT INFORMATION FOR THE PERIOD FOLLOWING 31/12/2002

From the period end until the preparation date of this statement no events occurred which are able to significantly influence the Company's financial position.

## 4. ANTICIPATED COURSE OF THE COMPANY

As reported in the paragraph on the Company's operations, its income derives mainly from the dividends it receives from its subsidiaries.

It is noted that, during the period ended, the income of the companies the Company participates in was dependent to a large degree on the transaction value of stocks traded on the Athens Exchange. During the first two months of this year, the average daily stock transaction value at the ATHEX amounted to 64 million Euro per day as opposed to 111 million Euro for the corresponding period of 2002. This change amounts to approximately 42%.

The income of the HELEX group is dependent to a great degree upon factors which it cannot influence as they are connected to the progress of the Greek capital market, and which are in turn influenced by a series of factors, such as the financial figures of the listed companies, the macroeconomic figures of the Greek economy as well as the developments on the international capital markets.

In contrast to income, whose size cannot be controlled by the group companies, concerted efforts are made to limit expenses in order to limit the negative effects of the adverse market developments to date on the group's financial results.

## 5. SECURITIES POSSESSED BY THE COMPANY

On 31/12/2002, the Company's portfolio by investment type was as follows:

### SHARE PORTFOLIO ANALYSIS

SECTOR OF ACTIVITY ON 31/12/02	QUANTITY	BOOK VALUE
FINANCIAL SERVICES	92.630	1.219.121,27
GENERAL SERVICES	5.000	48.810,80
MANUFACTURING INDUSTRY	63.420	805.836,74
PUBLIC UTILITIES	22.800	195.343,80
TRANSPORT AND TELECOMMUNICATIONS SERVICES	48.160	444.223,68
HOTEL-RESTAURANT SERVICES	9.450	56.020,15
COMPUTER AND REAL ESTATE LEASING AND GENERAL COMMERCIAL ACTIVITY SERVICES	18.940	102.741,77
<b>TOTALS</b>	<b>260.400</b>	<b>2.872.098,21</b>

**BOND PORTFOLIO ANALYSIS**

<b>MATURITY</b>	<b>FACE VALUE</b>
HELLENIC GOVT. BONDS 30/9/96, MATURITY 30/9/03, FRN 4.66%	1.434.702,86
HELLENIC GOVT. BONDS 19/2/99, MATURITY 19/2/06, FXD 6.00%	9.000.000,00
HELLENIC GOVT. BONDS 17/1/02, MATURITY 18/5/12, FXD 5.25%	3.000.000,00
<b>TOTALS</b>	<b>13.434.702,86</b>

**MUTUAL FUND PORTFOLIO ANALYSIS**

<b>TYPE OF MUTUAL FUND</b>	<b>BOOK VALUE ON 31/12/02</b>
HERMES DOMESTIC GROSS	765.875,76
HERMES INCOME DOMESTIC BONDS	513.573,00
DELOS BLUE CHIPS	555.579,77
DELOS DOMESTIC GROSS	330.400,15
<b>TOTALS</b>	<b>2.165.428,68</b>

Also, in application of the decision of the Extraordinary General Assembly of shareholders on September 12, 2001, the Company completed the purchase of its equity shares within the period on September 11, 2002. On December 31, 2002 it owned 5,250,000 treasury shares having an average cost of 5,52 Euro per share. Until 31/12/01, the company owned 979,480 treasury shares purchased at a cost of 7,217,196.80 for which it created a reserve of an equal amount. During the course of 2002, the company purchased 4,270,520 additional shares at 21,738,799.00 debited against equity in accordance with article 42e § 13. A list of the shareholders from whom these stocks were purchased from shall be made available to the Company's General Assembly.

**6. COMPANY PROPERTY**

During the course of 2002, the Company purchased a plot which is located at 108-110 Athinon Avenue and has a total surface of 7,900.97 square meters, at 17,399,997 Euro. Also in relation to this purchase, the amounts of € 210,020 was paid for notary expenses, € 78,338.49 for conveyance expenses, €18,989.33 for Legal and Notary Fund royalties and €1,970,183.66 for conveyance taxes.

The Company's head offices are located in Athens at Xenofontos Street 9, in a leased property of 190 square meters, which has been improved and supplemented at a cost of 137,666.48 Euro which have been depreciated by 26,724.22 Euro, as shown on the balance sheet.

Following the aforementioned, Messrs. Shareholders, kindly approve the Company's financial statements for the second operation period which ended on 31/12/2002.

Athens, February 27, 2003  
THE BOARD OF DIRECTORS

Exact Copy

The President of the B.o.D.  
Panayotis Alexakis

We certify that this report, comprised of five (5) pages, is the same report mentioned in the Inspection Certificate of February 27, 2003.

Athens, February 27, 2003

**THE CERTIFIED AUDITORS ACCOUNTANTS**

Nikolaos G. Moustakis  
ICAA Registration n. 13971

SOL-ERNST & YOUNG S.A

Dimitrios II. ZIAKAS  
ICAA Registration n. 10631

**HELLENIC EXCHANGES HOLDING SA**  
**GREEK GAAP BALANCE SHEET AS AT 31.12.2002**  
**2nd FINANCIAL YEAR**  
**(PERIOD JANUARY 1st - DECEMBER 31st 2002)**

**ASSETS**

	As at 31 December 2002 (in euro)			As at 31 December 2001 (in euro)		
	Cost	Depreciation	Net Book Value	Cost	Depreciation	Net Book Value
<b>B. FORMATION EXPENSES</b>						
1. Incorporation expenses	2.640.598,25	2.584.346,94	56.611,31	2.640.958,25	2.565.476,40	75.481,85
4. Other formation expenses	<u>6.478.696,09</u>	<u>3.521.351,92</u>	<u>2.957.344,17</u>	<u>2.943.871,75</u>	<u>2.769.894,72</u>	<u>173.977,03</u>
	<u>9.119.654,34</u>	<u>6.105.698,86</u>	<u>3.013.955,48</u>	<u>5.584.830,00</u>	<u>5.335.371,12</u>	<u>249.458,88</u>
<b>C. FIXED ASSETS</b>						
<b>II. Property, Plant &amp; Equipment</b>						
1. Land	17.399.997,00	-	17.399.997,00	-	-	-
3. Buildings and installations	137.666,48	26.724,22	110.942,26	137.666,48	15.256,60	122.409,88
5. Transportation equipment	2.095,00	216,10	1.878,90	-	-	-
6. Furniture and fixtures	82.246,68	57.382,68	24.864,00	78.966,87	42.718,77	36.248,10
7. Construction in progress and advances	<u>683.382,73</u>	-	<u>683.382,73</u>	<u>243.043,57</u>	-	<u>243.043,57</u>
<b>TOTAL FIXED ASSETS</b>	<u>18.305.387,89</u>	<u>84.323,00</u>	<u>18.221.064,89</u>	<u>459.676,92</u>	<u>57.975,37</u>	<u>401.701,55</u>
<b>III. Investments and other long-term receivables</b>						
1. Investments in affiliates	403.445.038,95			300.129.800,48		
Less: Provision for impairment in value	<u>160.529.441,25</u>		<u>242.915.597,70</u>	-		<u>300.129.800,48</u>
7. Other long-term receivables			<u>7.826,85</u>			<u>7.826,85</u>
			<u>242.923.424,55</u>			<u>300.137.627,33</u>
<b>TOTAL LONG TERM ASSETS (CII+CIII)</b>			<u>261.144.489,44</u>			<u>300.539.328,88</u>
<b>D. CURRENT ASSETS</b>						
<b>II. Accounts Receivables</b>						
5. Amounts from affiliates			11.005,02			-
11. Other debtors			333.272,20			31.397,83
12. Accounts for advances and credits			-			<u>402,37</u>
			<u>344.277,22</u>			<u>31.800,20</u>
<b>III. Investments</b>						
1. Shares	4.361.930,51			5.087.672,01		
3. Other Securities	<u>50.812.681,10</u>			<u>67.666.407,72</u>		
	55.174.611,61			72.754.079,73		
<b>Less: Provision for diminution in value</b>	<u>2.867.850,41</u>		<u>52.306.761,20</u>	<u>1.440.508,96</u>		<u>71.313.570,77</u>
<b>IV. Cash and cash equivalents</b>						
1. Cash on hand			-			232,53
3. Current and time deposits			<u>3.128.363,59</u>			<u>1.186.963,81</u>
			<u>3.128.363,59</u>			<u>1.187.196,34</u>
<b>TOTAL CURRENT ASSETS (DII+DIII+DIV)</b>			<u>55.779.402,01</u>			<u>72.532.567,31</u>
<b>E. PREPAYMENTS &amp; ACCRUED INCOME</b>						
2. Accrued income			<u>505.961,75</u>			<u>171.341,62</u>
<b>TOTAL ASSETS (B+C+D+E)</b>			<u>320.443.808,68</u>			<u>373.492.696,69</u>
<b>MEMO ACCOUNTS</b>						
2. Debit balance of guarantees and collateral securities			<u>75.194,46</u>			<u>196.478,36</u>

## SHAREHOLDERS' EQUITY & LIABILITIES

	As at 31 December 2002 (in euro)	As at 31 December 2001 (in euro)
<b>A. SHAREHOLDERS' EQUITY</b>		
<b>I. Share capital</b>		
1. Paid in capital (71.088.173 shares of € 5,05 each)	<u>358.995.273,65</u>	<u>294.199.198,35</u>
<b>II. Share premium account</b>	<u>96.111.968,41</u>	<u>47.094.395,23</u>
1. Paid in share premium		
<b>III. Revaluation Reserves-Subsidies</b>		
1. Difference in value of investment in securities and affiliates	<u>244,75</u>	<u>244,73</u>
<b>IV. Reserves</b>		
1. Statutory reserve	1.593.963,62	1.593.963,62
5. Tax free reserves under special laws	1.273.131,60	1.273.131,60
6. Treasury Stock	(28.955.995,80)	7.217.196,80
Less: Reserve appropriated for Treasury Stock in prior periods	<u>(7.217.196,80)</u>	<u>7.217.196,80</u>
	<u>(21.738.799,00)</u>	<u>-</u>
	<u>(18.871.703,78)</u>	<u>2.867.095,22</u>
<b>V. Profits brought forward</b>		
Net income for the year	<u>(116.154.134,47)</u>	<u>15.235.569,80</u>
<b>Total capital and reserves (AI+All+AIll+AlV+AV)</b>	<u>320.081.648,56</u>	<u>359.396.503,35</u>
<b>B. PROVISIONS FOR LIABILITIES AND CHARGES</b>		
1. Provisions for staff leaving indemnities	21.873,73	16.739,76
2. Other provisions	<u>42.748,67</u>	<u>16.739,76</u>
	<u>64.622,40</u>	<u>16.739,76</u>
<b>C. LIABILITIES</b>		
<b>II. Short-term liabilities</b>		
1. Trade payables	41.530,66	302.544,23
5. Taxes and duties payable	181.591,44	1.118.521,90
6. Social insurance	15.837,03	13.286,87
10. Dividends payable	58.236,63	12.645.021,47
11. Other liabilities	341,96	79,11
Total Liabilities (CI+CII)	<u>297.537,72</u>	<u>14.079.453,58</u>
<b>TOTAL LIABILITIES &amp; SHAREHOLDERS' EQUITY (A+B+C)</b>	<u>320.443.808,68</u>	<u>373.492.696,69</u>
<b>MEMO ACCOUNTS</b>		
2. Credit balance of guarantees & collateral securities	<u>75.194,46</u>	<u>196.478,36</u>

## Greek GAAP income statement

(Period 1/1-31/12/2002)

	For year ended 31 December 2002 (in euro)		For year ended 31 December 2001 (in euro)	
<b>I. Operating results</b>				
Gross profit		-		-
Add: 1. Other operating income		10.001,27		-
<b>Total</b>		10.001,27		-
<b>LESS:</b>				
1. Administrative expenses	1.728.907,29		1.381.013,10	
2. Research & development	106.769,46			-
3. Selling and distribution expenses	83.110,85	1.918.787,60	280.132,51	1.661.145,61
<b>Operating profit</b>		(1.908.786,33)		(1.661.145,61)
<b>ADD:</b>				
1. Income from investments	30.842.484,93		52.824.651,50	
2. Income from investment in securities	2.482.800,02		4.076.686,51	
3. Gains from sale of investments	58.844,50		201.584,82	
4. Interest and related income	44.460,71	33.428.590,16	422.954,51	57.525.877,34
<b>LESS:</b>				
1. Devaluation accrual on investments in securities and affiliates	162.929.660,17		1.440.508,96	
2. Losses from sale of investments	103.588,86		106.228,48	
3. Interest & other related expenses	7.001,05	163.040.250,08 (129.611.659,92)	1.796,95	1.548.534,39
Income before extraordinary items		(131.520.446,25)		55.977.342,95
				54.316.197,34
<b>II. ADD: Exceptional results</b>				
1. Exceptional and non-operating income	1.114,30		97,40	
2. Exceptional gains	-		733,68	
3. Income from prior years	6,69		-	
4. Income from prior years provisions	2.942,80		-	
<b>Less:</b>				
1. Exceptional and non operating expense	1.066,79	2.997,00	269,19	561,89
<b>Income after exceptional items</b>		(131.517.449,25)		54.316.759,23
<b>LESS: Total depreciation</b>		796.675,36		5.393.346,49
Depreciation included in operating costs		796.675,36 0,00		121.621,89
				5.271.724,60
<b>INCOME BEFORE TAX</b>		(131.517.449,25)		49.045.034,63

### NOTES

- There are no claims or litigation relating to the tangible fixed assets.
- In 2002 the share capital of the company was increased with contribution of shares not included in the Athens Stock Market, according to the decision taken by the General Assembly of the Shareholders on 28.01.2001
- The amounts of the current year are not comparable to the prior year, as the prior year the period covered was from 29.03.2000 to 31.12.2001.
- The prior year depreciation of the formation expenses were calculated with a rate of 100%, because the company wanted to earn the right to pay interim dividends, while the respective depreciation amount for the period 2002 was calculated with a rate of 20%. If the company calculated depreciation on formation expenses with a rate of 100% like in the prior period, the expense would affect the profit and loss account by an extra 3 million euros.
- The average of the personnel employed during this period was eleven (11).
- The company's revenue by STAKOD-91 fall into the category 741.5 "Activities of Administration of Auditing Companies"/
- In 2002 the amount of €410.437,79 was transferred directly from the account "Dividends Payable" to the credit of the account "Profits brought forward", which concerns the Treasury Stock Dividends of the prior year.
- The tax audit for the period (29.01.2000 - 31.12.2001), which is currently being carried out, has not until the date of this balance sheet, been completed and therefore the company's tax liabilities are not yet finalised.
- The valuation of the company's investments was in the current period done according to the article 42a, par. 2&3 of Law 2190/1920 about the "true and fair presentation of a Company's net assets, financial position and its results for the period then ended, with their fair value, as determined by recent estimation reports on subsidiaries, formed by an independent estimator.

## APPROPRIATION STATEMENT (ACCOUNT)

(PERIOD 1/1-31/12/2002)

	As at 31 December 2002		As at 31 December 2001
Net results (profit) for the year	(131.517.449,25)	49.045.034,63	83.626.546.823,00
Plus: Profit brought forward	<u>15.646.007,59</u>	<u>0,00</u>	<u>25.118.570.831,00</u>
Total	(115.871.441,66)	49.045.034,63	108.745.117.654,00
<b>LESS:</b>			
1. Income tax	282.692,81	1.090.934,56	1.090.934,56
Profit to be distributed	<u>(116.154.134,47)</u>	<u>47.954.100,07</u>	108.744.026.719,44
<b>Profit appropriation is as follows:</b>			
1. Statutory reserve	0,00	1.593.963,62	2.717.862.772,00
2. Dividends	0,00	12.619.564,74	18.281.812.500,00
Interim Dividends	0,00	10.014.673,51	
2a. Reserve for Treasury Stock	0,00	7.217.196,80	
6a. Reserves from non taxable income	0,00	1.158.757,99	
6b. Reserves from income taxed as special provisions	0,00	114.373,61	
8. Profit carried forward	<u>(116.154.134,47)</u>	<u>15.235.569,80</u>	
	<u>(116.154.134,47)</u>	<u>47.954.100,07</u>	

Athens 27, February 2003

Chairman

Managing Director

Financial/Accounting Manager

P. Alexakis

G. Manalis

D. Kontogiannis

### AUDITORS REPORT

#### To the Shareholders of Hellenic Exchanges Holding SA

We have audited the financial statements and the notes to the financial statements of "Hellenic Exchanges Holding SA" for the year ended on 31 December 2002. Our audit was made in accordance with article 37 of the Corporate Law 2190/1920 "the Companies Act of Greece" and the audit procedures we considered appropriate by the Company were made available to us and we were provided with all the information and explanations that were necessary for our audit. The Company has applied of the preceding year and the cost of sales which is derived from the accounting records has been determined in accordance with generally accepted costing principles. The notes to the financial statements include the information required by paragraph 1 of article 43a of the Corporate Law 2190/1920. Based on our audit, we note implementing correctly, according to our opinion, the article 42a of the Corporate Law 2190/1920 "about true and fair presentation". The valuation loss, amount with the above amount. If the valuation was carried out according to the article 43 paragraph 6 of the Codified Law 2190/1920, an extra loss of €116,7 million would arise. In our opinion the above financial statements, which are based on the Company's accounting books and records, reflect together with the notes to the accounts and subject to the above findings, the net asset financial position of the Company as at 31 December 2002, as well as the results for the year then ended, on the basis of the applicable legal requirements and generally accepted accounting principles (in Greece) which are consistent with those applied by the Company for the previous year.

Athens, 27/2/20033

The Certified Auditors Accountants

NIKOLAOS MOUSTAKIS  
Registration No.13971

SOL - ERNST & YOUNG A.E.

DIMITRIOS ZIAKAS  
Registration No.10631



**APPENDIX**  
**TO THE BALANCE SHEET OF DECEMBER 31, 2002**  
**(based on the provisions of Codified Law 2190/1920, in force)**  
**Preparation and structuring of the financial statements in accordance with the law.**  
**Departures made for the principle of true image of the financial position.**

**Amounts in Euro**

**Par. 1. Preparation and structuring of the financial statements in accordance with the law -  
Departures made for the principle of true image of the financial position.**

**(a) Article 42a § 3:** Departure from the relative provisions regarding preparation of the annual financial statements, considered necessary for the true presentation of the actual financial position required by the provision of § 2 of this article.

Article 42° § 2 and 3 was applied in departure of article 43 § 6 for the valuation of the company's participations at their actual value (see § 2)

**(b) Article 42b § 1:** Departure from the principle of the unchangeable of structure and presentation of the balance sheet and of the "operating results" account.

No departure

**(c) Article 42b § 2:** Entry in the defining account related to more compulsory accounts.

Not necessary

**(d) Article 42b § 3:** Adaptation of Arabian numerals to the structure and titles of the account when required by the specific nature of the company.

Not necessary

**(e) Article 42b § 4:** Abbreviation of the balance sheet accounts corresponding to Arabian numerals, where the condition of the present provision apply.

No departure

**(f) Article 42b § 5:** Adjustment of prior period items so as to be homogenous and comparable with corresponding items of the period ending.

None made. The items of the period ending are not comparable to those of the previous period, which related to a period in excess of twelve months (29/3/00-31/12/01)

**§ 2. Valuation of assets**

**(a) Article 43a § 1 -a:** Valuation methods of assets and calculation of depreciations as well as provisions for their devaluations.

**(1)** The fixed tangible assets were valued at acquisition cost or at their construction cost or at their readjusted value based on a specific law, which is increased by the cost of additions and improvements and decreased by the depreciations provided by law.

**(2)** A devaluation provision was formed for

- Securities valued at 2,400,218.92 Euro according to article 43 of Law 2190/1920
- Participations valued at 160,529,441.25 Euro.

**(3)** The participations and the securities with the exception of securities of a time deposit nature were valued at the lowest price between the acquisition cost and the current cost of each item. As current cost was taken:

**(b) Article 43a § 1-a:** Conversion bases in euros of assets expressed in foreign currencies and accounting for foreign exchange gains or losses.

**(c) Article 43 § 2:** Departure from the methods and basic principles of valuation. Application of special valuation methods.

**(d) Article 43 § 7 - b:** Replacement of a method to measure the cost of acquisition or the cost of production of reserves or of securities.

**(e) Article 43 § 7 - c:** Disclosure of the difference between the measurement value of the reserves and the securities and the current market price, should it be significant.

**(f) Article 43 § 9:** Analysis and explanation of the revaluation during the period of the value of intangible assets and description of the movement of the "Revaluation surpluses or deficits" account, based upon a special law.

- For securities listed on the exchange, the average stock exchange price during the last month of the period.
- For mutual fund units, the average net cost during the last month of the period.
- For participations, in departure from article 43 § 6, article 42° § 2 and 3 was applied. The current value was the result of a valuation based on the report of an independent assessor.

**(4)** Securities of a time deposit nature which are not listed on the ATHEX were valued in the same manner as time deposits.

Were not necessary.

See § 2 (a)

No departure

Not necessary

Not necessary

### § 3. Fixed assets and establishment expenses

**(a) Article 42e § 8:** Changes in assets and start up costs (long term depreciation)

A per-item analysis is provided in the table below:

Balance Sheet Items	ACQUISITION COST (€)				DEPRECIATIONS (€)			
	Balance 31/12/01	Additions during the period	Decreases during the period	Total 31/12/02	Depreciations up to 31/12/01	Period	Total 31/12/02	Undepreciated Value 31/12/02
Start up and initial establishment costs	2.640.958,25	0	0	2.640.958,25	2.565.476,40	18.870,54	2.584.346,94	56.611,31
Other establishment costs	2.943.871,75	3.534.824,34	0	6.478.696,09	2.769.894,72	751.457,20	3.521.351,92	2.957.344,17
Property	0	17.399.997,00	0	17.399.997,00	0	0	0,00	17.399.997,00
Buildings and Construction Work	137.666,48	0	0	137.666,48	15.256,60	11.467,62	26.724,22	110.942,26
Vehicles	0	2.095,00	0	2.095,00	0	216,10	216,10	1.878,90
Furniture and Other Equipment	78.966,87	3.279,81	0	82.246,68	42.718,78	14.663,90	57.382,68	24.864,00
Fixed assets in progress and advances	243.043,57	489.430,42	49.091,26	683.382,73	0	0	0,00	683.382,73
<b>Totals</b>	<b>6.044.506,92</b>	<b>21.429.626,57</b>	<b>49.091,26</b>	<b>27.425.042,23</b>	<b>5.393.346,50</b>	<b>796.675,36</b>	<b>6.190.021,86</b>	<b>21.235.020,37</b>

NOTES:

1. Start up and initial establishment costs were depreciated at a rate of 20%. The long term depreciation costs were completely depreciated during the preceding period in order for the company to obtain the right to distribute interim dividends.
2. The buildings and construction work relate to restructuring and additions to property belonging to third parties. The depreciations of buildings and construction work have been calculated at a rate of 8.333% (according to the property's contractual leasing period).

