



# Extraordinary General Meeting of the shareholders

of the limited liability Company

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

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

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

**Monday 22 December 2025 @ 18:00**

110 Athinon Ave, Athens, GR

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## 1. INVITATION

### TO SHAREHOLDERS OF THE COMPANY

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

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

### TO EXTRAORDINARY GENERAL MEETING

In accordance with the law and the Articles of Association of the Company, and the decision of its Board of Directors on December 1, 2025, shareholders of “HELLENIC EXCHANGES-ATHENS STOCK EXCHANGE S.A.”, headquartered in Athens, 110 Athinon Ave, are invited to the Extraordinary General Meeting, which will take place on **Monday December 22, 2025 at 18:00**, which will meet in a hybrid manner, i.e. with the physical presence of shareholders at the registered office of the Company and with the participation of shareholders remotely by teleconference. In the same way, the persons of par. 1 and 2 of article 127 of Law 4548/2018 may also be present at the General Meeting.

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

1. Election of a new Board of Directors and appointment of its independent members
2. Determination of the type of the Audit Committee, the term of office, the number and the capacities of its members (article 44, par. 1b of Law 4449/2017, as in force)
3. Granting permission, under article 98 par.1 of Law 4548/2018, to the members of the Board of Directors of the Company as well as to executives of the Company to participate in the Boards of Directors or in the Management of the subsidiaries and the companies associated with the Company

If the quorum, as required by the Law and the Articles of Association in order to decide any of the items of the original agenda, is not obtained during the meeting of 22 December 2025, the General Meeting will convene again in a Repeat Meeting on **Friday, January 2, 2026 at 18:00** (hereinafter “Repeat Meeting”) without the publication of a new invitation and will convene in the same way, i.e. hybrid, with the physical presence of shareholders at the registered office of the Company and with the participation of shareholders remotely by teleconference. In the same way, the persons of par. 1 and 2 of article 127 of Law 4548/2018 may also be present at the General Meeting.

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

At the General Meeting of December 22, 2025, every physical and legal person that has the status of shareholder at the start of the fifth (5<sup>th</sup>) day before the meeting date of the Annual General Meeting, i.e. on **December 17, 2025 (“Record Date”)** is entitled to participate and vote.

The record date of December 18, 2025, is the record date for the Repeat General Meeting on January 2, 2026 (if the quorum, as required by the Law and the Articles of Association in order to decide any of the items of the original agenda on 22.12.2025 is not obtained during that meeting). Also, the same Record Date is valid in case of the postponed General Meeting, provided that the postponed meeting is not more than thirty (30) days from the Record Date. If any postponed General Meeting is more than thirty (30) days away from the Record Date, whoever has the status of shareholder in accordance with the above at the beginning of the third (3<sup>rd</sup>) day before the day of the postponed General Meeting is entitled to participate in the General Meeting.

For the Company, shareholders who are entitled to participate in the General Meeting and to exercise the right to vote are those that are registered on the Record Date in the Dematerialized Securities System (DSS) of the

company "HELLENIC CENTRAL SECURITIES DEPOSITORY (ATHEXCSD)" or the one identified as such based on the relevant date through registered intermediaries or other intermediaries in compliance with the provisions of the legislation (Law 4548/2018, Law 4569/2019, Law 4706/2020 and Regulation (EU) 2018/1212) as well as the Rulebook of Operation of the Hellenic Central Securities Depository (Government Gazette B/1007/16.03.2021).

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

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

Shareholders that do not comply with the deadline in par. 4 of article 128 of Law 4548/2018, i.e. that do not submit in writing or by electronic means the appointment of proxies or representatives to the Company at least forty-eight (48) hours before the appointed date of the General Meeting, participate at the General Meeting unless the General Meeting refuses this participation for good reason which justifies this refusal.

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

In order for shareholders to participate and vote at the Extraordinary General Meeting on December 22, 2025, or at any Repeat meeting in real-time by teleconference, without their physical presence, they or their proxies must create and use an electronic shareholder account at the electronic platform that has been developed by the Athens Exchange Group to provide remote General Meeting services, in real-time, by teleconference to listed companies on the website <https://axia.athexgroup.gr/en/home>.

The internet platform is provided by ATHEXCSD, while for the teleconference the Zoom Meetings service is provided by Zoom Video Communications Inc.