(b) Article 43 § 5 - d: Analysis of additional depreciation.

No departures

(d) Article 43 § 5 - e: Provisions for devaluation of tangible assets

None made.

(d) Article 43 § 3 - e: Analysis and description of the (long term) establishment expenses amounts which concern to the period

A per-item analysis is provided in the table below:

BRIEF DESCRIPTION	DETAILED DESCRIPTION	AMOUNT IN €
Capital accumulation tax	Relates to the capital accumulation tax which corresponded to the company's share capital increase in accordance with the decision of the Extraordinary General Assembly on 28/12/01.	943.522,66
Remuneration paid to financial consultants third party	Relates to fees paid to financial consultants for the share capital increase (see above)	35.400,00
Contribution to the Central Security Depository	Relates to the lump sum contribution to the CSD for the negotiation of new company shares following the share capital increase	66.435,14
Contribution to the Capital Market Commission	Relates to the contribution to the Capital Market Commission corresponding to the company's share capital increase (see above).	33.688,31
ATHEX Rights	Relates to royalties payable to the ATHEX corresponding to the issue of shares new negotiable deriving from the company's share capital increase (see above).	101.863,19
Property conveyance taxes	Relates to the property conveyance tax paid for the property on Athinon Avenue 110 which was purchased by the company.	488.431,44
Property conveyance taxes	Relates to the property conveyance tax paid for the property on Athinon Avenue 108 which was purchased by the company.	1.481.752,22
Notary expenses	Relate to the purchase of the plot of land on Athinon Avenue 110	52.300,00
Notary expenses	Relate to the purchase of the plot of land on Athinon Avenue 108	157.720,00
Land registry and Bar Association rights	Relate to the purchase of the plot of land on Athinon Avenue 110	25.597,47
Land registry and Bar Association rights	Relate to the purchase of the plot of land on Athinon Avenue 108	71.730,34
Remuneration paid to third party consultants	Relates to the advance to third party consultants that have undertaken the study of the project titled "Restructuring of the HELEX group"	75.520,00
Software	Relates to the purchase of the following programs: MS OFFICE PRO GR, MS OFFICE 2000 SBE GR, S/W PROOFING TOOLS	863,57
<b>Total</b>		<b>3.534.824,34</b>

(e) Article 43 § 3 - c: The amounts and accounting management of foreign exchange gains or losses for the current period, for payments (installments) and/or the period end valuation of loans (or credit), used exclusively for the acquisition of fixed assets

Not necessary

(f) **Article 43 § 4 par. A and b'**: Analysis and description of the item "Research and development", "Assignment of Industrial Property Rights" and "Goodwill."

There are no such items

#### 4. Participations

(a) **Article 43a § 1 b**: Participations in the share capital of other companies in excess of 10%.

**ATHENS EXCHANGE S.A.**: 5,368,830 common nominal shares of 3,79€ each. participation percentage of 98,19%  
**CENTRAL SECURITIES DEPOSITORY S.A.**: 3,888,300 common nominal shares of 0,3 € each. participation percentage of 32.13%-

**ATHENS DERIVATIVES EXCHANGE CLEARING HOUSE S.A.** 4,286,500 common nominal shares of 2.93 € each. participation percentage of 53.58%

**Systems Development and Capital Market Support S.A.** 277,125 common nominal shares of 3 € each. participation percentage of 61.58%

**THESSALONIKI STOCK EXCHANGE CENTRE S.A.** 66,015 common nominal shares of 30 € each. participation percentage of 66.02%

(b) Participations in the share capital of other companies, in which the company is an unlimited liable partner

No such condition exists

(a) **Article 43a § 1 o'**: Preparation of consolidated financial statements which include the financial statements of the company.

The company prepares a consolidated balance sheet which includes the subsidiaries: ATHENS EXCHANGE S.A., "CENTRAL SECURITIES DEPOSITORY S.A.," "ATHENS DERIVATIVES EXCHANGE CLEARING HOUSE S.A.," "SYSTEMS DEVELOPMENT AND CAPITAL MARKET SUPPORT S.A.," AND "THESSALONIKI STOCK EXCHANGE CENTRE S.A."

#### 5. Reserves

(a) **Article 43a § 1 -k**: Valuation of reserves in departure from the valuation rules of article 43, for purposes of tax relief

There are no reserves

(a) **Article 43a § 1 j**: Differences arising from devaluation of current assets and liabilities and reasons for the devaluation

Do not exist.

#### 6. Share capital

(a) **Article 43a § 1 -d**: Share categories which the share capital is divided between.

Share category: **Common Nominal Shares**

Number	Nominal Value	Total Value
71.088.173	€ 5,05	€ 358.995.273,65

**(b) Article 43a § 1 c:** Shares issued during the period for increase of the share capital.

A share capital increase took place and 12,830,906 new common shares were issued.

**(c) Article 43a § 1 e and 42e § 10:** Securities issued with rights attached.

No such securities were issued.

**(d) Article 43a § 1 -p:** Acquisition of own equity during the current period.

The company completed an own-equity buying program in order to support the stock exchange price of its share. The table below illustrates the shares acquired and their acquisition cost, per period.

PERIOD	QUANTITY OF SHARES	NOMINAL VALUE (€)	ACQUISITION COST (€)
12/9/01-31/12/01	979.480	5,05	7.217.196,80
1/1/02-31/12/02	4.270.520	5,05	21.738.799,00
<b>Total</b>	<b>5.250.000</b>		<b>28.955.995,80</b>

## 7. Provisions and liabilities

**(a) Article 42e § 14 section d:** Analysis of the "Other provisions" account, should the amount be significant.

In accordance with article 43a § 1-q, the calculation method of the provisions for employee compensation is shown.

- A provision was made of 42,748.67 for the company's large property taxes
- A provision was made for employee compensation of 21,873.73 Euro in accordance with Law 21 12/20.

**(b) Article 43a § 1 g:** The financial obligations from contracts, etc. which do not appear in the contra accounts. Obligations to pay special monthly benefits and financial obligations towards associated companies.

Does not apply.

**(c) Article 43a § 1 l:** Possible obligations for significant tax amounts and tax amounts which may arise from the ending or previous financial periods, if they do not appear in the liabilities or provisions.

A fiscal audit is currently underway for the first financial period which exceeded twelve months, which has not yet been completed.

**(d) Article 43a § 1 -f:** Long term liabilities exceeding 5 years.

Do not exist.

**(d) Article 43a § 1 -f:** Liabilities secured by mortgages

Do not exist.

## 8. Transitory accounts

**Article 42e § 12:** Analysis of the items of the "Period income receivable" and "Accrued liabilities transitory accounts."

Period income receivable:

- Interest receivable from repos: 45.876,03
- Bond interest coupons receivable: 460.085,72

## 9. Contra accounts

**Article 42e § 11:** Analysis of contra accounts, to the extent that this obligation is not covered by the information provided in paragraph § 10 below.

Such an obligation does not apply.

## 10. Guarantees issued and loans secured by mortgages

**Article 42e § 9:** Guarantees and mortgages issued by the company

- Rental guarantee for the company's registered offices of 6,691.12 Euro.
- Guarantee for the usage of Reuter's software of 1,135.73 Euro.

## 11. Remuneration, advances and credit extended to management

**a. Article 43a § 1-m,** as it was amended by article 3 of Presidential Decree 325/1994: Remuneration of directors and members of management.

- The remuneration for management executives amounted to 108,926.73 Euro.
- The attendance expenses of B.o.D. members amounted to 80,676.81 Euro (Attendance to B.o.D. Meetings: € 57,125.000 and attendance to investment committee meetings: € 23.551,81).

**(b) Article 43a § 1 m:** Liabilities created or undertaken as aid to departing directors and members of company management during the period.

Do not exist.

**(c) Article 43a § 1 n:** Advances and credit extended to management (Members of the Boards of Directors and managers)

Do not exist.

## 12. Operating results

**(b) Article 43a § 1 h:** Average number of employees during the period and relative employment categories, with the total cost. It is noted that the "Administrative (salaried) personnel" includes the personnel remunerated on a monthly basis and the "technical" employees include the personnel remunerated on a daily basis.

The company does not have revenue from turnover.

**(c) Article 42e § 15-b:** Analysis of extraordinary income or expenses and non-operating expenses and income (i.e. the "extraordinary and non-operating expenses" and "extraordinary and non-operating income" accounts). Should the amounts of the "extraordinary losses" and "extraordinary gains" accounts be significant, an analysis is to be provided based upon the provisions of article 43a § 1 m (based upon accounts 81.02 and 81.03 of the General Chart of Accounts).

<b>Average personnel:</b>	persons 11
<b>Administrative (salaried)</b>	persons 11
<b>Employee remuneration and expenses:</b>	
Salaries	382.740,19
Employer contributions	70.514,26
Training expenses	1.002,00
Insurance	6.022,05
Other benefits	4.624,41
	<u>464.902,91</u>

(c) **Article 42e § 15-b:** Analysis of extraordinary income or expenses and non-operating expenses and income (i.e. the "extraordinary and non-operating expenses" and "extraordinary and non-operating income" accounts). Should the amounts of the "extraordinary losses" and "extraordinary gains" accounts be significant, an analysis is to be provided based upon the provisions of article 43a § 1 m (based upon accounts 81.02 and 81.03 of the General Chart of Accounts).

(d) **Article 42e § 15-b:** Analysis of accounts "Prior period income," "Income from prior period provisions" and "Prior period expenses"

<b>Extraordinary and non-operating expenses:</b>	
Fiscal fines and increases	1.029,18
Other extraordinary expenses	37,61
	<u>1.066,79</u>
<b>Extraordinary and non-operating expenses:</b>	
Extraordinary profits from offsetting	1.114,23
of illness benefits	
Other extraordinary income	0,07
	<u>1.114,30</u>
<b>Prior period income:</b>	<u>6,69</u>
(Prior period interest revenue from deposits)	
<b>Income from prior period provisions:</b>	<u>2.942,80</u>
(Unused employee compensation provisions)	

### 13. Other information required for complete information and application of the principle of true image presentation

(d) **Article 43a § 1 -q:** Any other information required by special provisions or that is considered necessary to the complete provision of information to shareholders and third parties and to the application of the principle of true image presentation.

Based upon the decision of the General Assembly on 28/12/2001, the increase of the company's share capital through contribution in specie was completed in January 2002. 12,830,906 additional common shares were issued of a total nominal value of 64,796,075.30 Euro and total share premium above par of 49,017,573.18. HELEX received 2,574,170 shares from CSD S.A. (which were exchanged with 6,435,425 HELEX shares), 1,188,100 ADEX S.A. shares (which were exchanged for 2,851,440 HELEX shares), 2,840,500 ADECH shares (which were exchanged with 2,471,235 HELEX shares), 199,500 ASYC S.A. shares (which were exchanged with 750,120 HELEX shares) and 49,190 TSEC S.A. shares (which were exchanged with 322,686 HELEX shares). During the period ending, a merger of "Athens Derivatives Exchange S.A." with "Athens Stock Exchange S.A." took place. HELEX exchanged its shares in the merged companies with shares of the new company "Athens Exchange S.A." which derived from the merger and received 5,368,830 new common nominal shares.

Athens, February 27, 2003

The President of the B.o.D.

The General Director

The SUPERVISOR OF THE  
FINANCIAL ACCOUNTING SECTION

Panayotis Alexakis  
Identity Card Number: P-576074

Gikas Manalis  
Identity Card Number: P-042466

Dimitrios Kontoyannis  
Identity Card Number: L-126914  
Economic Chamber of Greece License Number: 27193

We certify that this appendix comprised of 12 pages, is the one referred to in the Inspection Certificate we issued on 27/2/03.

**THE CERTIFIED AUDITORS ACCOUNTANTS**

Nikolaos G. Moustakis  
ICAA Registration N. 13971

SOL-ERNST & YOUNG S.A.

DIM. II. ZIAKAS  
ICAA Registration N. 10631



**HELLENIC EXCHANGES HOLDING S.A.**  
**AP.M.A.E.: 45688/06/B/00/30**  
**CONSOLIDATED CASH FLOW STATEMENT**  
**For the period 1/1/2002 to 31/12/2002**

Translated from the Greek Cash Flow Statement submitted to the Athens Authorities

A/A	ANALYSIS	AMOUNTS IN EURO
<b>A</b>	<b>Cash Flows from ordinary activities</b>	
A 100	Cash inflows	
101	Sales	51.013.851,90
102	Other operating income	482.939,21
103	Extraordinary income	145.104,71
104	Prior year income	104.546,04
105	Interest income (from bank deposits, etc)	225.114,40
106	Income from securities	9.632.523,83
107	Sale of securities	2.624.868.416,52
108	Decrease in receivables	4.891.541,89
	<b>Less:</b>	
A 109	Purchase of securities	2.539.760.940,19
110	Increase in receivables	
	<b>Total Cash Inflows (A100)</b>	<b>151.603.098,31</b>
A 200	Cash outflows	
201	Cost of sales (less depreciation and provisions)	18.389.118,43
202	Administrative expenses	10.561.963,54
203	Research and development expenses	588.617,11
204	Distribution expenses	5.467.548,98
205	Unproductive expenses	0,00
206	Other expenses	1.647.052,10
207	Increase in inventories	
208	Increase in accruals & prepayments	60.036,47
209	Decrease in accrued expenses	554.652,36
210	Decrease in short term liabilities (excluding bank borrowings)	4.891.541,92
	<b>Less:</b>	
A 211	Decrease in inventories	77.552,60
212	Decrease in accruals & prepayments	
213	Increase in accrued expenses	
214	Increase in short term liabilities (excluding bank borrowings)	
	<b>Total cash outflows (A200)</b>	<b>42.082.978,31</b>
A 300	Tax cash outflows	
301	Income tax	3.622.705,73
302	Other taxes	18.366,39
303	Tax audit differences	451.810,52
304	Decrease in liabilities from taxes & duties	4.644.017,87
	<b>Less:</b>	
A 305	Increase in liabilities from taxes & duties	
	<b>Total tax outflows (A300)</b>	<b>8.736.900,51</b>
	<b>CASH FLOWS FROM ORDINARY ACTIVITIES A100-A200-A300=A</b>	<b>100.783.219,49</b>
	<b>Cash flows from investing activities</b>	
B 100	Cash inflows	
101	Sale of intangible assets	
102	Sale of tangible assets	4.676.423,29
103	Sale of participations and other long term investments	
103a	Decrease in subsidiary share capital	
104	Decrease in long term receivables	
105	Income from participations and other long term investments	
106	Interest income (long term investments)	
	<b>Σύνολο ταμιακών εισροών (B100)</b>	<b>4.676.423,29</b>
B 200	Cash outflows	
201	Purchase of intangible assets	1.695.524,57
202	Purchase of tangible assets	27.069.170,46
203	Purchase of participations and other long term investment	0,00
204	Increase in long term receivables	27.466,02
205	Increase in formation expenses	4.275.624,01
	<b>Total cash outflows (B200)</b>	<b>33.067.785,06</b>
	<b>Cash flows from investing activities (B100-B200)=B</b>	<b>-28.391.361,77</b>

A/A	ANALYSIS	AMOUNTS IN EURO
<b>C</b>	<b>Cash flows from financing activities</b>	
C 100	Cash inflows	
101	Proceeds from increase of share capital and share premium	0,00
102	Government grants received	57.294,86
103	Increase in long term liabilities	15.720,21
104	Increase in short term liabilities (bank borrowings)	0,00
105	Sale of own shares	0,00
	<b>Total cash inflows (C100)</b>	<b>73.015,07</b>
C 200	Cash outflows	
201	Decrease in share capital	
201a	Decrease in minority dividends	9.697.590,00
202	Refund of government grants	0,00
203	Decrease in long term liabilities	0,00
204	Decrease in short term liabilities (bank borrowings)	0,00
205	Interest paid	24.230,98
206	Dividends paid	12.176.347,04
206a	Dividends paid to minority	3.499.274,64
207	Profit distribution to employees	0,00
208	BOD emoluments from current year profits	0,00
209	Purchase of own shares	21.738.799,00
	<b>Total cash outflows (C200)</b>	<b>47.136.241,66</b>
	<b>Cash flows from financing activities (C100-C200)=C</b>	<b>-47.063.226,59</b>
	<b>HELEX Group cash flows (Sum of A+B+C)</b>	<b>25.328.631,13</b>
	<b>Plus: CASH AND CASH EQUIVALENTS as at 1.1.02</b>	<b>5.919.002,93</b>
	<b>CASH AND CASH EQUIVALENTS as at 31.12.02</b>	<b>31.247.634,06</b>

Athens, 26 May 2003

Chairman  
of Board of Directors

P. Alexakis  
ID. No. Π-576074

General Manager & Member  
of Board of Directors

G. Manalis  
ID. No. Π-042466

Head  
of Financial-Accounting dept

D. Condoyiannis  
ID. No. Α-126914

#### Auditors' Certification

We have audited the above Consolidated Cash Flow Statement of "Hellenic Exchanges Holding S.A." and its subsidiaries for the year 2002, which has been prepared based on the audited consolidated financial statements of the year ending 31.12.2002, for which our audit report was issued at 27/2/2003.

In our opinion, the above Consolidated Cash Flow Statement reflects the cash inflows and outflows arising from the activities of all the companies included in the consolidated financial statements as at 31.12.2002.

Athens, 26 May 2003

CERTIFIED AUDITORS-ACCOUNTANTS

Nic. G. Moustakis  
SOEL No.: 13971

SOL - ERNST & YOUNG A.E.

Dim. Il. Ziakas  
SOEL No.:10631

HELLENIC EXCHANGES HOLDING S.A.

CASH FLOW STATEMENT

For the period 1/1/2002 to 31/12/2002

Translated from the Greek Cash Flow Statement submitted to the Athens Authorities

A/A	ANALYSIS	AMOUNTS IN EURO
<b>A</b>	<b>Cash flow from ordinary activities</b>	
A 100	Cash Inflows	
101	Sales	0,00
102	Other operating income	10.001,27
103	Extraordinary income	1.114,30
104	Prior year income	6,69
105	Interest income (from bank deposits, etc)	9.328,02
106	Income from securities	2.473.188,35
107	Sale of securities	1.734.433.535,96
108	Decrease in receivables	0,00
	<b>Less:</b>	
A 109	Purchase of securities	1.717.826.945,31
110	Increase in receivables	312.477,02
	<b>Total cash inflows (A100)</b>	<b>18.787.752,27</b>
A 200	Cash Outflows	
201	Cost of sales (less depreciation and provision)	0,00
202	Administrative expenses	896.510,49
203	Research and development expenses	91.665,46
204	Distribution expenses	83.110,85
205	Unproductive expenses	0,00
206	Other expenses	1.066,79
207	Increase in inventories	0,00
208	Increase in accruals & prepayments	334.620,13
209	Decrease in accrued expenses	0,00
210	Decrease in short term liabilities (excluding bank borrowings)	209.109,31
	<b>Less:</b>	
A 211	Decrease in inventories	0,00
212	Decrease in accruals & prepayments	0,00
213	Increase in accrued expenses	0,00
214	Increase in short term liabilities (excluding bank borrowings)	0,00
	<b>Total cash outflows (A200)</b>	<b>1.616.083,03</b>
A 300	<u>Tax cash outflows</u>	
301	Income Tax	282.692,81
302	Other taxes	0,00
303	Tax audit differences	0,00
304	Decrease in liabilities from taxes & duties	936.930,46
	<b>Less:</b>	
A 305	Increase in liabilities from taxes & duties	0,00
	<b>Total tax cash outflows (A300)</b>	<b>1.219.623,27</b>
<b>B</b>	<b>CASH FLOWS FROM ORDINARY ACTIVITIES A100-A200-A300=A</b>	<b>15.952.045,97</b>
	<b>Cash Flows from investing activities</b>	
B 100	Cash Inflows	0,00
101	Sale of intangible assets	
102	Sale of tangible assets	
103	Sale of participations and other long term investments	0,00
104	Decrease in long term receivables	0,00
105	Income from participations and other long term investments	30.842.484,93
106	Interest income (long term investments)	0,00
	<b>Total cash inflows (B100)</b>	<b>30.842.484,93</b>
B 200	Cash outflows	
201	Purchase of intangible assets	0,00
202	Purchase of tangible assets	17.894.802,22
203	Purchase of participations and other long term investment	0,00
204	Increase in long term receivables	0,00
205	Increase in formation expenses	3.534.824,34
	<b>Total cash outflow (B200)</b>	<b>21.429.626,56</b>
	<b>Cash flows from investing activities (B100-B200)=B</b>	<b>9.412.858,37</b>

A/A	ANALYSIS	AMOUNTS IN EURO
<b>C</b>	<b>Cash flows from financing activities</b>	
C 100	Cash Inflows	
101	Proceeds from increase of share capital and share premium	0,00
102	Government grants received	0,00
103	Increase in long term liabilities	0,00
104	Increase in short term liabilities (bank borrowings)	0,00
105	Decrease in subsidiary share capital	10.498.410,00
	<b>Total cash inflow (C100)</b>	<b>10.498.410,00</b>
C 200	Cash outflow	
201	Decrease in share capital	0,00
202	Refund of government grants	0,00
203	Decrease in long term liabilities	0,00
204	Decrease in short term liabilities (bank borrowings)	0,00
205	Interest paid	7.001,05
206	Dividends paid	12.176.347,04
207	Profit distribution to employees	0,00
208	BOD emoluments from current year's profits	0,00
209	Purchase of own shares	21.738.799,00
	<b>Total cash outflows (C200)</b>	<b>33.922.147,09</b>
	<b>Cash flows from financing activities (C100-C200)=C</b>	<b>-23.423.737,09</b>
	<b>COMPANY'S CASH FLOWS (Sum of A+B+C)</b>	<b>1.941.167,25</b>
	<b>PLUS: CASH AND CASH EQUIVALENTS as at 1.1.02</b>	<b>1.187.196,34</b>
	<b>CASH AND CASH EQUIVALENTS as at 31.12.02</b>	<b>3.128.363,59</b>

Athens, 26 May 2003

Chairman  
of Board of Directors

P. Alexakis  
ID. No. Π-576074

Member  
of Board of Directors

G. Manalis  
ID. No. Π-042466

Head  
of Financial-Accounting dept

D. Condoyiannis  
ID. No. Α-126914

#### Auditors' Certification

We have audited the above Cash Flow Statement of "Hellenic Exchanges Holding S.A." for the year 2002, which has been prepared based on the Company's books and records, and on the audited financial statements of the year ending 31.12.2002, for which our audit report was issued at 27/2/2003.

In our opinion, the above Cash Flow Statement reflects the cash inflows and outflows arising from the activities of the company within the year.

Athens, 26 May 2003

CERTIFIED AUDITORS-ACCOUNTANTS

Nic. G. Moustakis  
SOEL No.: 13971

SOL - ERNST & YOUNG A.E.

Dim. Il. Ziakas  
SOEL No.:10631

**"HELLENIC EXCHANGES HOLDING S.A."**  
**Public Companies (S.A.) Reg. No. 45688/06/B/00/30**  
**SUMMARY CONSOLIDATED FINANCIAL STATEMENT**  
**(Period January 1, 2002 - September 30, 2002)**  
**(Amounts in EURO)**

**BALANCE SHEET FOR THE PERIOD FROM 1/1/02 TO 30/9/02**

**ASSETS**

	Period 1.1.2002 - 30.9.2002	Period 1.1.2001 - 30.9.2001
Long term expenses minus depreciation	9.906.403,53	8.184.666,36
Fixed Assets	87.472.376,43	56.605.905,34
Minus depreciation	43.841.559,13	33.048.698,68
Participations and other long-term financial assets	2.435.131,31	2.397.879,96
Stock	120.430,05	70.454,88
Clients	3.890.210,52	3.134.025,46
Sundry debtors	16.955.438,32	43.653.599,88
Securities	210.328.487,85	273.228.650,37
Cash and cash equivalents	7.132.296,13	4.750.972,65
Prepayments and accrued income	1.319.795,76	1.528.723,46
<b>TOTAL ASSETS</b>	<b><u>295.719.010,77</u></b>	<b><u>360.506.179,68</u></b>

**LIABILITIES**

	Period 1.1.2002 - 30.9.2002	Period 1.1.2001 - 30.9.2001
Paid-up share capital	358.995.273,65	265.003.668,38
Reserves & other equity accounts	112.440.587,66	35.538.490,05
Consolidation differences	-265.041.444,64	-122.901.579,48
Minority rights over the capital	9.712.940,85	69.934.957,05
Consolidated results for the period (before taxes)	-13.870.142,92	14.697.053,51
Minority shareholders proportion over pre tax results for the period	152.464,40	4.506.373,35
Previous periods' results and consolidation rehabilitation	79.307.086,33	69.480.033,46
Various provisions	2.728.820,68	2.491.845,60
Long term Liabilities	25.458,62	9.915,33
Short term Liabilities	9.695.878,64	18.530.667,66
Transitory liabilities Accounts	1.572.087,50	3.214.754,77
<b>TOTAL LIABILITIES</b>	<b><u>295.719.010,77</u></b>	<b><u>360.506.179,68</u></b>
<b>MEMO ACCOUNTS</b>	<b><u>268.124.929,55</u></b>	<b><u>638.494.010,03</u></b>

**Notes:**

- The above consolidated financial statements include the companies: a) HELLENIC EXCHANGES HOLDING SA, (parent company) and the companies b) ATHENS EXCHANGE SA with 98.87 (direct and indirect participation), c) CENTRAL SECURITIES DEPOSITORY SA with 69.88% (direct and indirect participation), d) ASYK SA with 98.33% (direct and indirect participation), e) THESSALONIKI STOCK EXCHANGE CENTRE SA with 99.44% (direct and indirect participation) and f) ATHENS DERIVATIVES EXCHANGE CLEARING HOUSE SA with 98.11% (direct and indirect participation). Consolidation was carried out on the basis of the Total Consolidation method, according to articles 90 to 109 of the 2190/1920 Companies Act.
- Lawsuits are pending on third party claims against subsidiary companies for various sums totalling Euro 12.3 million approximately. Out of these claims, Euro 11.5 million approximately concern the case of Katsoulis Stockbrokers SA. These claims are also filed against the Athens Stock Exchange Mutual Guarantee Fund, which, according to law, is responsible for compensating investors in case a Brokerage Firm goes bankrupt. The company estimates that there will be no significant consequences from the outcome of these cases.
- The merger of the companies "ATHENS STOCK EXCHANGE S.A." and "ATHENS DERIVATIVES EXCHANGE S.A.", through the absorption of "ADEX S.A." by "ASE S.A.", consistent with the decisions taken on 17-7-02 by the companies' respective Shareholders' General Meetings according to the provisions of articles 69 to 77 of Law 2190/20 and in line with the articles 1-5 of Law 2166/93, was approved according to the K2-10999/30-8-02 decision of the Ministry of Development. Following the merger the absorbing company was renamed "ATHENS EXCHANGE S.A."
- No encumbrances exist on the group's assets.
- Some of the items of the previous period have been readjusted in order to be comparable with those of the current period, whereas items of the summary consolidated statements derive from the balance sheets of the companies that are included in the consolidation, on which the appropriate off-balance sheet modifications were made.
- As of September 30, 2002 the Group was employing 597 persons.
- The absorbing company "Athens Exchange S.A." has been conclusively audited by tax authorities up to and including the 1998 financial years and the absorbed company "Athens Derivatives Exchange S.A." up to 1999. The companies ASYK SA and CSD SA have been audited for tax obligations up to and including the 1998 financial years, the Thessaloniki Stock Exchange Centre up to and including 2000, whereas the parent company and the Athens Derivatives Clearing House SA (ADECH) have not yet been audited by the tax authorities.
- Depreciation for the previous period on long-term expenses for the parent company and part of the CSD was assessed with a factor of 100%, whereas relevant depreciation for the current period was assessed with a factor of 20%. If depreciation was assessed as in the previous period, the results would have been charged with Å 2.7 million approximately.
- The analysis of sales through subsidiary companies by STAKOD-91 category is as follows: a) STAKOD 671.1 "Activities related to the support and operation of organised capital markets", Euro 37,169,424.04 and 72.20 "Business consulting and sale of software" Euro 914,773.87

## INCOME STATEMENT

FOR THE PERIOD FROM JANUARY 1, 2002 TO SEPTEMBER 30, 2002

	Period 1.1.2002 - 30.9.2002	Period 1.1.2001 - 30.9.2001
Net turnover (sales)	38.084.197,91	55.024.496,64
Less: Cost of sales	<u>22.203.918,75</u>	<u>23.265.962,14</u>
<b>Subtotal of results of exploitation</b>	<b><u>15.880.279,16</u></b>	<b><u>31.758.534,50</u></b>
Plus: Other operating income	369.236,39	339.840,73
Income from holdings and securities	8.105.454,33	13.447.959,39
Minus: Administrative Expenses	9.835.443,86	11.303.638,26
Research and development expenses	1.317.433,28	2.177.096,21
Distribution Expenses	4.510.720,85	5.488.633,21
Provisions against devaluation of equity participations & securities	23.329.047,88	4.931.320,37
Expenses and losses from participations interest and securities	88.080,77	57.141,93
Financial results (+/-)	<u>389.409,93</u>	<u>802.441,74</u>
<b>TOTAL OPERATING RESULTS</b>	<b><u>-14.336.346,83</u></b>	<b><u>22.390.946,38</u></b>
Plus: Extraordinary and non operating income-profit	817.659,58	2.389.450,79
Minus: Extraordinary and non operating expenses-losses	198.991,27	305.245,70
Minus: Additional depreciation	0,00	5.271.724,60
<b>NET RESULTS FOR THE PERIOD BEFORE TAXES</b>	<b><u>-13.717.678,52</u></b>	<b><u>19.203.426,87</u></b>
Minus: Minority shareholders share in results before taxes	<u>152.464,40</u>	<u>4.506.373,35</u>
<b>NET CONSOLIDATED RESULTS OF THE GROUP BEFORE TAXES</b>	<b><u>-13.870.142,92</u></b>	<b><u>14.697.053,52</u></b>

Athens, November 25, 2002

THE PRESIDENT OF  
THE BOARD OF DIRECTORS

PANAYOTIS ALEXAKIS  
ID. No. Π 576074

THE GENERAL MANAGER

GIKAS MANALIS  
ID. No. Π 042466

THE FINANCIAL DEPARTMENT HEAD

DIMITRIOS CONDOYANNIS  
ID. No. Α 126914

### AUDITOR'S REPORT

To the Board of Directors of "HELLENIC EXCHANGES HOLDING S.A."

We have audited the above Financial Statements according to the provisions of article 6 of Presidential Decree 360/1985, as amended by Law 2553/1997, in accordance with the standards of auditing followed by the Institute of Certified Auditors-Accountants in Greece and the procedures we found proper in order to establish whether the above summary financial statements of the company "HELLENIC EXCHANGES HOLDING S.A.", that refer to the period from January 1, 2002 to September 30, 2002, do not include inaccuracies or omissions that affect substantially the equity structure and the financial position, as well as the consolidated results of the above parent company and its subsidiaries that are included in the consolidation.

We have not extended our audit to the examination of the Financial Statements of the subsidiary companies which are included in the consolidation and represent 28.7% and 100% of consolidated total assets and turnover respectively.

From our audit it is noted that no provision has been made for a reduction in the results arising from third party court claims that are stated in the company's notes No 2 under the Consolidated Balance Sheet.

Based on the audit we have performed, we have ascertained that the above financial statements have been prepared in accordance with the relevant provisions of Law 2190/1920 and, taking into account our above mentioned remark as well as the company's notes, do not include inaccuracies or omissions that affect substantially the consolidated equity structure and the financial position of the companies included in the consolidation as on September 30, 2002, as well as the consolidated results for the period that ended on this date, according to the relevant provisions that are in force and the accounting principles and methods applied by the parent company which are universally accepted and do not differ from the ones used for the previous accounting period, except for the case stated in company note number 8.

Athens, November 25, 2002  
THE CERTIFIED PUBLIC ACCOUNTANTS-AUDITORS

NIKOLAOS G. MOUSTAKIS  
SOEL Reg.No. 13971

SOL - ERNST & YOUNG

DIMITRIOS IL. ZIAKAS  
A.M.E.O.E.A. 10631

**"HELLENIC EXCHANGES HOLDING S.A."**  
**Public Companies (S.A.) Reg. No. 45688/06/B/00/30**  
**FINANCIAL STATEMENT**  
**AS AT SEPTEMBER 30, 2002 (January 1, 2002 - September 30, 2002)**  
**(Amounts in EURO)**

**ASSETS**

	Period 1.1.2002 - 30.9.2002	Period 29.3.2000 - 30.9.2001
Long term expenses minus depreciation	3.142.345,63	1.479,17
Fixed Assets	17.998.550,57	362.563,57
Minus depreciation	77.522,14	30.228,14
Participations and long-term financial assets	403.452.865,80	249.457.570,06
Sundry debtors	440.445,36	10.058.578,98
Securities	81.526.572,19	78.823.071,76
Cash and cash equivalents	3.712.992,60	242.088,11
Prepayments and accrued income	348.773,64	294.473,94
<b>TOTAL ASSETS</b>	<b>510.545.023,65</b>	<b>339.209.597,45</b>

**LIABILITIES**

	Period 1.1.2002 - 30.9.2002	Period 29.3.2000 - 30.9.2001
Paid-up share capital	358.995.273,65	265.003.668,38
Reserves & other equity accounts	106.196.505,18	25.610.112,69
Results of the period (+/-) before taxes	21.802.775,64	41.842.363,93
Results of previous periods (+/-)	15.235.569,79	0,00
Various provisions	17.902,65	10.258,75
Short term liabilities	540.472,47	140.112,26
Unearned and deferred accounts	7.756.524,27	6.603.081,44
<b>Total liabilities</b>	<b>510.545.023,65</b>	<b>33.209.597,45</b>
<b>MEMO ACCOUNTS</b>	<b>196.478,35</b>	<b>196.478,36</b>

**Notes**

1. During the period from January 1, 2002 September 30 2002 the increase of the company's share capital by contribution in kind of shares not listed on the Athens Exchange was completed according to resolutions of the shareholders' General Meeting held on December 28 2001.
2. The data on September 30, 2002 was taken from trial balances which were adapted, where needed, with off-balance sheet estimates.
3. Item "Prepayment and accrued income" represents provisions for accrued interest income not overdue on September 30, 2002.
4. Item "transitory liabilities accounts" refers mainly to 1/4 of the received dividend from the subsidiaries Athens Stock Exchange, Central Securities Depository, Athens Derivatives Exchange and Athens Derivatives Exchange Clearing House according to the approved 2001 Balance Sheets.
5. The items of the current period are not comparable to those of the previous one since the latter refer to the period from 29/3/00-30/9/01
6. Depreciation for the previous period (29/3/00-30/9/01) on long term expenses was assessed with a depreciation factor of 100%, in order for the company to acquire the right to distribute interim dividend, whereas relative depreciation for the period (1/1/02-30/9/02) was assessed with a depreciation factor of 20%. If the company assessed depreciation on long term expenses with a factor of 100%, then depreciation would amount to Å 3.7 million approximately, out of which € 2.8 million refer to the current nine-month period, whereas € 0.9 million should encumber the next periods.
7. The number of employed personnel on September 30, 2002 amounted to 12 persons.
8. The company's turnover by STAKOD 91 are in category 741.5 "Activities related to the management of holding companies".
9. The company has not been audited for taxes since its establishment.

## INCOME STATEMENT

OF THE PERIOD 1/1/02 to 30/9/02

	Period 1.1.2002 - 30.9.2002	Period 29.3.2000 - 30.9.2001
<b>Gross Operating Results</b>	0,00	0,00
Plus: Income from holdings and securities	24.616.282,87	50.182.836,00
Minus: Administrative Expenses	1.284.833,03	951.816,78
Distribution Expenses	55.874,74	227.411,36
Provisions against devaluation of equity participations & securities	1.723.869,33	1.955.997,06
Expenses and losses from participation interest and securities	88.009,31	37.188,03
Financial results (+/-)	336.393,89	103.829,70
<b>TOTAL OPERATING RESULTS</b>	<b>21.800.090,35</b>	<b>47.114.252,47</b>
Plus: Extraordinary and non operating income-profits	3.722,07	87,01
Minus: Extraordinary and non operating expenses-losses	1.036,78	250,95
Minus: Additional depreciation	0,00	5.271.724,60
<b>NET RESULTS (PROFIT) FOR THE PERIOD BEFORE TAXES</b>	<b>21.802.775,64</b>	<b>41.842.363,93</b>

Athens, November 25, 2002

THE PRESIDENT OF  
THE BOARD OF DIRECTORS

PANAYOTIS ALEXAKIS  
ID. No. Π 576074

THE GENERAL MANAGER

GIKAS MANALIS  
ID. No. Π 042466

THE FINANCIAL DEPARTMENT HEAD

DIMITRIOS CONDOYANNIS  
ID. No. Α 126914

### AUDITOR'S REPORT

To the Board of Directors of "HELLENIC EXCHANGES HOLDING S.A."

We have audited the above Financial Statements according to the provisions of article 6 of Presidential Decree 360/1985, as amended by Law 2553/1997, in accordance with the standards of auditing followed by the Institute of Certified Auditors-Accountants in Greece and the procedures we found proper in order to establish whether these Financial Statements that refer to the period from January 1, 2002 to September 30, 2002 do not include inaccuracies or omissions that affect substantially the equity structure and the financial position of the company as well as the results for the relevant period. We have examined the books of account and records kept by the company and we obtained all the information and explanation asked. The company has applied properly the Hellenic General Accounting Plan. The company has not modified the inventory method except in the case of company note number 6. The results of our audit are the following:

1. The company - using article 28 of P.D. 186/92 - valued the stock of companies not listed in the Athens Exchange that were contributed in kind during the company capital increase (December 28, 2001) at their acquisition price, as assessed by the committee established according to Law 2954/2001. If the valuation was performed according to the latest published Balance Sheets (article 43 of Law 2190/20) the company should form a provision for the depreciation of its participations amounting to € 82,438,871. Out of this sum, € 38,684,807 refer to the closing nine-month period and should reduce its results, € 12,894,935 should debit a transitory assets account and aggravate the following accounting periods, and € 30,859,129 refer to the previous accounting period and should have reduced the company's net worth.

2. The company - correctly using Law 2579/98 - evaluated its participation in the Athens Exchange at its acquisition value. If it the valuation was performed at the current price, the company's net worth would be reduced by € 146,736,072. Out of this sum, € 17,668,760 refer to the closing nine-month period and should reduce its results, € 5,889,587 should debit a transitory assets account and aggravate the following accounting periods, and € 123,177,725 refer to the previous accounting period and should have reduced the company's net worth.

Based on the audit we have performed, we have ascertained that the above financial statements result from the books and the records of the company and, taking into account our remarks as well as the company's notes, do not include inaccuracies or omissions that affect substantially the equity structure and the financial position of the company as on

September 30, 2002 as well as the results for the period ended on this date, according to the relevant provisions that are in force and the accounting principles and methods applied by the company which are universally accepted and do not differ from the ones used for the previous accounting period, except for the case stated in company note number 6.

Athens, November 25, 2002  
THE CERTIFIED PUBLIC ACCOUNTANTS-AUDITORS

NIKOLAOS G. MOUSTAKIS  
SOEL Reg. No. 13971

SOL-ERNST & YOUNG

DIMITRIOS IL. ZIAKAS  
SOEL Reg. No. 10631



**"HELLENIC EXCHANGES HOLDING S.A."**  
**Public Companies (S.A.) Reg. No. 45688/06/B/00/30**  
**SUMMARY CONSOLIDATED FINANCIAL STATEMENT**  
**(Period January 1, 2002 - June 30, 2002)**  
**(Amounts in EURO)**

**BALANCE SHEET FOR THE PERIOD FROM 1/1/02 TO 30/6/02**

**ASSETS**

	Period 1.1.2002 - 30.6.2002	Period 1.1.2001 - 30.6.2001
Long term expenses minus depreciation	11.598.101,51	8.609.670,66
Fixed Assets	85.351.900,02	53.926.511,79
Minus depreciation	41.876.718,10	30.732.937,79
Participations and other long-term financial assets	2.466.209,73	2.397.515,66
Stock	120.430,05	52.560,53
Clients	3.736.625,42	3.344.645,64
Sundry debtors	16.758.656,57	43.800.333,85
Securities	221.217.316,52	268.709.478,93
Cash and cash equivalents	15.092.720,32	3.784.114,13
Prepayments and accrued income	1.783.236,55	1.516.274,84
<b>TOTAL ASSETS</b>	<b>316.248.478,59</b>	<b>355.408.168,24</b>

**LIABILITIES**

	Period 1.1.2002 - 30.6.2002	Period 1.1.2001 - 30.6.2001
Paid-up share capital	358.995.273,65	265.003.668,38
Reserves & other equity accountns	112.656.438,14	34.436.781,49
Consolidation differences	-264.002.502,79	-122.888.284,00
Minority rights over the capital	8.440.065,55	69.968.214,40
Consolidated results for the period (before taxes)	-6.261.405,26	11.105.667,71
Minority shareholders proportion over pre tax seults for the period	291.210,00	3.167.303,45
Previous periods results and consolidation rehabilitation	79.527.333,46	70.053.630,59
Various provisions	2.702.401,28	2.476.687,98
Long term Liabilities	21.677,05	6.344,76
Short term Liabilities	20.976.113,79	18.761.736,53
Transitory liabilities Accounts	2.901.873,72	3.316.416,95
<b>TOTAL LIABILITIES</b>	<b>316.248.478,59</b>	<b>355.408.168,24</b>
<b>MEMO ACCOUNTS</b>	<b>284.131.918,33</b>	<b>850.396.040,02</b>

**Notes:**

1. The above consolidated financial statements include the companies: a) HELLENIC EXCHANGES SA HOLDING, (parent company) and the companies b) ATHENS STOCK EXCHANGE SA with 100% (direct participation), c) CENTRAL SECURITIES DEPOSITORY SA with 70.31% (direct and indirect participation), d) ASYK SA with 98.75% (direct and indirect participation), e) THESSALONIKI FINANCIAL CENTRE SA with 99.82% (direct and indirect participation), f) THE ATHENS DERIVATIVES EXCHANGE SA with 95.95% (direct and indirect participation) and g) The ATHENS DERIVATIVES EXCHANGE CLEARING HOUSE SA with 98.24% (direct and indirect participation). Consolidation was carried out on the basis of the Total Consolidation method, according to articles 90 to 109 of the 2190/1920 Companies Act.

2. Lawsuits are pending on third party claims against subsidiary companies for various sums totalling Euro 12.3 million approximately. Out of these claims, Euro 11.5 million approximately concern the case of Katsoulis Stockbrokers SA. These claims are also filed against the Athens Stock Exchange Mutual Guarantee Fund, which, according to law, is responsible to compensate investors in case a Brokerage Firm go bankrupt. The company estimates that there will be no significant consequences from the outcome of these cases.

3. No encumbrances exist on the group's assets.

4. Some of the items of the previous period have been readjusted in order to be comparable with those of the current period, whereas items of the summary consolidated statements derive from the balance sheets of the companies that are included in the consolidation, on which the appropriate off-balance sheet modifications were made.

5. As of June 30, 2002 the Group was employing 585 persons.

6. The companies ASE SA, ASYK SA and CSD SA have been audited for tax obligations up to and including the 1998 financial years, the Athens Derivatives Exchange SA (ASEX) up to and including the 1999 financial year, the Thessaloniki Financial Centre up to and including 2000, whereas the parent company and the Athens Derivatives Clearing House SA (ADECH) have not yet been audited for taxes.

7. Depreciation for the previous period on long term expenses for the parent company and the CSD was assessed with a factor of 100%, whereas relevant depreciation for the current period was assessed with a factor of 20%. If depreciation was assessed as in the previous period, the results would have been charged with Å 2.1 million approximately.