In order to access the electronic platform a personal computer, a smartphone or a tablet is required, a browser installed, and internet access.

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

If, on accessing the electronic platform the above information entered by the shareholder does not match the information registered in the Dematerialized Securities System or the identification information that has been provided to the Company by the Hellenic Central Securities Depository or through intermediaries, as part of its services to facilitate shareholder identification for remote general meetings which are provided to listed companies in accordance with Part 3 of Decision No 8 of the Hellenic Central Securities Depository, "Technical terms and procedures for the provision of the Registry, Corporate and Other Related Actions Service", as well as the document "Terms and Conditions for the remote General Meeting of Shareholders", shareholders must provide or update the information above, in order to create the account.

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

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

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

Furthermore, starting with the publication of the present and until the end of the General Meeting, information and support will be provided to the shareholders and their representatives, on matters related to the conduct of the General Meeting through the platform AXIA e-Shareholders Meeting (AXIA e-SM) (e.g. connection, voting, etc.) at + 30 210 3366 426 or by email at [AXIAeShareholdersMeeting@athexgroup.gr](mailto:AXIAeShareholdersMeeting@athexgroup.gr).

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

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

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

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

- a) follow the proceedings of the General Meeting with electronic or audiovisual means,
  - b) take the floor and address the General Meeting orally during the General Meeting,
- while at the same time through the internet platform, they will be able to:
- c) vote in real-time during the GM on the items of the agenda, and
  - d) receive information on the registration of their vote.

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

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

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

- a) Either by exercising the right to vote before the General Meeting through the electronic platform <https://axia.athexgroup.gr/en/home> in which they have previously created an account and have successfully registered as described in B. above, during the time period **until twenty-four (24) hours before the date of the General Meeting (i.e. until 18.00 on 21.12.2025 at the latest)**.
- b) Or by completing and sending to the Investor Relations Department of the Company the "Mail vote document" which has been published at <https://www.athexgroup.gr/en/more-options/investor-relations/general-meetings> with the signature authenticated, at: 110 Athinon Ave, 10442 Athens Greece, or digitally signed by using a recognized digital signature (qualified certificate) by the proxy or the shareholder, via email at

[investor-relations@athexgroup.gr](mailto:investor-relations@athexgroup.gr), at least twenty-four (24) hours before the date of the General Meeting (i.e. until 18.00 on 21.12.2025 at the latest).

- c) Or by participating based on confirmations or notifications provided by intermediaries under articles 5 and 6 of Regulation (EU) 2018/1212.

Shareholders that vote as above before the General Meeting are counted to form the quorum and majority, provided that the votes in question **have been received by the Company by 18.00 on 21.12.2025** at the latest.

**II.** It is noted that shareholders that wish to appoint proxies to participate remotely at the vote on the items of the General Meeting which will take place before the General Meeting, can appoint up to one (1) proxy; the appointment must be made **at the latest forty-eight (48) hours before the date of the General Meeting (i.e. by 18.00 on 20.12.2025 at the latest)**, as specifically described below in D II.

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

**III.** If the quorum, as required by the Law and the Articles of Association in order to decide the whole or part of the original agenda, is not obtained during the meeting of December 22, 2025, at the Repeat General Meeting which will be convened on 2 January 2026 at 18.00, the right to vote remotely, by mail vote **must be exercised again**, by a vote that will take place before the Repeat General Meeting, in the following ways:

- a) Either by exercising again the right to vote before the General Meeting through the electronic platform <https://axia.athexgroup.gr/en/home> in which they have previously created an account and have successfully registered as described in B. above, during the time period **from 23.12.2025 at 12.00 and until twenty-four (24) hours before the date of the Repeat General Meeting (i.e. until 18.00 on 01.01.2026 at the latest)**.
- b) Or by completing and sending to the Investor Relations Department of the Company a new "Mail vote document" for the items for which no decision was taken on December 22, 2025, which will be provided by the Company, with the signature authenticated, at: 110 Athinon Ave, 10442 Athens Greece, or digitally signed by using a recognized digital signature (qualified certificate) by the proxy or the shareholder, via email at [investor-relations@athexgroup.gr](mailto:investor-relations@athexgroup.gr), **at least twenty-four (24) hours before the date of the Repeat General Meeting (i.e. by 18.00 on 01.01.2026 at the latest)**.
- c) Or by participating based on confirmations or notifications provided by intermediaries under articles 5 and 6 of Regulation (EU) 2018/1212.