8. The analysis of sales by STAKOD-91 category is: a) Holding company income STAKOD 741.5: "Activities related to the management of holding companies" Euro 1,037,690.90 and b) Turnover (through subsidiary companies): STAKOD 671.1 "Activities related to the support and operation of organised capital markets", Euro 25,507,999.66 and 72.20 "Business consulting and sale of software" Euro 240,250.56

## INCOME STATEMENT

FOR THE PERIOD FROM JANUARY 1, 2002 TO JUNE 30, 2002

	Period 1.1.2002 - 30.6.2002	Period 1.1.2001 - 30.6.2001
Net turnover (sales)	25.748.250,22	36.922.675,10
Less: Cost of sales	<u>14.602.524,38</u>	<u>15.272.388,14</u>
<b>Subtotal of results of exploitation</b>	<b><u>11.145.725,84</u></b>	<b><u>21.650.286,96</u></b>
Plus: Other operating income	238.474,52	89.135,04
Income from holdings and securities	6.860.291,25	11.001.636,47
Minus: Administrative Expenses	6.982.034,92	7.312.179,86
Research and development expenses	1.108.206,21	1.446.337,88
Distribution Expenses	3.003.252,90	3.904.995,82
Provisions against devaluation of equity participations & securities	13.838.839,00	1.688.385,33
Expenses and losses from participations interest and securities	52.286,96	53.420,56
Financial results (+/-)	<u>321.051,25</u>	<u>695.398,47</u>
<b>TOTAL OPEATING RESULTS</b>	<b><u>-6.419.077,13</u></b>	<b><u>19.031.137,49</u></b>
Plus: Extraordinary and non operating income-profit	641.926,84	734.592,10
Minus: Extraordinary and non operating expenses-losses	193.044,97	221.033,83
Minus: Additional depreciation	0,00	5.271.724,60
<b>NET RESULTS FOR THE PERIOD BEFORE TAXES</b>	<b><u>-5.970.195,26</u></b>	<b><u>14.272.971,16</u></b>
Minus: Minority shareholders share in results before taxes	<u>291.210,00</u>	<u>3.167.303,45</u>
<b>NET CONSOLIDATED RESULTS OF THE GROUP BEFORE TAXES</b>	<b><u>-6.261.405,26</u></b>	<b><u>11.105.667,71</u></b>

Athens, August 26, 2002

THE PRESIDENT OF  
THE BOARD OF DIRECTORS

PANAYOTIS ALEXAKIS  
ID. No. Π 576074

THE GENERAL MANAGER

GIKAS MANALIS  
ID. No. Π 042466

THE FINANCIAL DEPARTMENT HEAD

DIMITRIOS CONDOYANNIS  
ID. No. Α 126914

### AUDITOR'S REPORT

To the Board of Directors of "HELLENIC EXCHANGES HOLDING S.A."

We have audited the above Financial Statements according to the provisions of article 6 of Presidential Decree 360/1985, as amended by Law 2553/1997, in accordance with the standards of auditing followed by the Institute of Certified Auditors-Accountants in Greece and the procedures we found proper in order to establish whether the above summary financial statements of the company "HELLENIC EXCHANGES HOLDING S.A.", that refer to the period from January 1, 2002 to June 30, 2002, do not include inaccuracies or omissions that affect substantially the equity structure and the financial position, as well as the consolidated results of the above parent company and its subsidiaries the are included in the consolidation.

We have not extended our audit to the examination of the Financial Statements of the subsidiary companies which are included in the consolidation and represent 30% and 100% of consolidated total assets and turnover respectively. Other accredited auditors have audited these financial statements and our opinion has been based in their respective auditor's report.

From our audit it is noted that no provision has been made for a reduction in the results arising from third party court claims that are stated in the company's notes No 2 under the Consolidated Balance Sheet.

Based on the audit we have performed, we have ascertained that the above financial statements statements have been prepared in accordance with the relevant provisions of Law 2190/1920 and, taking into account our above mentioned remark as well as the company's notes, do not include inaccuracies or omissions that affect substantially the consolidated equity structure and the financial position of the companies included in the consolidation as at June 30, 2002, as well as the consolidated results for the period that ended on this date, according to the relevant provisions that are in force and the accounting principles and methods applied by the parent company which are universally accepted and do not differ from the ones used for the previous accounting period, except for the case stated in company note number 7.

Athens, August 26, 2002

THE CERTIFIED PUBLIC ACCOUNTANTS-AUDITORS

NIKOLAOS G. MOUSTAKIS  
SOEL Reg.No. 13971

SOL-ERNST & YOUNG

DIMITRIOS IL. ZIAKAS  
A.M.I.O.E.A. 10631

**"HELLENIC EXCHANGES HOLDING S.A."**  
**Public Companies (S.A.) Reg. No. 45688/06/B/00/30**  
**FINANCIAL STATEMENT**  
**AS AT JUNE 30, 2002 (January 1, 2002 - June 30, 2002)**  
**(Amounts in EURO)**

**ASSETS**

	Period 1.1.2002 - 30.6.2002	Period 29.3.2000 - 30.6.2001
Long term expenses minus depreciation	3.331.151,49	1.326,50
Fixed Assets	17.814.294,13	215.783,38
Minus depreciation	70.802,85	22.434,37
Participation and long-term financial assets	403.452.865,80	249.457.570,06
Sundry debtors	414.740,04	10.024.482,06
Securities	82.314.975,55	53.295.372,61
Cash and cash equivalents	11.177.808,24	99.803,95
Prepayments and accrued income	379.197,83	26.638.185,99
<b>TOTAL ASSETS</b>	<b><u>518.814.230,23</u></b>	<b><u>339.710.090,18</u></b>

**LIABILITIES**

	Period 1.1.2002 - 30.6.2002	Period 29.3.2000 - 30.6.2001
Paid-up share capital	358.995.273,65	265.003.668,38
Reserves & other equity accountns	106.196.505,18	25.609.867,94
Results of the period (+/-) before taxes	14.561.364,70	35.682.190,18
Results of previous periods (+/-)	15.235.569,79	0,00
Various provisions	22.023,95	9.512,78
Short term liabilities	8.397.567,61	198.688,02
Unearned and deferred accounts	15.405.925,35	13.206.162,88
<b>Total liabilities</b>	<b><u>518.814.230,23</u></b>	<b><u>339.710.090,18</u></b>
<b>MEMO ACCOUNTS</b>	<b><u>196.478,35</u></b>	<b><u>196.478,36</u></b>

**Notes**

1. During the first semester (January 1st 2002 - June 30 2002) was completed the increase of the company's share capital by contribution in kind of shares unlisted on the Athens Stock Exchange according to resolutions of the shareholders' General Meeting held on December 28 2001.
2. The data on June 30, 2002 was taken from trial balances which were adapted, where needed, with off-balance sheet estimates.
3. Item "Prepayment and accrued income" represents mainly the ½ of the dividend to be paid by the subsidiary ASYK, according to company's Balance Sheet on December 31, 2001 which was approved by the General Meeting as well as to provisions for accrued interest income not overdue as at June 30, 2002.
4. Item "transitory liabilities accounts" refers mainly to ½ of the received dividend from the subsidiaries Athens Stock Exchange, Central Securities Depository, Athens Derivatives Exchange and Athens Derivatives Exchange Clearing House according to the approved 2001 Balance Sheets.
5. The items of the current period are not comparable to those of the previous one since the latter refer to the period from 29/3/00-30/6/01.
6. Depreciation for the previous period (29/3/00-30/6/01) on long term expenses was assessed with a factor of 100%, in order for the company to acquire the right to distribute interim dividend, whereas devaluation for the period (1/1/02-30/6/02) was assessed with a factor of 20%. If the company assessed depreciation on long term expenses with a factor of 100%, then depreciation would amount to € 3.3 million approximately, out of which € 1.6 million refer to the current six-month period, whereas € 1.6 million should encumber the next periods.
7. The number of employed personnel at June 30, 2002 amounted to 12 persons.
8. The company's turnover by STAKOD 91 are in category 741.5 "Activities related to the management of holding companies".

## INCOME STATEMENT

OF THE PERIOD 1/1/02 to 30/6/02

	Period 1.1.2002 - 30.6.2002	Period 29.3.2000 - 30.6.2001
<b>Gross Operating Results</b>	0,00	0,00
Plus: Income from holdings and securities	16.458.929,41	42.795.314,09
Minus: Administrative Expenses	918.044,58	731.704,82
Distribution Expenses	53.789,05	169.828,20
Provisions against devaluation of equity participations & securities	1.121.717,83	918.148,00
Expenses and losses from participation interest and securities	52.224,45	33.466,67
Financial results (+/-)	248.950,72	11.912,18
<b>TOTAL OPEATING RESULTS</b>	<b>14.562.104,22</b>	<b>40.954.078,58</b>
Plus: Extraordinary and non operating income-profits	297,26	87,01
Minus: Extraordinary and non operating expenses-losses	1.036,78	250,80
Minus: Additional depreciation	0,00	5.271.724,61
<b>NET RESULTS (PROFIT) FOR THE PERIOD BEFORE TAXES</b>	<b>14.561.364,70</b>	<b>35.682.190,18</b>

Athens, August 26, 2002

THE PRESIDENT OF  
THE BOARD OF DIRECTORS

PANAYOTIS ALEXAKIS  
ID. No. Π 576074

THE GENERAL MANAGER

GIKAS MANALIS  
ID. No. Π 042466

THE FINANCIAL DEPARTMENT HEAD

DIMITRIOS CONDOYANNIS  
ID. No. Α 126914

### AUDITOR'S REPORT

To the Board of Directors of "HELLENIC EXCHANGES HOLDING S.A."

We have audited the above Financial Statements according to the provisions of article 6 of Presidential Decree 360/1985, as amended by Law 2553/1997, in accordance with the standards of auditing followed by the Institute of Certified Auditors-Accountants in Greece and the procedures we found proper in order to establish whether these Financial Statements that refer to the period from January 1, 2002 to June 30, 2002 do not include inaccuracies or omissions that affect substantially the equity structure and the financial position of the company as well as the results for the relevant period.

We have examined the books of account and records kept by the company and we obtained all the information and explanation asked. The company has applied properly the Hellenic General Accounting Plan. The company has not modified the inventory method except in the case of company note number 6. The results of our audit are the following:

1. The company - using article 28 of P.D. 186/92 - valued the stock of companies not listed in the Athens Stock Exchange that were contributed in kind during the company capital increase (December 28, 2001) at their acquisition price, as assessed by the committee established according to Law 2954/2001. If the valuation was performed according to the latest published Balance Sheets (article 43 of Law 2190/20) the company should form a provision for the depreciation of its participations amounting to € 116,625,372. Out of this sum, € 39,647,986 refer to the closing six-month period and should reduce its results, € 39,647,986 should debit a transitory assets account and aggravate the following accounting periods, and € 37,329,399 refer to the previous accounting period and should have reduced the company's net worth.

2. The company - using correctly Law 2579/98 - evaluated its participation in the Athens Stock Exchange at its acquisition value. If it the valuation was performed at the current price, the company's net worth would be reduced by € 116,707,455, since the difference refers to the previous accounting period.

Based on the audit we have performed, we have ascertained that the above financial statements result from the books and the records of the company and, taking into account our remarks as well as the company's notes, do not include inaccuracies or omissions that affect substantially the equity structure and the financial position of the company as at June 30, 2002 as well as the results for the period ended on this date, according to the relevant provisions that are in force and the accounting principles and methods applied by the company which are universally accepted and do not differ from the ones used for the previous accounting period, except for the case stated in company note number 6.

Athens, August 26, 2002

THE CERTIFIED PUBLIC ACCOUNTANTS-AUDITORS

NIKOLAOS G. MOUSTAKIS  
SOEL Reg. No. 13971

SOL-ERNST & YOUNG

DIMITRIOS IL. ZIAKAS  
SOEL Reg. No. 10631

**"HELLENIC EXCHANGES HOLDING S.A."**  
**Public Companies (S.A.) Reg. No. 45688/06/B/00/30**  
**SUMMARY CONSOLIDATED FINANCIAL STATEMENT**  
**(Period January 1, 2002 - March 31, 2002)**  
**(Amounts in EURO)**

**ASSETS**

	Period 1.1.2002 - 31.3.2002	Period 1.1.2001 - 31.3.2001
Long term expenses minus depreciation	9.803.067,91	9.140.132,99
Fixed Assets	66.410.776,29	52.201.603,75
Minus depreciation	39.177.868,44	28.810.172,46
Participations and other long-term financial assets	2.433.144,80	2.373.276,81
Stock	120.430,05	52.560,53
Clients	3.977.480,78	3.473.957,37
Sundry debtors	16.159.018,32	39.957.637,59
Securities	263.581.027,90	298.380.875,59
Cash and cash equivalents	5.983.114,48	6.755.953,30
Prepayments and accrued income	1.962.007,65	896.661,52
<b>TOTAL ASSETS</b>	<b>331.252.199,74</b>	<b>384.422.486,99</b>

**LIABILITIES**

	Period 1.1.2002 - 31.3.2002	Period 1.1.2001 - 31.3.2001
Paid-up share capital	358.995.273,65	265.003.668,38
Reserves & other equity accounts	112.185.797,40	34.434.597,99
Consolidation differences	-263.973.463,46	-126.120.320,56
Minority rights over the capital	8.516.094,08	67.216.302,25
Consolidated results for the period (before taxes)	34.056.144,25	8.351.857,66
Previous periods results and consolidation rehabilitation	44.131.701,47	44.370.709,69
Various provisions	2.728.753,38	2.451.685,60
Long term Liabilities	17.447,55	2.379,62
Short term Liabilities	28.945.136,01	85.406.451,27
Transitory liabilities Accounts	5.649.315,41	3.305.155,09
<b>TOTAL LIABILITIES</b>	<b>331.252.199,74</b>	<b>384.422.486,99</b>
<b>MEMO ACCOUNTS</b>	<b>141.806.627,46</b>	<b>533.311.994,62</b>

**NOTES**

1. The above consolidated financial statements include the companies: a) HELLENIC EXCHANGES SA HOLDING, (parent company) and the companies b) ATHENS STOCK EXCHANGE SA with 100% (direct participation), c) CENTRAL SECURITIES DEPOSITORY SA with 70.31% (direct and indirect participation), d) ASYK SA with 98.75% (direct and indirect participation), e) THESSALONIKI FINANCIAL CENTRE SA with 99.82% (direct and indirect participation), f) THE ATHENS DERIVATIVES EXCHANGE SA with 95.95% (direct and indirect participation) and g) The ATHENS DERIVATIVES EXCHANGE CLEARING HOUSE SA with 98.24% (direct and indirect participation). Consolidation was carried out on the basis of the Total Consolidation method, according to articles 90 to 109 of the 2190/1920 Companies Act.

2. The ownership of the real estate of the company (A.S.E.) located at 1, Pasmazoglou Street, was given to the National Bank of Greece by a first instance court decision in 1999, with an obligation to pay to the Athens Stock Exchange the amount of euros 2,054,292. Both sides, in order to withdraw any legal disputes, proceeded with the dated 7/6/01 private agreement in settlement based on which the A.S.E. paid an additional amount of 4,402,054.29 euros and the parties were engaged to proceed in a mutual withdraw from the judicial deeds of appeals and to sign a notary deed. On 2/4/2002 the notary deed was signed. (The value of the aforesaid real estate, according to an estimation report of 25/8/00 of the Institute of Certified Appraisers, amounts to 6,456,346,20 and its net book value at 31/12/01 to 3,683,052.29 euros).

3. Lawsuits are pending on third party claims against subsidiary companies for various sums totalling Euro 14,172,000 approximately. Out of these claims, Euro 13,540,000 approximately concern the case of Katsoulis Stockbrokers SA. Out of these claims totalling 12,745,000 euro are also filed against the Athens Stock Exchange Mutual Guarantee Fund, which, according to law, is responsible to compensate investors in case a Brokerage Firm go bankrupt. The company estimates that there will be no significant consequences from the outcome of these cases. Επισημαίνεται ότι έχουν ήδη εκδοθεί αποφάσεις του Πολυμελούς Πρωτοδικείου Αθηνών, που απορρίπτουν τρεις από τις εν λόγω αγωγές ύψους ευρώ 9.588.000 και διαφαίνεται ότι η εταιρεία δεν υπέχει ευθύνη για τις υποθέσεις αυτές. Για τη μία ωστόσο από τις αγωγές αυτές ύψους ευρώ 8.287.000 περίπου, ασκήθηκε έφεση σε βάρος του ΧΑΑ και με απόφαση του Εφετείου Αθηνών διατάχθηκαν αποδείξεις που δεν έχουν ακόμα αρχίσει.

4. As of March 31, 2002 the Group was employing 617 persons.

5. The companies ASE SA, ASYK SA, TSEC SA and CSD SA have been audited for tax obligations up to and including the 1998 financial years, the Athens Derivatives Exchange SA (ASEX) up to and including the 1999 financial year, the parent company and the Athens Derivatives Clearing House SA (ADECH) have not yet been audited for taxes.

6. The analysis of sales by STAKOD-91 category is: a) Holding company income STAKOD 741.5: "Activities related to the management of holding companies" Euro 7,710,621.30 and b) Turnover (through subsidiary companies): STAKOD 671.1 "Activities related to the support and operation of organised capital markets", Euro 11,624,516.22 and 72.20 "Business consulting and sale of software" Euro 1.178.737,22

## INCOME STATEMENT

FOR THE PERIOD FROM JANUARY 1, 2002 TO MARCH 31, 2002

	Period 1.1.2002 - 31.3.2002	Period 1.1.2001 - 31.3.2001
Net turnover (sales)	12.803.253,44	19.175.293,52
Less: Cost of sales	6.250.174,12	7.185.351,92
<b>Subtotal of results of exploitation</b>	<b>6.553.079,32</b>	<b>11.989.941,60</b>
Plus: Other operating income	96.329,20	44.284,96
Income from holdings and securities	1.626.415,36	3.118.427,83
Minus: Administrative Expenses	4.092.980,67	4.349.669,41
Research and development expenses	771.693,02	819.600,95
Distribution Expenses	1.418.591,68	1.880.413,85
Provisions against devaluation of equity participations & securities	1.063.154,95	419.347,95
Expenses and losses from participations interest and securities	34.488,43	24.539,82
Financial results (+/-)	91.695,90	24.266,17
<b>TOTAL OPEATING RESULTS</b>	<b>986.611,03</b>	<b>7.683.348,58</b>
Plus: Extraordinary and non operating income-profit	333.009,29	685.287,71
Minus: Extraordinary and non operating expenses-losses	167.043,08	16.778,63
Minus: Additional depreciation	0,00	0,00
<b>NET RESULTS FOR THE PERIOD BEFORE TAXES</b>	<b>1.152.577,24</b>	<b>8.351.857,66</b>
Minus: Minority shareholders share in results before taxes	182.414,46	1.394.847,43
<b>NET CONSOLIDATED RESULTS OF THE GROUP BEFORE TAXES</b>	<b>970.162,78</b>	<b>6.957.010,23</b>

Athens, 31/5/2002

THE PRESIDENT OF  
THE BOARD OF DIRECTORS

PANAYOTIS ALEXAKIS  
ID. No. Π 576074

THE VICE PRESIDENT OF  
THE BOARD OF DIRECTORS

APOSTOLOS TAMVAKAKIS  
ID. No. Π 704691

THE GENERAL MANAGER

GIKAS MANALIS  
ID. No. Π 042466

THE FINANCIAL DEPARTMENT HEAD

DIMITRIOS CONDOYANNIS  
ID. No. Α 126914

### AUDITOR'S REPORT

To the Board of Directors of "HELLENIC EXCHANGES HOLDING S.A."

We have audited the above Financial Statements according to the provisions of article 6 of Presidential Decree 360/1985, as amended by Law 2553/1997, in accordance with the standards of auditing followed by the Institute of Certified Auditors-Accountants in Greece and the procedures we found proper in order to establish whether the above summary financial statements of the company "HELLENIC EXCHANGES HOLDING S.A.", that refer to the period from January 1, 2002 to March 31, 2002, do not include inaccuracies or omissions that affect substantially the equity structure and the financial position, as well as the consolidated results of the above parent company and its subsidiaries the are included in the consolidation.

We have not extended our audit to the examination of the Financial Statements of the subsidiary companies which are included in the consolidation and represent 34% and 100% of consolidated total assets and turnover respectively.

From our audit it is noted the valuation of the stocks listed in the exchange owned by the company ASE S.A. was done at their acquisition price. If the valuation was done at the shares' current prices a loss of 3,477,581 euros would arise for the respective period.

Based on the audit we have performed, we have ascertained that the above financial statements have been prepared in accordance with the relevant provisions of Law 2190/1920 and, taking into account our above mentioned remark as well as the company's notes, do not include inaccuracies or omissions that affect substantially the consolidated equity structure and the financial position of the companies included in the consolidation as at March 31, 2002, as well as the consolidated results for the period that ended on this date, according to the relevant provisions that are in force and the accounting principles and methods applied by the parent company which are universally accepted.

Athens, May 31, 2002  
THE CERTIFIED PUBLIC ACCOUNTANTS-AUDITORS

NIKOLAOS G. MOUSTAKIS  
SOEL Reg. No. 13971

SOL - ERNST & YOUNG A.E.

DIMITRIOS IL. ZIAKAS  
SOEL Reg. No. 10631

**"HELLENIC EXCHANGES HOLDING S.A."**  
**Public Companies (S.A.) Reg. No. 45688/06/B/00/30**  
**FINANCIAL STATEMENT AS AT MARCH 31, 2002 (January 1, 2002 - March 31, 2002)**  
**(Amounts in EURO)**  
**BALANCE SHEET of the period January 1, 2002 - March 31, 2002**

**ASSETS**

	Period 1.1.2002 - 31.3.2002	Period 29.3.2000 - 31.3.2001
Long term expenses minus depreciation	1.357.784,99	0,23
Fixed Assets	411.097,65	204.759,42
Minus depreciation	64.497,14	15.206,64
Participation and long-term financial assets	403.452.865,80	249.457.570,06
Sundry debtors	40.800,21	10.015.919,00
Securities	92.071.271,58	53.749.060,05
Cash and cash equivalents	173.711,57	249.042,07
Prepayments and accrued income	6.908.585,41	30.877,52
<b>TOTAL ASSETS</b>	<b><u>504.351.620,07</u></b>	<b><u>313.692.021,71</u></b>

**LIABILITIES**

	Period 1.1.2002 - 31.3.2002	Period 29.3.2000 - 31.3.2001
Paid-up share capital	358.995.273,65	265.003.668,38
Reserves & other equity accountns	106.196.505,18	25.609.867,94
Results of the period (+/-) before taxes	7.192.677,22	22.951.478,35
Results of previous periods (+/-)	15.235.569,79	0,00
Various provisions	41.052,58	5.735,04
Short term liabilities	13.753.401,65	121.272,00
Unearned and deferred accounts	2.937.140,00	0,00
<b>Total liabilities</b>	<b><u>504.351.620,07</u></b>	<b><u>313.692.021,71</u></b>
<b>MEMO ACCOUNTS</b>	<b><u>196.478,35</u></b>	<b><u>0,00</u></b>

**NOTES**

1. During the first quarter (January 1st 2002 - March 31 2002) was completed the increase of the company's share capital by contribution in kind of shares unlisted on the Athens Stock Exchange according to resolutions of the shareholders' General Meeting held on December 28 2001.
2. The data on March 31, 2002 was taken from trial balances which were adapted, where needed, with off-balance sheet estimates.
3. Item "Prepayment and accrued income" represents mainly the 1/4 of the dividend to be paid by the subsidiaries ASE, ADEX, ADECH, & ASYK, according to companies' Balance Sheet on December 31, 2001 which were approved by their General Meetings.
4. Item "transitory liabilities accounts" refers mainly to 3/4 of the received dividend from the subsidiary "Central Securities Depository" according to the approved 2001 Balance Sheet.
5. The items of the current period are not comparable to those of the previous ones since the latter refer to the period from 29/3/00-31/3/01
6. The number of employed personnel at March 31, 2002 amounted to 12 persons.
7. The company's turnover by STAKOD 91 are in category 741.5 "Activities related to the management of holding companies".

## INCOME STATEMENT

FOR THE PERIOD 1/1/2002 - 31/3/2002

	Period 1.1.2002 - 31.3.2002	Period 29.3.2000 - 31.3.2001
<b>Gross Operating Results</b>	0,00	0,00
Plus: Income from holdings and securities	8.211.769,34	28.998.432,19
Minus: Administrative Expenses	294.161,57	518.238,29
Distribution Expenses	23.305,90	60.785,48
Provisions against devaluation of equity participations & securities	749.543,70	177.834,03
Expenses and losses from participation interest and securities	34.426,68	18.420,24
Financial results (+/-)	82.531,68	212,83
<b>TOTAL OPEATING RESULTS</b>	<b>7.192.863,17</b>	<b>28.223.366,98</b>
Plus: Extraordinary and non operating income-profits	6,71	86,75
Minus: Extraordinary and non operating expenses-losses	192,66	250,78
Minus: Additional depreciation	0,00	5.271.724,60
<b>NET RESULTS (PROFIT) FOR THE PERIOD BEFORE TAXES</b>	<b>7.192.677,22</b>	<b>22.951.478,35</b>

Athens, 31/5/2002

THE PRESIDENT OF  
THE BOARD OF DIRECTORS

PANAYOTIS ALEXAKIS  
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APOSTOLOS TAMVAKAKIS  
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THE FINANCIAL DEPARTMENT HEAD

DIMITRIOS CONDOYANNIS  
ID. No. Α 126914

### AUDITOR'S REPORT

To the Board of Directors of "HELLENIC EXCHANGES HOLDING S.A."

We have audited the above Financial Statements according to the provisions of article 6 of Presidential Decree 360/1985, as amended by Law 2553/1997, in accordance with the standards of auditing followed by the Institute of Certified Auditors-Accountants in Greece and the procedures we found proper in order to establish whether these Financial Statements that refer to the period from January 1, 2002 to March 31, 2002 do not include inaccuracies or omissions that affect substantially the equity structure and the financial position of the company as well as the results for the relevant period.

We have examined the books of account and records kept by the company and we obtained all the information and explanation asked. The company has applied properly the Hellenic General Accounting Plan. The results of our audit are the following:

1. The company - using article 28 of P.D. 186/92 - valued the stock of companies not listed in the Athens Stock Exchange that were contributed in kind during the company capital increase (December 28, 2001) at their acquisition price, as assessed by the committee established according to Law 2954/2001. If the valuation was performed according to the latest published Balance Sheets (article 43 of Law 2190/20) the company should form a provision for the depreciation of its participations amounting to Å 116,625,372. Out of this sum, Å 19,823,993 refer to the closing period and should reduce its results, Å 59,471,980 should debit a transitory assets account and aggravate the following accounting periods, and Å 37,329,399 refer to the previous accounting period and should have reduced the company's net worth.

2. The company - using correctly Law 2579/98 - evaluated its participation in the Athens Stock Exchange at its acquisition value. If it the valuation was performed at the current price, the company's net worth would be reduced by Å 116,707,455, since the difference refers to the previous accounting period.

Based on the audit we have performed, we have ascertained that the above financial statements result from the books and the records of the company and, taking into account our remarks as well as the company's notes, do not include inaccuracies or omissions that affect substantially the equity structure and the financial position of the company as at March 31, 2002 as well as the results for the period ended on this date, according to the relevant provisions that are in force and the accounting principles and methods applied by the company which are universally accepted and do not differ from the ones used for the previous accounting period.

Athens, May 31, 2002  
THE CERTIFIED PUBLIC ACCOUNTANTS-AUDITORS

NIKOLAOS G. MOUSTAKIS  
SOEL Reg. No. 13971

SOL - ERNST & YOUNG

DIMITRIOS IL. ZIAKAS  
SOEL Reg. No. 10631



**ATHENS EXCHANGE S.A.**  
**Public Companies (S.A) Reg. No. 33940/06/B/95/23 BALANCE SHEET AS AT**  
**DECEMBER 31, 2002 (JANUARY 1- DECEMBER 31, 2002)**  
**7th Year**  
**(Amounts in Euro)**

**ASSETS**

	YEAR ENDED 2002			YEAR ENDED 2001		
	Acquisition cost	Depreciation	Net Book value	Acquisition cost	Depreciation	Net Book value
<b>B. FORMATION EXPENSES</b>						
1. Preliminary expenses	1.477.413,34	1.208.781,21	268.632,13	238.328,25	208.545,46	29.782,79
4. Other formation expenses	13.959.491,33	10.831.563,51	3.127.927,82	13.250.988,58	8.170.563,80	5.080.424,78
	<u>15.436.904,67</u>	<u>12.040.344,72</u>	<u>3.396.559,95</u>	<u>13.489.316,83</u>	<u>8.379.109,26</u>	<u>5.110.207,57</u>
<b>C. FIXED ASSETS</b>						
<b>II. Tangible assets</b>						
1. Land	5.640.498,90	0,00	5.640.498,90	2.559.060,90	0,00	2.559.060,90
3. Buildings and technical works	4.401.518,25	1.144.881,72	3.256.636,53	2.796.055,37	638.361,90	2.157.693,47
4. Machinery, technical installations and other mechanical equipment	135.462,91	114.095,61	21.367,30			
5. Transportation equipment	151.715,66	78.526,10	73.189,56	141.023,84	47.616,60	93.407,24
6. Furniture and fixtures	20.111.888,64	14.399.685,01	5.712.203,63	19.449.258,99	10.435.776,89	9.013.482,10
7. Payments on account and tangible assets in course of construction	<u>1.327.692,01</u>	<u>0,00</u>	<u>1.327.692,01</u>	<u>4.584.262,32</u>	<u>0,00</u>	<u>4.584.262,32</u>
Total Tagible Assets (CII)	<u>31.768.776,37</u>	<u>15.737.188,44</u>	<u>16.031.587,93</u>	<u>29.529.661,42</u>	<u>11.121.755,39</u>	<u>18.407.906,03</u>
<b>III. Financial Assets</b>						
1. Συμμετοχές σε συνδεδεμένες επιχειρήσεις			16.432.668,15			29.858.098,82
7. Λοιπές μακροπρόθεσμες απαιτήσεις			<u>107.556,44</u>			<u>62.074,15</u>
			<u>16.540.224,59</u>			<u>29.920.172,97</u>
Total Fixed Assets (CII+CIII)			<u>32.571.812,52</u>			<u>48.328.079,00</u>
<b>D. CURRENT ASSETS</b>						
<b>II. Receivables</b>						
1. Clients		2.734.658,81				4.994.293,10
Less: Provisions		<u>5.290,39</u>	2.729.368,42			36.132,22
3a. Cheques receivable			3.131,10			
5. Amounts owed by associated companies			623.380,40			4.918.126,72
10. Doubtful-contested trade and other debtors		22.123,23		22.123,23		
Less: Provisions		<u>22.123,23</u>	0,00	<u>22.123,23</u>		0,00
11. Sundry debtors			6.412.310,32			7.311.050,91
12. Advances to account for			<u>7.877,70</u>			<u>2.443,78</u>
			<u>9.776.067,94</u>			<u>17.262.046,73</u>
<b>III. Marketable Securities</b>						
1. Shares	72.369.446,00					72.292.535,59
2. Bonds	274,80					274,80
3. Other securities	28.745.417,14					23.517.722,55
Less: Provisions for value decline	<u>27.772.630,44</u>		<u>73.342.507,50</u>			<u>95.810.532,94</u>
<b>IV. Cash and cash equivalents</b>						
1. Cash on hand			9.269,00			28.466,98
3. Current and time deposits			<u>7.218.967,00</u>			<u>965.030,96</u>
			<u>7.228.236,32</u>			<u>993.497,93</u>
Total Current Assets (DII+DIII+DIV)			<u>90.346.811,76</u>			<u>114.066.077,61</u>
<b>E. PREPAYMENTS AND ACCRUED INCOME</b>						
1. Prepaid expenses			70.563,62			38.805,02
2. Accrued income			<u>312.699,57</u>			<u>612.458,25</u>
			<u>383.263,19</u>			<u>651.263,27</u>
<b>GRAND TOTAL-ASSETS (B+C+D+E)</b>			<u>126.698.447,42</u>			<u>168.155.627,45</u>
<b>MEMO ACCOUNTS</b>						
1. Third party asset items			0,01			0,00
2. Guarantees and real securities			<u>1.039.271,04</u>			<u>1.105.263,70</u>
			<u>1.039.271,05</u>			<u>1.105.263,70</u>

## LIABILITIES

	YEAR ENDED 2002	YEAR ENDED 2001
<b>A. SHAREHOLDERS' EQUITY</b>		
<b>I. Share Capital</b> (5.467.907 shares of euro 3,79 each)		
1. Paid-up capital	<u>20.723.367,53</u>	<u>15.000.000,00</u>
<b>II. Share premium account</b>	<u>20.012.414,11</u>	<u>20.062.422,64</u>
<b>III. Revaluation Reserves-Investment Grants</b>		
1. Reserves from value adjustments of participating interests and of securities	0,00	1.448.643,73
3. Grants for investments in fixed assets	<u>350.897,51</u>	<u>872.444,79</u>
	<u>350.897,51</u>	<u>2.321.088,52</u>
<b>IV. Reserves</b>		
1. Legal Reserve	5.069.675,23	5.000.000,00
Less: Loss on value decline of participating interests for netting off	-14.123.738,55	0,00
4. Extraordinary reserves	1.439.718,16	1.439.718,16
5. Tax-free reserves under special laws	12.796.649,44	24.131.998,46
7. Difference on conversion of share capital into Euro	<u>9.106,15</u>	<u>0,00</u>
	<u>5.191.410,43</u>	<u>30.571.716,61</u>
<b>V. Results carried forward</b>		
Profit carried forward	43.586.612,00	64.787.060,32
Unrealized profit occurred from tax provision (art.38 L.2238/94)	<u>11.812.176,79</u>	<u>0,00</u>
	<u>55.398.788,79</u>	<u>64.787.060,32</u>
<b>Total Shareholders' Equity</b> <b>(AI+All+AlII+AlIV+AV)</b>	<u>101.676.878,37</u>	<u>132.742.288,10</u>
<b>B. PROVISIONS FOR LIABILITIES AND CHARGES</b>		
1. Provisions for staff retirement benefits	330.624,25	258.863,33
2. Other provisions	<u>120.000,00</u>	<u>118,20</u>
	<u>450.624,25</u>	<u>258.981,53</u>
<b>C. LIABILITIES</b>		
<b>I. Long-term debt</b>		
8. Other long-term debt	<u>29.394,79</u>	<u>13.674,58</u>
<b>II. Current Liabilities</b>		
1. Suppliers	1.508.595,35	2.988.685,06
4. Advances from trade debtors	85.447,71	159.297,65
5. Taxes-duties	436.146,98	1.489.470,65
6. Social Security	174.028,74	129.438,20
8. Amounts owed to associated companies	1.283.702,70	1.276.770,73
10. Dividends Payable	20.000.000,00	26.412.325,75
11. Sundry creditors	<u>37.903,93</u>	<u>1.204.549,01</u>
	<u>23.525.825,41</u>	<u>33.660.537,05</u>
<b>Total Liabilities (CI+CII)</b>	<u>23.555.220,20</u>	<u>33.674.211,63</u>
<b>D. ACCRUALS AND DEFERRED INCOME</b>		
1. Deferred income	24.178,48	0,00
2. Accrued expenses	<u>991.546,12</u>	<u>1.480.146,19</u>
	<u>1.015.724,60</u>	<u>1.480.146,19</u>
<b>GRAND TOTAL LIABILITIES &amp; SHAREHOLDERS' EQUITY (A+B+C+D)</b>	<u>126.698.447,42</u>	<u>168.155.627,45</u>
<b>MEMO ACCOUNTS</b>		
1. Beneficiaries of asset items	0,01	0,00
2. Guarantees and real securities	<u>1.039.271,04</u>	<u>1.105.263,70</u>
	<u>1.039.271,04</u>	<u>1.105.263,70</u>

## INCOME STATEMENT At December 31, 2002

(January 1- December 31, 2002)

(January 1- December 31, 2002)			YEAR ENDED 2002		YEAR ENDED 2001	
<b>I. OPERATING RESULTS</b>						
Net turnover (sales)				29.290.794,70		44.682.774,84
Less: cost of sales				<u>16.002.845,88</u>		<u>18.458.852,97</u>
Gross operating results (profit)				13.287.948,82		26.223.921,87
Plus: Other operating income				<u>389.361,00</u>		<u>330.145,72</u>
<b>Total</b>				<b>13.677.309,82</b>		<b>26.554.067,59</b>
<b>Less:</b>						
1. Administrative expenses		6.123.775,99			6.124.349,15	
2. Research and development costs		583.677,90			134.434,56	
3. Distribution costs		<u>6.128.962,82</u>	<u>12.836.416,71</u>		<u>6.032.107,29</u>	<u>12.290.891,00</u>
<b>Sub-total (profit)</b>			840.893,11			14.263.176,59
<b>Plus:</b>						
1. Income from participating interests		5.009.699,86			14.350.652,57	
2. Income from securities		5.269.087,20			5.693.386,32	
3. Gains on sale of participating interests and securities		0,00			0,00	
4. Credit interest and similar income		29.392,81			596.424,17	
5. Other capital income		<u>9.506,57</u>				
<b>Less:</b>			<u>10.317.686,44</u>		<u>20.640.463,06</u>	
1. Provisions for value decline of participating interests and securities	27.772.630,44					
2. Expenses and losses from participating interests and securities	0,00				19.320,12	
3. Debit interest and similar charges	<u>11.543,57</u>	<u>27.784.174,01</u>	<u>-17.466.487,57</u>	<u>8.511,33</u>	<u>27.831,45</u>	<u>20.612.631,21</u>
<b>Total operating results (profit)</b>			<b>-16.625.594,46</b>			<b>34.875.808,20</b>
<b>II. PLUS: Extraordinary results</b>						
1. Extraordinary and non-operating income	601.872,72				1.177.424,21	
2. Extraordinary gain	8.751,68				50,81	
3. Prior years' income	0,00				1.002.124,62	
4. Income from prior year's provisions	<u>108.358,20</u>	<u>718.982,60</u>			<u>0,00</u>	
		718.982,60			2.179.599,64	
<b>Less:</b>						
1. Extraordinary and non-operating expenses	3.432,30				20.556,43	
2. Extraordinary losses	11.633,63					
3. Prior years' expenses	38.775,86				5.047,41	
4. Provisions for extra-ordinary liabilities		<u>53.841,79</u>	<u>665.140,81</u>		<u>25.603,84</u>	<u>2.153.995,00</u>
			<u>-15.960.453,65</u>			<u>37.029.804,00</u>
<b>Operating and extraordinary results (profit)</b>						
<b>LESS:</b>						
<b>Total depreciation of fixed assets</b>		6.753.842,92			5.916.915,74	
Less: Charged to the operating cost		<u>6.753.842,92</u>	<u>0,00</u>		<u>5.916.915,74</u>	<u>0,00</u>
<b>NET RESULTS (LOSS/PROFIT)</b>			<b>-15.960.453,65</b>			<b>37.029.804,00</b>
<b>FOR THE YEAR BEFORE TAXES</b>						

### Notes

1. Against the company are pending legal claims of third parties for the payment of various amounts, totalling approx. to EURO K 14.150,00. From these claims, amount of approx. EURO K 12.650,00, that concerns the case of the Company KATSOUKIS SECURITIES S.A. is turned against the A.S.E. Members Guarantee Fund which apparently is the only one liable by law for investors' compensation when the securities companies are reduced to be in the impossibility to pay their liabilities and it is deemed that no material effects on the Company will consequently occur. It is noted that have already been issued First Instant decisions that dismiss three (3) of these lawsuits which concern amount of approx. EURO K 10.280,00.

2. Under the number K2-10999/30-8-2001 decision of the Ministry of Development (G.G 9024/2002) was approved the merger of the limited companies "A.S.E" S.A and "A.D.E" S.A. through absorption of the latter by the first in accordance with the General Meeting of their Shareholders, held on 17-7-2002, the provisions of articles 69-77 of C.L.2190/20 and the articles 1-5 of L.2166/93. Therefore, the amounts of the current year are not comparable to those of the preceding year.

3. The acquirer company "A.S.E" has been through a final tax authorities control up to the fiscal year 1998 and the acquired "A.D.E" up to the fiscal year 1999 therefore the tax liabilities of the company for the uncontrolled fiscal years are not yet definitive.

4. On the company's real property (Assets items C.II.1 and C.II.3) has not been computed the value adjustment of L. 2065/1992 within the year 2000, since their value based on the assessment (by tax authorities) approach was shorter to the corresponding net book value.

5. The Financial Statements at 31-12-2002 have been drawn up on the basis of the same accounting principles applied for the annual Financial Statements at 31-12-2001.

6. These are no real liens on the Company's fixed assets.

7. Turnover classified under STAKOD 91 Code 671.1 "Capital Market Management"

## APPROPRIATION ACCOUNT

	YEAR ENDED 2002		YEAR ENDED 2002
Net results (Loss/profit) for the year		-15.960.453,65	37.029.804,00
Plus: Provisions for value decline of securities		27.772.630,44	0,00
Unrealized profit carried to AV.2			
Plus: Distribution of special tax-free reserves		11.812.176,79	37.029.804,00
from securities for covering securities valuation losses			
Reserves from received shares due to value adjustment			
Reserves from received shares due to value adjustment	1.525.554,14		
Tax-free reserve from gain on sale	12.123.337,75	13.648.891,89	
of participating interests and securities			
Less: Provision for securities value decline		27.772.630,44	
Uncovered loss carried to AIV 1		14.123.738,55	0,00
		0,00	0,00
(+) Profit brought forward		64.938.382,72	62.071.179,32
(-) Prior years' tax differences		8.199,48	0,00
(+) Reserves from share premium account		50.008,53	0,00
(+) Reserves of art.8 L.2579/98 for capitalisation		0,00	326.485,69
(+) Reserves from tax exempted income		0,00	232.421,58
(+) Reserves from income taxed at special provisions		0,00	95.557,70
Total		64.996.590,73	99.755.448,28
<b>LESS:</b>			
1. Income tax	1.342.206,49		7.547.832,94
2. Other not charged to the operating cost taxes	17.763,71	1.359.970,20	7.127,96
<b>Profit for appropriation</b>		<b>63.636.620,53</b>	<b>92.200.487,38</b>
<b>Appropriated as under:</b>			
1. Legal reserve		0,00	108.828,56
2. First dividend		0,00	10.278.105,09
2a Taxed reserves intended to increase share capital		50.008,53	326.485,69
3. Additional Dividend		20.000.000,00	16.134.220,67
6. Tax-free reserves Art. 104 of L.2533/97			
6f. Reserves from lamp-sum payment of income tax		0,00	565.787,05
8. Profit carried forward		43.586.612,00	64.787.060,32
		<b>63.636.620,53</b>	<b>92.200.487,38</b>

ATHENS, February 27, 2003

The President  
of the Board of Directors

PANAGIOTIS D. ALEXAKIS  
ID. No. Π 576074

The Vice President A'  
of the B. of D.

SOKRATIS G. LAZARIDIS  
ID. No. Α 351782

The Finance Director

EVANGELOS TH. HYTIS  
ID. No. X 050100

The Head of Accounts Dept.

ANTONIOS I. VOZIKIS  
ID. No. Ν153281/ H.E.C.  
Licence No. 0015940-A' Class

### AUDITORS' REPORT

#### TO THE SHAREHOLDERS OF "ATHENS EXCHANGE" S.A.

We have audited the above Financial Statements as well as the related Notes on the Accounts of "ATHENS EXCHANGE" S.A. for the year ended December 31, 2002. We conducted our audit, within the scope of which we obtained also a full accounting report of the Company's Branch operations, in accordance with the provisions of art. 37 of the Companies Act of Greece (c.L.2190/1920) and also in conformity with the standards of auditing followed by the Institute of the Certified Auditors-Accountants in Greece, which comply with the International Standards on Auditing and accordingly included such tests of the accounting records and such other auditing procedures as we considered necessary under the circumstances. We have examined the books of account and records kept by your Company and we obtained all the information and explanations we needed for the purpose of our audit. The Company has applied properly the Hellenic Accounting Plan. No change in the inventory valuation method has been made, as compared with that of the previous year. We have verified that the Board of Directors' Report to the Annual General Meeting of Shareholders is consistent with the related Financial Statements. The Notes on the Accounts include the information required by the par. 1, art.43a L 2190/1920 (Companies Act of Greece). As a result of our audit it is noted that the pending legal claims, stated in the Company's note No. 1 under the Balance Sheet, it has not been set up a provision chargeable to the results. In our opinion after taking into consideration our foregoing note as well as the company's notes under the Balance Sheet, the above Financial Statements, which are in agreement with the books and records of the Company, together with the notes on the Accounts, give a true and fair view of the Company's assets, liabilities and financial position as at December 31, 2002, and of the results of its operations for the year ended on that date, in conformity with legal requirements and generally accepted accounting principles applied on a basis consistent with that of the preceding year.