Shareholders that vote as above before the General Meeting are counted for the formation of the quorum and majority, provided that the votes in question are received by the Company **by 18.00 on 01.01.2026** at the latest.

**IV.** For the potential Repeat General Meeting on 2 January 2026, shareholders that had not appointed a proxy for the initial General Meeting, or shareholders that wish to replace the proxy that had been appointed, in order to participate remotely at the vote that will take place before the General Meeting, can appoint up to one (1) proxy, **at least forty-eight (48) hours before the date of the General Meeting (i.e. by 18.00 on 31.12.2025 at the latest)**, as specifically mentioned below in D II.

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

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

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

## D. Participation process and vote by proxy

I. Shareholders participate in the Annual General Meeting and vote either in person or by proxy. Each shareholder may appoint up to three (3) proxies. However, if a shareholder possesses shares of the Company that are held in more than one Investor Securities Account, the above restriction cannot prevent the shareholder from appointing different proxies for the shares in each investor account for a particular General Meeting. A proxy appointment can be freely recalled. A proxy that acts for more than one shareholder can vote differently for each shareholder.

Shareholders may appoint a proxy for one or more General Meetings and for a specific period of time. The proxy votes in accordance with the shareholder's instructions, if there are any. Non-compliance by the proxy with the instructions received does not affect the validity of the decisions of the General Meeting, even if the proxy's vote was decisive in achieving the majority.

The shareholder proxy is obliged to notify the Company, before the start of the General Meeting, about any specific event, which may be useful to shareholders in order to assess the risk that the proxy may serve other interests besides the interests of the shareholder.

A conflict of interest may arise particularly when the representative is:

- a) A shareholder that exercises control of the Company, or other legal person or entity that is controlled by that shareholder,
- b) A member of the Board of Directors or in general of the management of the Company or a shareholder that exercises control of the Company, or other legal person or entity that is controlled by that shareholder, which exercises control of the Company.
- c) An employee or a certified auditor of the Company or a shareholder that exercises control, or other legal person or entity that is controlled by a shareholder that exercises control of the Company.
- d) A spouse or a relative in the first degree with one of the private individuals that are mentioned in cases a) to c).

The appointment and revocation or replacement of the proxy or representative takes place in writing or by electronic means that are submitted to the Company at least forty-eight (48) hours before the appointed date of the General Meeting. Notification of the appointment and revocation or replacement of the proxy by electronic means is by electronic mail at the email address on the Invitation to the General Meeting, or the case of shareholders that are identified through intermediaries, through confirmations or notifications of articles 5 and 6 of Regulation (EU) 2018/1212 provided by intermediaries.

II. Specifically for shareholder participation by proxy at the General Meeting on December 22, 2025, or any Repeat Meeting thereof, remotely in real-time by teleconference, or for shareholder participation by proxy in the vote on the items of the General Meeting that will take place before the General Meeting, shareholders or Participants in the Securities Accounts in the DSS or other intermediaries acting as custodians of the shareholders through which the shares are kept, can appoint up to one (1) proxy, whose appointment must be made at least forty-eight (48) hours before the date of the General Meeting (**i.e. by 18.00 on 20.12.2025 at the latest for the initial General Meeting and by 18.00 on 31.12.2025 at the latest for the Repeat Meeting**).

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

The Company has made available documents:

- a) To appoint a proxy to participate in the General Meeting on December 22, 2025; and
- b) To appoint a proxy to vote on the items of the General Meeting that will take place before the General Meeting.

These documents are available to shareholders in hard copy at the Investor Relations Department of the Company (110 Athinon Ave, tel. +30 210 3366 616), and in electronic form on the website of the Company (<https://www.athexgroup.gr/en/more-options/investor-relations/general-meetings>).

The appropriate document must be filled-in, signed with the authenticity of the signature verified, and submitted to the Investor Relations Department of the Company, at: 110 Athinon Ave, 10442 Athens, or digitally signed by using a recognized digital signature (qualified certificate) by the proxy or shareholder by e-mail at [investor-relations@athexgroup.gr](mailto:investor-relations@athexgroup.gr) at least forty eight (48) hours before the date of the General Meeting. Shareholders are asked to ensure that the proxy appointment document is successfully dispatched and received by the Company and may call for this purpose: +30 210 336 6616 (Investor Relations Department).