Athens, February 27, 2003

The Certified Public Accountants Auditors

REGINA S. LOUKISSA  
SOEL Reg. No. 14939

SOL, S.A.- Certified Auditors Accountants

PANAGIOTA AN. KOSTA  
SOEL Reg. No. 13681

**CENTRAL SECURITIES DEPOSITORY S.A.**  
**ATHENS Reg No. 23708/06/B/91/25**  
**BALANCE SHEET AS AT DECEMBER 31st 2002**  
**11th Financial Year 1.1.2002-31.12.2002.**  
**Amount expressed in Euro**

**ASSETS**

	ACCOUNTING PERIOD 2002			ACCOUNTING PERIOD 2001		
	ACQUISITION COST	ACCUMULATED DEPRECIATION	NBV	ACQUISITION COST	ACCUMULATED DEPRECIATION	NBV
<b>B. FORMATION EXPENSES</b>						
4. Other formation expenses	8.431.894,18	6.851.817,95	1.580.076,23	7.901.687,71	6.197.272,75	1.704.414,96
	<u>8.431.894,18</u>	<u>6.851.817,95</u>	<u>1.580.076,23</u>	<u>7.901.687,71</u>	<u>6.197.272,75</u>	<u>1.704.414,96</u>
<b>C. FIXED ASSETS</b>						
<b>I. Intangible Assets</b>						
1. Research and development expenses	12.850.437,39	12.850.437,39	0,00	11.154.912,82	11.154.912,82	0,00
<b>II. Tangible Assets</b>						
1. Land	192.669,41	0,00	192.669,41	170.535,82	0,00	170.535,82
3a. Buildings-Technical instalation on private property	1.674.669,34	0,00	1.674.669,34	1.619.632,93	0,00	1.619.632,93
3b. Buildings-Technical instalation on third party property	2.072.678,48	1.927.791,37	144.887,11	1.963.687,03	1.278.775,31	684.911,72
4. Machinery-Technical installations & other mechanical equipment	299.039,54	208.148,25	90.891,29	299.039,52	170.024,35	129.015,17
5. Transportation equipment	14.072,60	0,00	14.072,60	0,00	0,00	0,00
6. Furniture and other equipment	14.305.870,56	12.151.548,24	2.154.322,32	13.704.624,67	9.722.784,79	3.981.839,88
7. Construction in progress & prepayments	2.516.502,33	0,00	2.516.502,33	396.504,89	0,00	396.504,89
	<u>21.075.502,26</u>	<u>14.287.487,86</u>	<u>6.788.014,40</u>	<u>18.154.024,86</u>	<u>11.171.584,45</u>	<u>6.982.440,41</u>
<b>TOTAL TANGIBLE AND INTANGIBLE ASSETS (CI + CII)</b>	<u>33.925.939,65</u>	<u>27.137.925,25</u>	<u>6.788.014,40</u>	<u>29.308.937,68</u>	<u>22.326.497,27</u>	<u>6.982.440,41</u>
<b>III. Participations and other long-term receivables</b>						
2. Participating interest in other undertakings			1.468.459,87			1.468.459,87
7. Other long-term receivables			51.715,76			53.067,87
			<u>1.520.175,63</u>			<u>1.521.527,74</u>
<b>TOTAL FIXED ASSETS(CI+CII+CIII)</b>			<u>8.308.190,03</u>			<u>8.503.968,15</u>
<b>D. CURRENT ASSETS</b>						
<b>II. Receivables</b>						
1. Trade debtors		309.732,94		498.596,05		
Less:provisions		<u>10.081,12</u>	299.651,82	<u>10.081,12</u>		448.514,93
3a. Cheques receivables			0,00			3.747,25
9. Current Instalments of long term receivables			0,00			11.005,14
11. Sundry debtors			6.598.076,28			8.321.378,87
12. Advances			1.907,47			1.096,68
			<u>6.899.635,57</u>			<u>8.825.742,87</u>
<b>III. Securities</b>						
3. Other securities			19.375.500,00			68.887.902,37
			<u>19.375.500,00</u>			<u>68.887.902,37</u>
<b>IV. Cash</b>						
1. Cash on hand			2.159,44			1.885,49
3. Current and time deposits			<u>504.073,03</u>			<u>1.146.506,42</u>
			<u>506.232,47</u>			<u>1.148.391,91</u>
<b>Total current assets (DII+DIII+DIV)</b>			<u>26.781.368,04</u>			<u>78.862.037,15</u>
<b>E. TRANSITORY ASSETS ACCOUNTS</b>						
1. Prepaid expenses			234.293,12			56.533,22
2. Accrued income receivable			<u>37.157,73</u>			<u>160.594,59</u>
			<u>271.450,85</u>			<u>217.127,81</u>
<b>TOTAL ASSETS(B+C+D+E)</b>			<u>36.941.085,15</u>			<u>89.287.548,07</u>
<b>DEBIT MEMO ACCOUNTS</b>						
1. Third party items			0,00			256,00
2. Debit accounts of guarantees and colateral securities			55.687.477,58			207.275.737,29
4. Other memo accounts			<u>1.281.356,00</u>			<u>1.281.367,00</u>
			<u>56.968.833,58</u>			<u>208.557.360,29</u>

## LIABILITIES

	ACCOUNTING PERIOD 31.12.2002	ACCOUNTING PERIOD 31.12.2002
<b>A. CAPITAL AND RESERVES</b>		
<b>I. Shared capital(12.100.000 shares at 0,30 Euro each)</b>		
1. Paid-up capital	3.630.000,00	36.300.000,00
	<u>3.630.000,00</u>	<u>36.300.000,00</u>
<b>IV. Reserves</b>		
1. Statutory reserve	5.828.919,01	5.828.919,01
4. Special reserves	9.508,44	9.508,44
5. Tax-free reserves under special laws	17.282.234,10	17.526.327,16
	<u>23.120.661,55</u>	<u>23.364.754,61</u>
<b>V. Results carried forward</b>		
Profit carried forward	0,00	7.093,28
	<u>0,00</u>	<u>7.093,28</u>
<b>Total capital and reserves (AI+AIIV+AV)</b>	<u>26.750.661,55</u>	<u>59.671.847,89</u>
<b>B. PROVISIONS FOR LIABILITIES AND CHARGES</b>		
1. Provision for staff leaving idemnity	659.560,53	605.452,31
2. Other provisions	982.537,51	1.467.351,43
Total provisions and charges	<u>1.642.098,04</u>	<u>2.072.803,74</u>
<b>C. LIABILITIES</b>		
<b>II. Current liabilities</b>		
1. Suppliers	789.633,38	4.239.330,15
5. Taxes-duties	5.841.584,80	8.779.635,14
6. Social security	307.175,29	320.588,28
10. Dividends payable	242.000,00	12.100.000,00
11. Sundry debtors	<u>1.330.847,99</u>	<u>2.069.132,90</u>
<b>Total current liabilities</b>	<u>8.511.241,46</u>	<u>27.508.686,47</u>
<b>D. ACCRUALS AND DEFERRED INCOME</b>		
2. Accrued expenses	37.084,10	34.209,97
	<u>37.084,10</u>	<u>34.209,97</u>
<b>TOTAL LIABILITIES (A+B+Γ+Δ)</b>	<u>36.941.085,15</u>	<u>89.287.548,07</u>
<b>CREDIT MEMO ACCOUNTS</b>		
1. Beneficiaries of third party assets	0,00	256,00
2. Credit accounts of guarantees and colateral securities	55.687.477,58	207.275.737,29
4. Other memo accounts	1.281.356,00	1.281.367,00
	<u>56.968.833,58</u>	<u>208.557.360,29</u>

## PROFIT AND LOSS ACCOUNT FOR THE PERIOD ENDED DECEMBER 31,2002

(1/1/2002 - 31/12/2002)

	ACCOUNTING PERIOD 31.12.2002			ACCOUNTING PERIOD 31.12.2001		
<b>I. Operating results</b>						
Net turnover(sales)		17.227.729,26			27.478.741,80	
Less: Contribution to Stock Exchange Committee						
L.2471/1997 art.79.d.	1.234.883,64	15.992.845,62		1.971.890,04	25.506.851,76	
Less: Cost of sales		<u>10.576.727,47</u>			<u>11.625.538,72</u>	
Gross trading profit		5.416.118,15			13.881.313,04	
Plus: Other operating income		<u>422.911,67</u>			<u>140.838,96</u>	
<b>TOTAL</b>		5.839.029,82			14.022.152,00	
<b>Less:</b>						
1. Administrative expenses		3.993.301,35			4.459.093,05	
2. Research and development expenses		<u>1.695.524,57</u>			<u>2.613.911,55</u>	
<b>Operating results before financial transactions</b>		150.203,90			6.949.147,40	
<b>PLUS:</b>						
1. Income from participating interests	56.746,67			8.482,58		
2. Income from securities	968.012,60			3.128.270,93		
4. Interest and related income	<u>38.716,10</u>	1.063.475,37		<u>261.219,34</u>	3.397.972,85	
<b>Less:</b>						
3. Interest charges and related expenses	<u>3.195,83</u>	<u>3.195,83</u>	<u>1.060.279,54</u>	<u>3.126,79</u>	<u>3.126,79</u>	<u>3.394.846,06</u>
<b>Total operating results(profit)</b>		1.210.483,44				10.343.993,46
<b>II. PLUS:Extraordinary results</b>						
1. Extraordinary and non operating income		11.220,86			35.260,14	
2. Extraordinary gains		3.647,36			47.732,86	
3. Prior years' income		76.458,17			68.839,28	
4. Income from prior years' provisions		<u>24.803,92</u>			<u>0,00</u>	
		116.130,31			151.832,28	
<b>Less:</b>						
1. Extraordinary and non operating expenses	141.252,39			289,10		
2. Extraordinary losses	30.404,16			37.897,70		
3. Prior years' expenses	<u>188.346,88</u>	<u>360.003,43</u>	<u>-243.873,12</u>	<u>2.213.331,75</u>	<u>2.251.518,55</u>	<u>-2.099.686,27</u>
<b>Operating and extraordinary results(profit)</b>		966.610,32				8.244.307,19
<b>Less:</b>						
<b>Total depreciation charged</b>		5.661.992,77			8.151.215,04	
Less: depreciation charged to operating cost		<u>5.661.992,77</u>	<u>0,00</u>		<u>8.151.215,04</u>	<u>0,00</u>
<b>NET RESULTS(PROFIT)FOR THE YEAR BEFORE TAX</b>		<u>966.610,32</u>				<u>8.244.307,19</u>

### Notes

1. On 20 February 2002 there was a reduction on the company share capital up to € 32.670.000,00 with a relevant reduction of nominal value of each share € 2,70.

2. For the amount of € 8.288.000,00 approximately, lawsuits which have been raised by third parties against the company have already been rejected at court of the first instance and also at court of appeal. For all the other issues pending in the court which amount up to € 2.787.000 approximately the opinion of the company is that they will not be fulfilled.

3. For the above tangible assets, no mortgages exist.

4. Provisions for prior years' tax audit differences which amount up to € 460.010,00 were offset in the Appropriation Account against the difference on the tax income which came up from the tax audit of the accounting periods 1999-2000.

5. Certain items of the prior year have been restated for comparison purposes.

6. The net turnover of the company which amounts up to the €17.227.729,26 for the accounting period 2002 is included in the sector of financial activity of STAKOD.91 with code 671.1 "Income from clearing out of Stock Exchange transactions".

## APPROPRIATION ACCOUNT

		ACCOUNTING PERIOD 31.12.2002	ACCOUNTING PERIOD 31.12.2001
Net results (profit) for the year		966.610,32	8.244.307,19
(+) Profit brought forward		7.093,28	0,00
(+) Reserves for distribution	267.543,19		
(-) Income tax on reserves	66.885,80	200.657,39	9.263.479,97
(+) Prior years provisions	460.010,00		
(-) Prior years tax differences	-460.010,10	0,00	0,00
<b>Total</b>		<u>1.174.360,99</u>	<u>17.507.787,16</u>
<b>Less:</b>			
1. Income tax		843.625,59	4.625.773,63
2. Additional tax of 3%		17,46	0,00
Profit available for appropriation		<u>330.717,94</u>	<u>12.882.013,53</u>
<b>Appropriated as follows:</b>			
1. Statutory reserve		0,00	180.926,68
2. Dividends		242.000,00	12.100.000,00
6a. Reserves from free of tax income		0,00	273.970,18
6b. Reserves from income already taxed		0,00	22.798,67
6d. Tax free reserve from income tax downpayment		23.450,14	208.479,31
7. Board of Directors fees		65.267,80	88.745,41
8. Profit carried forward		0,00	7.093,28
		<u>330.717,94</u>	<u>12.882.013,53</u>

Athens 3/02/2003

The Chairman of the  
Board of Directors

The Vice Chairman of  
Board of Directors

Managing Director

Chief Financial Officer

Chief Accountant

T. PADALAKIS  
IDN Ξ 365123

C. SPANOS  
IDN Ξ 228947

L. ZAGAS  
IDN X 178163

G. SOURIDAKIS  
IDN K 271860

J. CHINIS  
IDN M 052134

## AUDIT REPORT OF CERTIFIED AUDITOR - ACCOUNTANT

To the shareholders of the company "CENTRAL SECURITIES DEPOSITORY S.A."

We have audited the above financial statements and the related Notes to the Financial Statements of the company "CENTRAL SECURITIES DEPOSITORY SA" for the year ended 31 December 2002. Our audit was conducted in accordance with the provisions of article 37 of Company Law 2190/1920 and the auditing procedures that we considered appropriate, based on the principles and auditing standards followed by the Institute of Certified Auditors-Accountants in Greece. The company's books of accounts and records were made available to us and we were provided with all information and explanations requested for the purposes of our audit. The company complied with the General Greek Chart of Accounts. There has been no change in the valuation methods used by the Company compared to those used in the preceding year. We have confirmed that the content of the Directors' report to the Annual General Meeting of Shareholders is in agreement with the related Financial Statements. The Notes to the Financial Statements disclose the information provided in paragraph 1 of article 43a of L 2190/1920. In our opinion, the above Financial Statements, which are in agreement with the books and records of the Company, together with the related Notes to the Financial Statements, present, after taking into account the notes of the company under its Balance Sheet, the assets, liabilities and financial position of the Company as at 31 December 2002 as well as the results of its operations for the year then ended in accordance with prevailing legislation and Greek generally accepted accounting principles, which do not differ from those applied by the company in the preceding year.

Athens 3/02/2003

PriceWaterHouseCoopers

The Certified Auditor - Accountant

Constantinos Kouvelas  
SOEL Reg. No. 11021



**ATHENS DERIVATIVES EXCHANGE CLEARING HOUSE S.A.**  
**4th BALANCE SHEET as of 31 DECEMBER 2002**  
**(1 January 2002 - 31 December 2002)**  
**(Amounts in Euro)**

**ASSETS**

	FISCAL YEAR (01.01.2002-31.12.2002)			FISCAL YEAR (01.01.2001-31.12.2001)		
	Gross Value	Accumulated Depreciation	Net Book Value	Gross Value	Accumulated Depreciation	Net Book Value
<b>B. ESTABLISHMENT EXPENSES</b>						
1. Formation and set-up expenses	973.439,96	769.540,63	203.899,33	973.439,96	574.852,61	398.587,35
4. Other foundation expenses	<u>678.041,43</u>	<u>377.409,69</u>	<u>300.631,74</u>	<u>675.713,71</u>	<u>234.033,14</u>	<u>441.680,57</u>
	<u>1.651.481,39</u>	<u>1.146.950,32</u>	<u>504.531,07</u>	<u>1.649.153,67</u>	<u>808.885,75</u>	<u>840.267,92</u>
<b>C. FIXED ASSETS</b>						
<b>II. Tangible assets</b>						
3. Buildings and technical works	146.316,68	146.297,01	19,67	146.316,68	144.210,20	2.106,48
4. Machinery - technical installations & other mechanical equipment	114.551,14	89.932,67	24.618,47	114.551,14	84.620,98	29.930,16
6. Furniture and other equipment	<u>427.162,49</u>	<u>397.992,70</u>	<u>29.169,79</u>	<u>421.729,42</u>	<u>316.021,15</u>	<u>105.708,27</u>
	<u>688.030,31</u>	<u>634.222,38</u>	<u>53.807,93</u>	<u>682.597,24</u>	<u>544.852,33</u>	<u>137.744,91</u>
Total tangible assets (CII)	<u>688.030,31</u>	<u>634.222,38</u>	<u>53.807,93</u>	<u>682.597,24</u>	<u>544.852,33</u>	<u>137.744,91</u>
<b>III. Investments and other long-term financial assets</b>						
7. Other long-term claims			<u>11.224,35</u>			<u>10.741,01</u>
<b>Total fixed assets (C II + C III)</b>			<u>65.032,28</u>			<u>148.485,92</u>
<b>D. CURRENT ASSETS</b>						
<b>II. Receivables</b>						
1. Customers	67.855,15			7.279,24		
Less: doubtful accounts	<u>0,00</u>	67.855,15		<u>0,00</u>	7.279,24	
6. Short-term receivables from related companies		171.938,21			126.605,03	
11.Sundry debtors		493.291,41			214.400,12	
12.Advances & credits control account		<u>42,02</u>	<u>733.126,79</u>		<u>187,68</u>	<u>348.472,07</u>
<b>III. Marketable Securities</b>						
1. Stocks	2.757.925,47			2.757.925,47		
3. Other securities	6.681.386,40			22.815.405,40		
Less: stock devaluation provisions	<u>1.920.825,57</u>		<u>7.518.486,30</u>	<u>1.260.992,38</u>		<u>24.312.338,49</u>
<b>IV.Cash</b>						
1. Cash on hand		509,33			2.000,00	
3. Cash at banks and time deposits		<u>18.309.342,27</u>	<u>18.309.851,60</u>		<u>365.877,56</u>	<u>367.877,56</u>
<b>Total current assets (DII+DIII+DIV)</b>			<u>26.561.464,69</u>			<u>25.028.688,12</u>
<b>E. TRANSIT DEBIT BALANCES</b>						
1. Prepaid expenses		2.212,93			1.936,40	
2. Accrued income		<u>40.329,87</u>	<u>42.542,80</u>		<u>63.757,41</u>	<u>65.963,81</u>
			<u>42.542,80</u>			<u>65.963,81</u>
<b>TOTAL ASSETS(B+C+D+E)</b>			<u>27.173.570,84</u>			<u>26.083.135,77</u>
<b>DEBIT MEMO ACCOUNTS</b>						
1. Assets belonging to third parties			0,01			0,01
2. Debit accounts of guarantees and collateral securities			<u>179.775.478,39</u>			<u>137.096.941,08</u>
			<u>179.775.478,40</u>			<u>137.096.941,09</u>

## LIABILITIES AND SHAREHOLDERS' EQUITY

	FISCAL YEAR (01.01.2002-31.12.2002)	FISCAL YEAR (01.01.2002-31.12.2002)
<b>A. SHAREHOLDERS' EQUITY</b>		
<b>I. Share capital</b> (8.000.000 common registered shares at par value of 2,93 €)		
1. Paid up capital	<u>23.440.000,00</u>	<u>23.440.000,00</u>
	<u>23.440.000,00</u>	<u>23.440.000,00</u>
<b>IV. Reserves</b>		
1. Statutory reserve	178.544,44	130.460,43
5. Special law untaxed reserves	814.945,22	814.945,22
7. Difference from conversion of share capital to euro	<u>37.622,89</u>	<u>37.622,89</u>
	<u>1.031.112,55</u>	<u>983.028,54</u>
<b>V. Results brought forward</b>		
Profit brought forward	<u>7.380,50</u>	<u>0,00</u>
	<u>7.380,50</u>	<u>0,00</u>
<b>Total shareholders' equity (AI+AIV+AV)</b>	<u>24.478.493,05</u>	<u>24.423.028,54</u>
<b>B. PROVISIONS FOR CONTINGENCIES AND EXPENSES</b>		
1. Staff leaving indemnity	48.763,75	38.848,11
2. Other provisions	<u>83.400,00</u>	<u>86.691,17</u>
	<u>132.163,75</u>	<u>125.539,28</u>
<b>C. LIABILITIES</b>		
<b>II. Short-term liabilities</b>		
1. Suppliers	17.597,64	25.362,54
4. Customers down payments	5.754,97	4.201,05
5. Tax and duties payable	1.071.300,74	135.342,73
6. Social security contribution	30.253,09	27.904,47
9. Obligations to related companies	692.170,88	893.261,70
10. Dividends payable	680.000,00	372.964,08
11. Sundry creditors	<u>3.105,31</u>	<u>5.621,60</u>
Total liabilities (C II)	<u>2.500.182,63</u>	<u>1.464.658,17</u>
<b>D. TRANSIT CREDIT BALANCES</b>		
1. Unearned and deferred income	15.383,57	48.429,76
2. Accrued expenses	<u>47.347,84</u>	<u>21.480,02</u>
	<u>62.731,41</u>	<u>69.909,78</u>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY (A+B+C+D)</b>	<u>27.173.570,84</u>	<u>26.083.135,77</u>
<b>CREDIT MEMO ACCOUNTS</b>		
1. Assets belonging to third parties	0,01	0,01
2. Credit balances of guarantees and collateral securities	<u>179.775.478,39</u>	<u>137.096.941,08</u>
	<u>179.775.478,40</u>	<u>137.096.941,09</u>

## INCOME STATEMENT FOR THE PERIOD 01.01.2002 - 31.12.2002

	FISCAL YEAR (01.01.2002-31.12.2002)		FISCAL YEAR (01.01.2001-31.12.2001)	
<b>I. OPERATING INCOME</b>				
Net turnover (sales)		3.757.915,38		2.981.457,03
Less: Cost of sales		<u>(1.899.195,56)</u>		<u>(1.441.574,29)</u>
Gross profit		1.858.719,82		1.539.882,74
Plus: 1. Other operating income		295.125,90		209.075,49
<b>Total</b>		<u>2.153.845,72</u>		<u>1.748.958,23</u>
<b>LESS:</b> 1. Administration expenses	970.415,19	970.415,19	1.263.166,46	1.263.166,46
<b>Operating income before financial transactions</b>		1.183.430,53		485.791,77
<b>Plus:</b> 2. Income from securities	814.432,90		1.092.129,80	
4. Interest and related income	<u>55.879,27</u>		<u>22.334,08</u>	
	870.312,17		1.114.463,88	
<b>Less:</b>				
1. Stock devaluation allowances	(659.833,19)		(945.528,56)	
3. Interest charges & related expenses	<u>(1.135,03)</u>		<u>(2.349,23)</u>	
	<u>(660.968,22)</u>	209.343,95	<u>(947.877,79)</u>	166.586,09
<b>II. Total operating income</b>		1.392.774,48		652.377,86
<b>PLUS: EXTRAORDINARY ITEMS</b>				
1. Extraordinary income	258,77		128,88	
3. Prior period income	0,00		187,38	
4. Income from unused prior period provisions	<u>86.691,17</u>		<u>84.993,75</u>	
	86.949,94		85.310,01	
<b>Less:</b>				
1. Extraordinary & non-operating expenses	123,56		164,24	
2. Prior period income	92,80		335,00	
3. Income from unused prior period provisions	<u>0,00</u>		<u>35.785,68</u>	
	216,36		36.284,92	
		86.733,58		49.025,09
<b>Income before taxes and depreciation</b>		<u>1.479.508,06</u>		<u>701.402,95</u>
<b>LESS:</b>				
Total depreciation for the year	427.434,62		567.399,58	
<b>Less: depreciation included in cost of sales</b>	<u>(427.434,62)</u>	0,00	<u>(494.146,66)</u>	73.252,92
<b>NET INCOME FOR THE YEAR (BEFORE TAX)</b>		<u>1.479.508,06</u>		<u>628.150,03</u>

### Note:

1. The company has not been tax audited since foundation and consequently its tax obligations are not definite.

## PROFIT DISTRIBUTION TABLE

	FISCAL YEAR (01.01.2002-31.12.2002)	FISCAL YEAR (01.01.2001-31.12.2001)
Net income for the year	<u>1.479.508,06</u> 1.479.508,06	<u>628.150,03</u> 628.150,03
LESS: 1. Income tax	<u>-744.043,55</u>	<u>-235.556,26</u>
Profit available for distribution	<u>735.464,51</u>	<u>392.593,77</u>
<b>Profit distribution:</b>		
1. Statutory reserve	48.084,01	19.629,69
2. First dividend	680.000,00	372.964,08
8. Profit brought forward	<u>7.380,50</u>	<u>0,00</u>
	<u>735.464,51</u>	<u>392.593,77</u>

ATHENS 25.02.2003

PRESIDENT OF THE BOARD

MEMBER OF THE BOARD

DIRECTOR OF FINANCE  
AND ADMINISTRATION

HEAD OF ACCOUNTING  
AND FINANCE

PANAYOTIS ALEXAKIS  
ID No. Π-576074

SOCRATES LAZARIDES  
ID No.Α-351782

CHRISTOS MAYOGLOU  
ID No. Π- 575157

STEFANOS PISTOF  
ID No Σ-192724/REGIST.No C.O.E 28718

### CERTIFIED AUDITORS REPORT

**To the shareholders of the company "Athens Derivatives Exchange Clearing House S.A."**

We have audited the above financial statements as well as the relevant notes to the financial statements of the company "Athens Derivatives Exchange Clearing House S.A." of the fiscal year ended 31/12/2002. Our audit was conducted in accordance with the provisions of the article 37 of law 2190/1920 regarding Anonymous Companies and the auditing procedures we deemed appropriate, according to the auditing rules and principles that Chartered Auditors and Accountants' Board implements. The accounting books kept by the company were set at our disposal and we were given all the necessary information and clarifications required. The inventory method - compared to the one applied the previous year - has not been modified. The company soundly implemented the Greek General Accounting Plan. The cost of sales arising from the accounting books was determined in accordance with the generally accepted principles of cost calculation. We verified the content of the Board of Directors' management report to the General Annual Meeting of Shareholders, along with the relevant financial statements. The notes to the financial statements includes the information required by the 1st paragraph of article 43a of Law 2190/1920. In our opinion the above mentioned financial statements, derived from the company's accounting books along with the notes to the financial statements and the balance sheet's notation, depict the asset structure, the financial position of the company as of 31 December 2002 and the results of the fiscal year which ended that day, in accordance with the relevant provisions and the generally accepted accounting principles, that do not differ from those the Company applied the previous year.

ATHENS 25.02.2003

THE CERTIFIED AUDITORS - ACCOUNTANTS - SOL S.A.

EVAG. PALOUMPIS  
Register No 11611

REG. S. LOUKISSA  
Register No 14939

**"SYSTEMS DEVELOPMENT & SUPPORT HOUSE OF CAPITAL MARKET (ASYK S.A.)**

**Public Companies (S.A.) Reg. No. 34265/01/B/95/512**

**BALANCE SHEET AS AT DECEMBER 31, 2002**

**(JANUARY 1 - DECEMBER 31, 2002)**

**7th Year**

**(Amounts in EURO)**

**ASSETS**

	YEAR ENDED 2002			YEAR ENDED 2001		
	Gross Value	Accumulated Depreciation	Net Book Value	Gross Value	Accumulated Depreciation	Net Book Value
<b>B. FORMATION EXPENSES</b>						
1. Preliminary expenses	20.835,22	20.835,22	0,00	20.835,22	20.835,22	0,00
4. Other formation expenses	<u>242.418,80</u>	<u>132.954,05</u>	<u>109.464,75</u>	<u>238.153,43</u>	<u>77.917,27</u>	<u>160.236,16</u>
	<u>263.254,02</u>	<u>153.789,27</u>	<u>109.464,75</u>	<u>258.988,64</u>	<u>98.752,49</u>	<u>160.236,16</u>
<b>C. FIXED ASSETS</b>						
<b>II. Tangible Assets</b>						
3. Buildings and technical works	131.701,46	71.606,45	60.095,01	131.701,46	52.711,50	78.989,95
4. Machinery, technical installations and other mechanical equipment	10.873,07	1.522,23	9.350,84	10.873,07	217,46	10.655,61
6. Furniture and fixtures	<u>990.047,68</u>	<u>646.110,89</u>	<u>343.936,79</u>	<u>905.860,50</u>	<u>477.893,19</u>	<u>427.967,31</u>
Total Tangible Assets (CII)	<u>1.132.622,21</u>	<u>719.239,57</u>	<u>413.382,64</u>	<u>1.048.435,03</u>	<u>530.822,16</u>	<u>517.612,87</u>
<b>III. Financial Assets</b>						
2. Participating interests in other undertakings			146.735,14			146.735,14
7. Other long-term receivables			<u>38.623,00</u>			<u>36.666,67</u>
			<u>185.358,14</u>			<u>183.401,81</u>
Total Fixed Assets (CII+CIII)			<u>598.740,78</u>			<u>701.014,69</u>
<b>D. CURRENT ASSETS</b>						
<b>I. Inventories</b>						
1. Merchandise			<u>37.117,61</u>			<u>114.670,21</u>
<b>II. Receivables</b>						
1. Trade debtors			1.399.743,00			1.151.189,43
3a. Cheques receivable (postdated)			2.417,10			408.338,04
10. Doubtful-contested trade and other debtors			10.196,37			
11. Sundry debtors			180.842,46			217.450,29
12. Advances to account for			<u>623,04</u>			<u>0,00</u>
			<u>1.593.821,97</u>			<u>1.776.977,77</u>
<b>III. Marketable securities</b>						
3. Other securities			<u>1.242.670,20</u>			<u>1.207.589,39</u>
<b>IV. Cash and cash equivalents</b>						
1. Cash on hand			2.640,64			587,63
3. Current and time deposits			<u>957.827,22</u>			<u>744.231,88</u>
			<u>960.467,86</u>			<u>744.819,51</u>
Total Current Assets (DI+DII+DIII+DIV)			<u>3.834.077,64</u>			<u>3.844.056,88</u>
<b>E. PREPAYMENTS AND ACCRUED INCOME</b>						
1. Prepaid expenses			1.171,74			0,00
2. Accrued income			<u>2.513,61</u>			<u>440,10</u>
			<u>3.685,35</u>			<u>440,10</u>
<b>TOTAL-ASSETS (B+C+D+E)</b>			<u>4.545.968,52</u>			<u>4.705.747,82</u>
<b>DEBIT MEMO. ACCOUNTS</b>						
1. Third party asset items			<u>0,82</u>			<u>0,49</u>

## LIABILITIES

	YEAR ENDED 2002	YEAR ENDED 2001
<b>A. SHAREHOLDERS' EQUITY</b>		
<b>I. Share Capital</b> (450.000 shares of EURO 3,00 each)		
1. Paid-up capital	<u>1.350.000,00</u>	<u>1.350.000,00</u>
<b>IV. Reserves</b>		
1. Legal reserve	161.226,20	129.943,50
5. Tax-free reserves under special laws	<u>460.780,22</u>	<u>460.780,22</u>
	<u>622.006,42</u>	<u>590.723,72</u>
<b>V. Results carried forward</b> Profit carried forward	<u>1.355.202,39</u>	<u>1.082.174,56</u>
<b>Total Shareholders' Equity (AI+AIV+AV)</b>	<u>3.327.208,81</u>	<u>3.022.898,28</u>
<b>B. PROVISIONS FOR LIABILITIES AND CHARGES</b>		
1. Provisions for staff retirement benefits	<u>205.141,08</u>	<u>155.323,92</u>
<b>C. LIABILITIES</b>		
<b>II. Current Liabilities</b>		
1. Suppliers	125.102,23	488.541,01
2. Cheques payable	0,00	5.482,01
4. Advances from trade debtors	190,00	0,00
5. Taxes-duties	434.608,04	577.084,88
6. Social security	122.409,66	121.986,93
10. Dividends payable	315.000,00	237.710,93
11. Sundry creditors	0,00	79.447,26
<b>Total Liabilities (CII)</b>	<u>997.309,93</u>	<u>1.510.283,01</u>
<b>D. ACCRUALS AND DEFERRED INCOME</b>		
1. Deferred income	0,00	0,00
2. Accrued expenses	<u>16.308,70</u>	<u>17.242,60</u>
	<u>16.308,70</u>	<u>17.242,60</u>
<b>GRAND TOTAL SHAREHOLDERS' EQUITY &amp; LIABILITIES (A+B+C+D)</b>	<u>4.545.968,52</u>	<u>4.705.747,82</u>
<b>CREDIT MEMO. ACCOUNTS</b>		
1. Beneficiaries of asset items	<u>0,82</u>	<u>0,49</u>

## INCOME STATEMENT

At December 31, 2002 (January 1 - December 31, 2002)

		YEAR ENDED 2002		YEAR ENDED 2001
<b>I. Operating Results</b>				
Net turnover (rendering of services)		5.445.487,97		5.647.096,82
Less: Cost of services		<u>3.909.406,84</u>		<u>3.870.851,54</u>
Gross operating results (profit)		1.536.081,13		1.776.245,29
Plus: Other operating income		<u>7.025,37</u>		<u>10.996,44</u>
		1.543.106,50		1.787.241,73
<b>LESS:</b>				
1. Administrative expenses		444.302,16		497.606,26
3. Distribution costs		<u>191.521,13</u>		<u>1.49.772,31</u>
<b>Sub-total (profit)</b>		907.283,21		1.139.863,16
<b>PLUS</b>				
2. Income from securities	53.184,41		53.292,95	
4. Interest income	<u>8.721,65</u>		<u>12.627,25</u>	
	61.906,06		65.920,20	
Less: 3. Debit interest and similar charges	<u>1.046,55</u>	<u>60.859,51</u>	<u>5.157,66</u>	<u>60.762,54</u>
Total operating results (profit)		968.142,72		1.200.625,71
<b>II. PLUS:Extraordinary results</b>				
1. Extraordinary expenses	624,87	1.165,77		1.063,80
2. Extraordinary gain	<u>440,90</u>			
<b>Less:</b>				
1. Extraordinary expenses	6.100,47		80,22	
2. Extraordinary losses	563,46		630,26	
4. Provisions for extra-ordinary liabilities	<u>0,00</u>	<u>6.663,93</u>	<u>57.950,48</u>	<u>58.660,95</u>
		-5.598,16		-57.597,15
<b>Operating and extraordinary results (profit)</b>		962.544,56		1.143.028,55
<b>LESS:</b>				
<b>Total depreciation of fixed assets</b>	244.422,75		198.604,57	
Less: Charged to the operating cost	244.422,75	<u>0,00</u>	198.604,57	<u>0,00</u>
<b>NET RESULTS (PROFIT) FOR THE YEAR BEFORE TAXES</b>		<u>962.544,56</u>		<u>1.143.028,55</u>

### NOTES

1. The Assets item C-III-2 "Participating interests in other undertakings" concerns participation in the share capital of a limited company unlisted in the A.S.E. which was valued at its acquisition cost (Art. 28 par. 5 P.D. 186/92). Had the valuation been made according to art. 43 par. 6 of L.2190/1920 the value of this participation would had been shorter by EURO 3.873,72.

2. The personnel employed amounts to 101 persons (average).

## APPROPRIATION ACCOUNT

	YEAR ENDED 2002	YEAR ENDED 2002
Net results (profit) for the year	962.544,56	1.143.028,55
(+) Profit brought forward	1.082.174,56	728.324,52
(-) Prior years' tax differences	0,00	0,00
	<u>2.044.719,12</u>	<u>1.871.353,07</u>
<b>LESS:</b> 1. Income tax	343.234,03	400.902,51
Profit for appropriation	<u>1.701.485,09</u>	<u>1.470.450,57</u>
<b>Appropriated as under:</b>		
1. Legal reserve	31.282,70	35.719,64
2. First dividend	315.000,00	237.710,93
6a. Reserves from tax exempted income	0,00	29.736,54
6b. Reserves from income taxed at special provisions	0,00	7.045,79
7a. Personnel remuneration besides salary	0,00	78.063,10
8. Profit carried forward	<u>1.355.202,39</u>	<u>1.082.174,56</u>
<b>Total</b>	<u>1.701.485,09</u>	<u>1.470.450,57</u>

Athens, 25 February 2003

THE CHAIRMAN  
OF THE BOARD OF DIRECTORS

SOCRATES G. LAZARIDIS  
ID. No. Α 351782

THE VICE - CHAIRMAN  
OF THE BOARD OF DIRECTORS

NICOLAOS G. KONSTANTOPOULOS  
ID. No. Π 673088

THE GENERAL MANAGER

DEMETRIOS TH. KARAIKAKIS  
ID. No. Τ 106898

THE FINANCE - ADMINISTRATION  
DEPT. MANAGER  
& IN CHARGE OF ACCOUNTS DEPT.  
GEORGE A. PERIVOLARIS  
ID. No. Δ 131236  
H.E.C. Licence No. 19986/A'

### AUDITOR'S REPORT

#### To the Shareholders of "SYSTEMS DEVELOPMENT & SUPPORT HOUSE OF CAPITAL MARKET (ASYK S.A.)"

We have audited the above Financial Statements as well as the related Notes on the Accounts of "SYSTEMS DEVELOPMENT & SUPPORT HOUSE OF CAPITAL MARKET (ASYK S.A.)" for the year ended December 31, 2002. We conducted our audit, in accordance with the provisions of art. 37 of the Companies' Act of Greece (c.L. 2190/1920) and also in conformity with the standards of auditing followed by the Institute of Certified Auditors-Accountants in Greece, which comply with the International Standards on Auditing and accordingly included such tests of the accounting records and such other auditing procedures as we considered necessary in the circumstances. We have examined the books of account and records kept by the Company and we obtained all the information and explanations we needed for the purpose of our audit. The Company has applied properly the General Accounting Plan. No change in the inventory valuation method has been made, as compared with that of the previous year and the rendering of services cost arisen from the accounting books was determined according to the accepted cost accounting principles. We have verified that the Board of Directors' Report to the Annual General Meeting of Shareholders is consistent with the related Financial Statements. The Notes on the Accounts include the information required by the par. 1, art. 43a c.L. 2190/1920 (Companies' Act of Greece). In our opinion, the above Financial Statements, which are in agreement with the books and records of the Company, together with the Notes on the Accounts, after taking into consideration the Company's note under the Balance Sheet, give a true and fair view of the Company's assets, liabilities and financial position as at December 31, 2002 and of the results of its operations for the year ended on that date, in conformity with legal requirements and generally accepted accounting principles applied on a basis consistent with that of the preceding year. It is noted that, during our audit was completed the tax authorities control for the fiscal years 1999 to 2001 which assessed income tax differences of EURO 26.577,20. This amount will be disclosed in the financial statements for the fiscal year 2003.

Athens, 25 February, 2003  
The Certified Public Accountant – Auditor

EVANGELOS A. PALOUMBIS  
SOEL Reg. No. 11611  
SOL S.A. – Certified Auditors Accountants



## THESSALONIKI STOCK EXCHANGE CENTER S.A.

Register No. :34189/62/B/95/226

## BALANCE SHEET AS AT 1/1/2002-31/12/2002

7th YEAR OF OPERATIONS Societe Anonyme

## ASSETS

	Amounts for accounting year ended 31/12/2002 expressed in Euro			Amounts for accounting year ended 31/12/2001 expressed in Euro		
	Cost	Depreciation	Net book value	Cost	Depreciation	Net book value
<b>B. INSTALLATION COST</b>						
1. Setting up costs	93.022,08	93.022,01	0,07	93.022,07	93.022,05	0,02
4. Other installation costs	<u>452.605,14</u>	<u>432.352,81</u>	<u>20.252,33</u>	<u>445.290,98</u>	<u>424.546,11</u>	<u>20.744,87</u>
	<u>545.627,22</u>	<u>525.374,82</u>	<u>20.252,40</u>	<u>538.313,05</u>	<u>517.568,16</u>	<u>20.744,89</u>
<b>C. FIXED ASSETS</b>						
<b>II. Tangible fixed assets</b>						
1. Land	363.903,15	0,00	363.903,15	363.903,15	0,00	363.903,15
3. Buildings	2.145.825,97	589.449,73	1.556.376,24	2.145.825,97	482.162,69	1.663.663,29
4. Machinery & equipment	654.955,15	575.229,89	79.725,26	654.244,52	524.422,67	129.821,85
6. Furniture and fittings	<u>305.389,96</u>	<u>233.270,20</u>	<u>72.119,76</u>	<u>304.335,82</u>	<u>198.292,42</u>	<u>106.043,40</u>
	<u>3.470.074,23</u>	<u>1.397.949,82</u>	<u>2.072.124,41</u>	<u>3.468.309,46</u>	<u>1.204.877,78</u>	<u>2.263.431,69</u>
<b>III. Participations for other long term receivables</b>						
7. Other long term receivables			<u>25.419,39</u>			<u>25.419,40</u>
<b>Total Fixed Assets (CII + CIII)</b>			<u>2.097.543,80</u>			<u>2.288.851,09</u>
<b>D. CURRENT ASSETS</b>						
<b>II. Accounts receivable</b>						
1. Trade debtors		84.440,32			133.773,28	
11. Other debtors		330.172,54			307.259,03	
12. Advances to suppliers		<u>0,00</u>			<u>0,00</u>	
		<u>414.612,86</u>			<u>441.032,31</u>	
<b>III. Shares</b>						
1. Shares		1.990.263,02			1.990.263,03	
Deduct: Provision for shares devaluation		-1.343.473,16			-855.852,19	
2. Other securities		<u>0,00</u>	<u>646.789,86</u>		<u>0,00</u>	<u>1.134.410,84</u>
1. Cash			12,36			34,30
3. Bank current and deposit accounts			<u>1.114.469,86</u>			<u>1.230.281,01</u>
			<u>1.114.482,22</u>			<u>1.230.315,31</u>
<b>E. TRANSITORY ACCOUNTS</b>						
2. Accrued income			<u>17.440,08</u>			<u>16.619,10</u>
<b>TOTAL ASSETS (B+C+D+E)</b>			<u>4.311.121,22</u>			<u>5.131.973,54</u>

## LIABILITIES

	2002 Amount expressed in Euro	2002 Amount expressed in Euro
<b>A. SHAREHOLDERS' EQUITY</b>		
<b>I. Share capital</b>		
1. Paid in (100,000 shares € 30 each)	3.000.000,00	3.000.000,00
<b>III. Revaluation reserve-Investment grants</b>		
3. Investment grants	393.094,91	505.263,66
	<u>393.094,91</u>	<u>505.263,66</u>
<b>IV. Reserves</b>		
1. Statutory reserves	143.254,36	143.254,36
Deduct: Loss from year end valuation of listed securities	-837.925,82	-350.304,85
3. Special reserves	39.057,62	38.851,76
5. Tax-deferred reserves	343.253,42	343.253,42
6. Reserves on profits from sale of listed securities	0,00	0,00
	<u>-312.360,42</u>	<u>175.054,69</u>
Accumulated losses	-307.497,80	-126.697,19
<b>V. Retained earnings c/f</b>	1.161.565,68	1.361.565,68
<b>Total Share capital &amp; Reserves (AI+AIII+AIV+AV)</b>	<u>3.934.802,37</u>	<u>4.915.186,84</u>
<b>B. PROVISIONS</b>		
1. Provision for staff leaving indemnities	38.618,75	38.618,75
2. Provisions for bad debts	41.216,01	41.216,01
	<u>79.834,76</u>	<u>79.834,76</u>
<b>C. LIABILITIES</b>		
<b>II. Current Liabilities</b>		
1. Trade creditors	51.774,74	68.910,57
5. Taxes and duties	7.302,27	20.499,57
6. Social securities	11.591,68	12.581,09
10. Dividends payable	200.000,00	0,00
11. Other creditors	10.343,25	20.453,63
<b>Total Liabilities (CII)</b>	<u>281.011,94</u>	<u>122.444,86</u>
<b>D. TRANSITORY ACCOUNTS</b>		
1. Deferred income	0,00	0,00
2. Accrued expences	15.472,15	14.507,08
3. Other transitory accounts	0,00	0,00
	<u>15.472,15</u>	<u>14.507,08</u>
<b>Shareholders' Equity and Liabilities (A+B+C+D)</b>	<u>4.311.121,22</u>	<u>5.131.973,54</u>

## STATEMENT OF INCOME FOR THE YEAR ENDED 31 DECEMBER 2002

	Year ended 2002		Year ended 2001	
	Amounts Expressed in Euro		Amounts Expressed in Euro	
<b>I. Operating Results</b>				
Turnover (Sales)		472.079,67		778.221,22
Deduct: Cost of sales		<u>381.698,93</u>		<u>517.880,26</u>
Gross operating profit		90.380,74		260.340,96
Add: Other operating income		<u>78.524,30</u>		<u>80.373,41</u>
<b>Total</b>		168.905,04		340.714,37
Deduct: 1. Administration expenses		<u>571.120,58</u>		<u>747.245,46</u>
<b>Net operating profit</b>		-402.215,54		-406.531,09
<b>Add:</b>				
2. Income from participations & securities	45.006,70		39.396,87	
3. Income from sale of participations & securities	0,00		0,00	
4. Interest income	<u>38.437,29</u>	83.443,99	<u>62.995,71</u>	102.392,58
Deduct:				
1. Provisions for diminution in the value of participation & securities	487.620,97		504.321,00	
2. Profits & Losses from participation & securities	128,78		633,77	
3. Interest expenses and similar charges	<u>308,95</u>	488.058,70	<u>139,22</u>	505.093,99
<b>Total operating profit</b>		-806.830,25	-	-809.232,51
<b>II. Add: Non-operating results</b>				
1. Exceptional & non-operating income	112.820,47		187.712,26	
2. Exceptional gains	80,27		35,15	
3. Prior year's income	<u>28.081,18</u>	140.981,92	<u>15.016,39</u>	200.763,81
Deduct:				
1. Exceptional & non-operating expenses	603,26		84,15	
3. Prior year's expenses	1.969,99		311,67	
4. Provision for exceptional dangers	0,00	2.573,25	22.153,67	22.549,48
		-668.421,58		-631.018,19
Deduct:				
<b>Depreciation of fixed assets</b>	202.864,84		319.610,52	
Deduct: Depreciation included in operating results	<u>202.864,84</u>	0,00	<u>319.610,52</u>	0,00
<b>NET INCOME BEFORE TAXES</b>		-668.421,58		-631.018,19

## STATEMENT OF DISTRIBUTION OF PROFIT

	2002 Amounts expressed in Euro	2001 Amounts expressed in Euro
Net income	-668.421,58	-631.018,19
<b>Deduct:</b> Income from sale of listed securities	0,00	0,00
<b>Add:</b> Πρόβλεψη υποτιμήσεως συμμετοχών & χρεωγράφων	487.620,97	504.321,00
	-180.800,61	-126.697,19
<b>Deduct:</b> Accumulated losses b/f	126.697,19	0,00
Retained earnings prior years income for distribution	200.000,00	0,00
Tax for the year	0,00	0,00
<b>Distributable profits</b>	200.000,00	0,00
<b>Accumulated losses c/f</b>	-307.497,80	-126.697,19
<b>Distributed as follows:</b>		
1. Statutory reserves	0,00	0,00
2. Dividends	200.000,00	0,00
6. Tax deferred reserves	0,00	0,00
8. Retained earnings c/f	0,00	0,00
	200.000,00	0,00
<b>Movement of reserves from the sales and year end valuation of listed securities in accordance with the current tax legislation</b>		
Losses from year end valuation of securities	487.620,97	504.321,00
<b>Deduct:</b> Tax deferred reserve from profits on sales of securities b/f	0,00	154.016,15
<b>Add:</b> Current year's profits from sale of securities	0,00	0,00
Tax-deferred reserve from profits on sale of securities c/f	0,00	0,00
Accumulated losses for future offset	487.620,97	350.304,85

Thessaloniki, 28 January 2003

THE PRESIDENT  
OF THE BOARD OF DIRECTORS  
& MANAGING DIRECTOR

PANAGIOTIS ALEXAKIS  
ID.C. P 576074

THE VICE PRESIDENT  
OF THE BOARD OF DIRECTORS

PAVLOS LAZARIDIS  
ID.C K 403943

THE GENERAL MANAGER

BASILIOS MARGARIS  
ID.CT. F 162374

THE FINANCE AND  
ADMINISTRATION MANAGER

SOFIA ELEFThERIOU  
ID.C K 888733

### CERTIFIED AUDITORS ACCOUNTANTS AUDIT CERTIFICATE

To the shareholders of THESSALONIKI STOCK EXCHANGE CENTRE S.A.

We have audited the Financial Statements and the associated notes to the accounts of THESSALONIKI STOCK EXCHANGE CENTRE S.A. for the year ended 31 December 2002. We conducted our audit in accordance with the provisions of article 37 of Codified Law 2190/1920 "dealing with Societes Anonymes" and the audit procedures we considered appropriate on the basis of the auditing principles and rules promulgated by the Institute of Certified Auditors Accountants of Greece, which are similar to the basic principles of International Standards on Auditing. All the books and records maintained by the Company were made available to us and we were provided with all the information and explanations that were necessary for our audit. The accounting policies were applied consistently in relation to the previous financial year and the cost of sales as it was recorded in the accounting books, was determined on the basis of generally accepted accounting principles. We agreed the contents of the "Report of the Board of Directors to the Annual General Meeting of the Shareholders" to the Financial Statements. The notes to the accounts contain the information which is required by paragraph 1 of article 43a of Codified Law 2190/1920. The Company has applied correctly the Greek Certified Auditors Accountants Unified Chart of Accounts. In our opinion the above Financial Statements, which are based on the Company's books and records reflect together with the notes to the accounts the net asset and financial position of the Company as at 31 December 2002, as well as the results for the year then ended, on the basis of the applicable legal requirements and generally accepted accounting principles which are consistent with those applied by the Company for the previous year.

Thessaloniki, 3 February 2003

CHRISTODOULOS SEFERIS  
Registration No.: 23431

ERNST & YOUNG

EVANGELOS PAGONIS  
Registration No.: 14211

## Pending lawsuits involving ATHEX

The notes to ATHEX's balance sheet dated 31.12.2002 mention that:

"1. There are pending judicial claims brought by third parties against ATHEX for payment of various sums worth a total of € 14,150,000.00 approximately. Of these claims around € 12,650,000 which relates to the case involving Katsoulis Brokerage S.A. has also been brought against the Guarantee Fund which is the only body under law responsible for compensation to investors when brokerage companies become unable to pay their liabilities. Note that decisions have already been handed down by the Multi-Member Court of First Instance of Athens rejecting 3 of the said claims worth around € 10,280,000. Below, extensive reference to these cases is made.

### *Labour disputes*

Four lawsuits are pending against ATHEX brought by employees for the payment of amounts for benefits or retrospective payments due of which the most important relates to the lawsuit lodged in December 2002 by 6 employees for payment of retrospective family benefits due worth a total of € 22,482.

### *Case involving counterfeit shares of the company TITAN S.A.*

7 lawsuits are pending against the ATHEX brought by members for payment of sums totalling € 119,025.09 relating to the case of counterfeit shares of the company TITAN S.A. In four of these cases worth € 82,791.78 first instance judgments have been handed down against the ATHEX and appeals will be brought which will be heard on 2.10.2003. According to the ATHEX's Legal Department, no assessment of the outcome of the aforementioned cases to be tried by the Court of Appeal can be made since complicated legal issues are involved which are subject to different and conflicting interpretations and in particular the matter of whether the ATHEX was responsible for inspecting the authenticity of shares during the period that it was responsible for the clearance of stock exchange transactions.

### *Other lawsuits*

5 lawsuits are pending against the ATHEX brought by third parties for the payment of sums totalling € 13,544,605.18 for claims they have against the company "Katsoulis Brokerage S.A." which was placed in liquidation. Of these cases, which are also brought against the Guarantee Fund for Investment Services with the exception of one, four have been rejected at first instance while one is still pending trial at first instance. In the largest of these cases worth € 8,287,562 which was rejected by the multi-member Court of First Instance of Athens in its judgment No. 7135/2000, an appeal was brought on 02.03.2001, which was heard by the 13th chamber of the Court of Appeal of Athens, and a preliminary decision was issued which ordered the collection of evidence. This process will be conducted during 2003. In yet another of these cases an appeal was heard at which the ATHEX was vindicated. The Legal Department of the ATHEX considers that there are strong possibilities that the case will be rejected in relation to the ATHEX since all the aforementioned claims apart from one are also brought against the Guarantee Fund which is the only body responsible in accordance with the law for compensation of investors when brokerage firms become unable to fulfil their obligations. The judgments already issued make it clear that the ATHEX does not have liability in these cases.

### *Other lawsuits*

Apart from the aforementioned suits against the ATHEX, there are 12 additional claims of third parties for the payment of € 1,070,152.79 in total.

### *Lawsuits from claims of the ATHEX against listed companies and third parties which have entered into contracts with those companies*

The ATHEX, as claimant, demands that 25 listed companies owing subscriptions or having been declared bankrupt or currently under special liquidation pay the total amount of € 75,589.92. According to the Legal Department of the ATHEX, it is not likely that these demands will be collected, especially due to lack of assets of the debtors.

Moreover, lawsuits have been lodged for overdue debts against 3 companies which distribute information received from ATHEX (vendors) worth a total amount of € 222,384.52 which will be heard during 2003.

## Pending lawsuits involving CSD

### *Action of Ioannis Argiris against the company*

On 07.07.1997 Ioannis Argiris (investor) brought an action against the CSD claiming the amount of € 206,665.40 as compensation for damages allegedly caused from the behaviour of the company in the case with the former brokerage firm 'DELTA BROKERAGE S.A.' The Athens Multimember Court of First Instance issued decision 616/1999 on the

forementioned action ordering the procurement of evidence in relation to the issues brought before it. Following a request of Ioannis Argiris, the hearing of witnesses has been set for 4/2/2000. The case has been assigned to the law office 'F. Kremmidas & F. Doris'. The collection of evidence remains in progress and the case is outstanding.

#### ***Action of Konstantinos Dakos***

The petition for cassation dated 18.10.2000 lodged by the company before the Supreme Court against the decision of the Court of Appeal No. 5670/2000 which was set for hearing on 8.10.2002 was not heard on that date and following a request by the petitioner hearing was adjourned until 28.1.2003 on which date it was heard. Via this petition for cassation the CSD sought to have the appellate decision which vindicated Konstantinos Dakos dated 19.12.2000 and the amount awarded in that decision of 7,437,278 GRD, invalidated.

A second lawsuit was lodged by Konstantinos Dakos against the Company served on 13.2.2001 which calls into doubt the validity of the second rescission of his contract of work by means of which he demanded the following:

- a) that the second rescission of his contract of employment dated 16.11.2000 be found void as abusive
- b) that the Company be obliged to pay the amount of 35,000,000 GRD or in the alternative the amount of 13,020,000 GRD as default payment for the period from 16.11.2000 to 16.11.2001 bearing legal interest on monthly salaries
- c) that the Company be obliged to pay the amount of 64,050,000 GRD or in the alternative the amount of 26,505,000 GRD as default payment for the period from 24.10.1998 to 16.11.2000 bearing legal interest
- d) that the Company be obliged to pay the amount of 2,162,351 GRD which it illegally offset against the default payments by virtue of the decision of the Athens one-member Court of First Instance No. 396/1999, bearing legal interest as of 23.11.2000, or in the alternative from service of the lawsuit
- e) that the Company be obliged to pay the amount of 14,002,560 GRD for claims due to excess of legal working hours, bearing legal interest
- f) that the Company pay the amount of 21,000,000 GRD for claims due to non payment of salaries for the years 1997, 1998, 1999 bearing legal interest
- g) that the Company be obliged to pay compensation for non-pecuniary damage of 10,000,000 GRD interest-bearing from the date of service of the lawsuit
- h) that the Company be obliged to accept his services and in case of refusal that it be obliged to pay the amount of 200,000 GRD for each day of refusal.

On the hearing day of 15.11.2001, the hearing of the lawsuit was adjourned for 17.5.2002 following the request of the claimant. At that hearing once again following a request by Konstantinos Dakos the case was not heard. After this development, even in the case that a new date is set for hearing the lawsuit has few margins for succeeding.

#### ***Seizure by the Greek State against the company***

By means of writ of seizure No. 44548/4/16.9.1997, the Greek State seized whatever the company owes or will owe to DELTA BROKERAGE S.A. in the form of dividends since the firm owes the Greek state taxes amounting to € 1,894,969.41. The CSD made a third party declaration dated 09.10.1997, stating that its only obligation to DELTA BROKERAGE totals € 10,564.93 from dividends for the period 1996, which will be offset by means of claim against the company amounting to € 3,910,518.53, supported by statutory instrument dated 18.11.1996. Against the aforementioned involvement of the CSD as the third party in the State's claim, the Greek State filed the caveat dated 05.11.1997, by means of which it requested that the Company be obliged to pay all current or future debts to 'DELTA BROKERAGE', especially the dividend for the period 1996 amounting to € 10,564.93. This matter was heard on 19.02.1999 before the Athens Multi-member Court of First Instance and was rejected by means of the decision No. 1806/1999 of the same court. The Greek State lodged an appeal against this decision for which no hearing date has been set. The company in its letter petition No. 10394/16.7.20002 (Athens FAEE Tax Office Ref. No. 28451/17.7.2002) proposed payment of a total amount of € 83,198.82 to the Athens FAEE Tax Office (equal to 28,350,000 GRD) which corresponds to dividends for the years 1996, 1997 and 1998 for DELTA S.A. in its hands on the condition that the tax authorities drop their claim and the right to lodge an appeal. A reply from the Athens FAEE tax office is awaited.

#### ***Caveat entered by the Greek State***

On 2.11.2001 the company was served with a caveat entered by the Greek State dated 1.11.2001 against the third party declaration which the company had lodged in relation to the seizure of dematerialised shares ordered in which it requested a) that the negative statement of the company to the Athens Court of Peace No. 2436/2001 be overturned, b) that it be acknowledged that the company owes the sum of € 12,038 for which the seizure was ordered by head of the

Syros Tax Office, c) that the company be obliged to pay the said amount plus interest from the date on which the seizure was ordered (5.9.2001) or from the date on which the caveat was served and d) that the decision be declared enforceable on an interim basis.

The caveat was heard on 10.12.2002 and the decision is awaited. The company expects that the caveat will be rejected.

#### ***Claims against the CSD and the company 'KATSOLIS BROKERAGE S.A.'***

On 19.01.2000 a lawsuit was heard before the Athens Multi-member Court of First Instance (Ordinary Proceedings), against the CSD among others, as severally liable, with another 20 claimants demanding: a) that the total amount be adjudicated for them amounting to a total of € 8,287,562 bearing legal interest from the date of service of the suit for claims against the company under liquidation in accordance with Article 4a of Law 1806/1988, former brokerage company trading as 'KATSOLIS BROKERAGE S.A.' and for the restitution of non-pecuniary damage, b) that the decision be declared enforceable on an interim basis and c) that the CSD be obliged to pay their court costs. The case was assigned to the lawyer of the company Maria Saxoni. This lawsuit was dismissed in relation to the CSD at first instance and before the Court of Appeal by means of decisions No. 7145/2000 and No. 9047/2001 handed down by the Multi-Member Court of First Instance of Athens and the Athens Court of Appeal respectively. The decision of the Court of Appeal has not yet been rendered final since the deadline for lodging a petition for cassation has not yet expired. By means of these decisions the CSD was vindicated both at first instance and on appeal and it is expected that no cassation petition will be lodged since there is no ground for cassation in relation to that part of the lawsuit concerning the CSD.

#### ***Other third party lawsuits***

Apart from the aforementioned lawsuits against the CSD, there are 3 additional claims of third parties outstanding for the payment of € 1,327,468.50, € 103,242.85 and € 1,197,017.10 respectively, for claims against the company under liquidation 'Katsoulis Brokerage S.A.'.

As regards the first lawsuit (the initial claim corresponded to € 3,157,949.97 but the claimant partly withdrew and limited his demands to € 1,327,468.50) a hearing date was set following an adjournment from 4.12.2002 and on that date the hearing was adjourned again for 4.2.2004.

On the second lawsuit heard on 30.10.2000, the Athens Multi-member Court of First Instance issued the rejection decision No. 1525/2001 and following an appeal lodged by the other party the Athens Court of Appeal issued decision No. 5928/2002 which dismissed the lawsuit in relation to the CSD. This decision as not yet been rendered final since the deadline for lodging a petition for cassation has not yet expired. By means of this decision the CSD was also vindicated on appeal.

The third lawsuit was dismissed in relation to the CSD by means of decision No. 6786/2001 of the Multi-Member Court of First Instance of Athens which has not yet become final.

#### ***Lawsuits against the company 'DELTA BROKERAGE S.A.'***

The CSD filed a suit on 15.11.1996 in accordance with Articles 79 of Law 5960/33 and 45, 386 para. 1 and 3 of the Penal Code against Dimitrios Argiriadis, Ioanna Gelestathi and Theofanis Gravanis, Chairman, Managing Director and Member of the BoD respectively in the company trading as 'DELTA BROKERAGE S.A.', and against all other actors. The case has been assigned to the lawyer Dimitris Papadellis. Messrs Dimitrios Argiriadis and Panagiotis Trifon will be tried along with other persons in accordance with a ruling of the Bench of the Magistrates Court.

#### ***Recourse against the Greek State***

On 16.10.2000 the Company has sought recourse to the Athens Administrative Court of First Instance by means of which it requests that the amount of € 3,284,382.85 corresponding to part of the tax paid by the Company in the period 1999 be returned. In particular, such tax corresponds to the amount of € 8,210,957.12- capital market levy paid- that should, in the opinion of the company, be deducted from the gross income of the company. The hearing of this matter took place on 4.10.2002 and a decision is awaited.

Moreover, on 5.10.2001 the Company sought recourse to the Athens Administrative Court of First Instance against the Greek State, demanding that the amount of 1,511,807,987 be returned which corresponds to part of the tax paid by the company during the 2000 fiscal year. This matter was heard on 3.3.2003 and a decision is awaited.

Moreover, on 4.10.2002 the company sought recourse to the Athens Administrative Court of First Instance against the Greek State requesting that the sum of 656,173,369 GRD (capital market levy) be returned and 15,748,161 GRD (stamp duty on the levy) which corresponds to part of the tax paid by the company during the 2001 fiscal year. No date for hearing this matter has yet been set.

#### ***Acquisition of real estate by the National Bank of Greece***

By virtue of contract No. 19508/15.11.2000 of the Athens Notary Ioanna Gavrielli- Anagnostalaki the Company has acquired from the National Bank of Greece for the amount of € 1,790,168.75, except one store on the ground floor, the building on 17 Acharnon St. and 34 Meier St. This building consists of four horizontal properties, jointly holding 980/1000 of the land.

The aforementioned horizontal properties have come to the seller a) by a joint percentage of 10/100 following an auction against the company trading as 'WINNIE Electrical Items and Arts Materials' by virtue of the adjudication report summary No 14.801/1998 of the Athens Notary Ioanna Gavrielli- Anagnostalaki and b) by a joint percentage of 90/100 from an auction against the company trading as 'CANTEX ELECTRIC Electrical Items Commercial and Construction S.A.' by virtue of the adjudication report summary No. 9318/1998 of the Athens Notary I. Morfoniou. A caveat dated 31.7.1998 was filed before the Athens One-member Court of First Instance against the adjudication report referred to in point (b) by 'CANTEX ELECTRIC Electrical Items Commercial and Construction S.A.' against which the auction was carried out, which due to adjournments although to be tried on 24.4.2001 was deferred to a new hearing day of 17-9-2002 due to a strike by lawyers. A decision is awaited.

The company estimates that the aforementioned caveat is a technicality and will not be successful. In any case, however, a term has been included in the purchase contract providing that in case of the National Bank of Greece losing the ownership of the building as a result of such caveat, it shall pay the company the amount of € 1,790,168.75.

#### ***Labour disputes***

12 employees of the CSD have filed lawsuits relating to rescission of their contracts of work in which they request that the invalidity of the rescission be acknowledged, that the company be obliged to re-engage them and that they be paid overdue salaries worth € 59,884 and damages due to moral harm worth € 21,137.

#### ***Lawsuits pending involving ADECH***

There are no lawsuits pending against ADECH. There is only the claim by ADECH against the Greek State referred to below:

#### ***Recourse against the Greek State***

On 27.2.2002 the company sought recourse before the Athens Administrative CFI by means of which it requested that the sum of € 79,236.98 be returned to it as having been unduly paid. This sum had been paid by the company in fulfilment of its obligation to pay VAT, an obligation that the competent tax authority later decided did not exist. The date for hearing this matter was set for 8.10.2002 and the hearing did in fact take place. A final court judgement is awaited.

#### ***Lawsuits pending involving ASYK***

#### ***Labour Disputes***

One lawsuit is pending against ASYK which was filed by Anagnostis Samanis before the Single-Member Court of First Instance of Athens. The date for hearing has been set for 20.10.2003. The amount claimed in the lawsuit is € 16,434 plus interest and relates to overdue salaries. Moreover the petitioner requests, in the alternative, that the company be ordered to pay the sum of € 4,108.58 as lawful compensation for dismissal. Lastly the petitioner request that the company pay the sum of € 12,325.74 as special compensation pursuant to Law 35114/1928 and the sum of € 12,450 for illegal overtime. In the opinion of the lawyer handling this case it is not possible to forecast the outcome of the specific matter and consequently the possible financial impact on the company.

#### ***Objection against IKA***

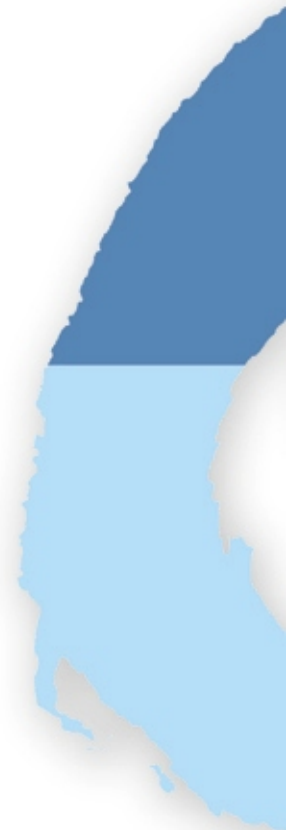
The company has lodged an objection with the Hellenic Social Security Foundation (IKA) (1st IKA Branch) before the competent Administrative Tribunal requesting that the decision imposing additional levies worth € 10,196.37 relating to



late payment of insurance contributions be struck out. The hearing was set for 3.3.2003 and adjourned following a request by IKA. The new date is 1.4.2003. in the opinion of the lawyer handling the case it is expected that the specific objection will be accepted.

#### **Lawsuits pending involving TSEC**

There are no lawsuits pending against TSEC.



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