**E. Deadlines for exercising minority shareholder rights (par. 2, 3, 6 and 7 of article 141 of Law 4548/2018)**

1. At the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors is obliged to include additional items on the agenda of the General Meeting, which has already been convened, if the relevant request is received by the Board of Directors at least fifteen (15) days prior to the General Meeting, i.e. by December 7, 2025, at the latest. The additional items must be published or disclosed, under the responsibility of the Board of Directors, in accordance with article 122 of Law 4548/2018, at least seven (7) days before the General Meeting, i.e. by December 15, 2025, at the latest. The request to include additional items on the agenda is accompanied by a justification or a draft decision for approval by the General Meeting, and the revised agenda is published in a similar manner as the previous agenda, thirteen (13) days before the date of the General Meeting, i.e. by December 9, 2025, at the latest, and simultaneously made available to shareholders on the website of the Company together with the justification or the draft decision that has been submitted by shareholders, in accordance with the provisions in paragraph 4 of article 123 of Law 4548/2018. If these items are not published, the requesting shareholders are entitled to request the postponement of the General Meeting, in accordance with paragraph 5, and to make the publication themselves, in accordance with the second subparagraph of the present paragraph, at the expense of the Company.
2. Shareholders representing one twentieth (1/20) of the paid-up share capital have the right to submit draft decisions for items that are included in the initial or any revised agenda of the General Meeting. The request must reach the Board of Directors at least seven (7) days before the date of the General Meeting, i.e. by December 16, 2025, at the latest, and the draft decisions are made available to shareholders in accordance with the provisions of paragraph 3 of article 123 of law 4548/2018 at least six (6) days before the date of the General Meeting, i.e. by December 16, 2025, at the latest.
3. Following a request by any shareholder, which is submitted to the company at least five (5) full days before the General Meeting, i.e. by December 16, 2025, at the latest, the Board of Directors is obliged to provide the General Meeting with the information specifically requested concerning Company affairs, insofar as they are relevant to the items on the agenda. There is no obligation to provide information when the information is already available on the website of the Company, especially if it is available in the form of questions and answers. In addition, at the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors is obliged to announce to the General Meeting, provided it is an Annual meeting, the amounts that, over the previous two years, have been paid to each member of the Board of Directors or to Directors of the Company, as well as any benefit to these persons for whatever reason or by whatever contract of the Company with them. In all of the abovementioned cases, the Board of Directors may refuse to provide such information for a sufficiently important reason, which is recorded in the minutes. Such a reason may be



the representation of the requesting shareholders to the Board of Directors, in accordance with articles 79 or 80 of Law 4548/2018. In the cases referred to in this paragraph, the Board of Directors may answer once to shareholder requests having the same content.

4. At the request of shareholders representing one tenth (1/10) of the paid-up share capital, which is submitted to the Company at least five (5) full days before the General meeting, i.e. by December 16, 2025 at the latest, the Board of Directors is obliged to provide to the General Meeting information about the progress of corporate affairs and the assets and liabilities of the Company. The Board of Directors may refuse to provide information for sufficiently important reason which is recorded in the minutes. Such a reason may be the representation of the requesting shareholders on the Board of Directors, in accordance with articles 79 or 80 of Law 4548/2018, provided that the corresponding members of the Board of Directors have received this information in a manner that is adequate.

In all the abovementioned cases, requesting shareholders are obliged to prove their shareholder status and, with the exception of the case of the first subparagraph of paragraph 3, the number of shares they possess during the exercise of the relevant right.

Proof of the status of shareholder can be provided by any legal means, and in any case based on the information received by the Company electronically from ATHEXCSD with an electronic connection of the Company to DSS or through the Participant of the Securities Account in the DSS or other intermediary acting as custodian of the shareholder through which shares are kept. For more information regarding the minority shareholder rights, shareholders may refer to the provisions of article 141 of Law 4548/2018.

More detailed information on minority rights and the conditions for exercising them is available on the website of the Company ([www.athexgroup.gr](http://www.athexgroup.gr)).

#### **F. Availability of documents and information**

The information of par. 3 and 4 of article 123 of Law 4548/2018, and in particular the Invitation to the General Meeting, the total number of shares and voting rights that these shares incorporate on the Invitation date, the documents for exercising the right to vote by proxy, the documents for exercising the right to vote by mail, the documents that will be submitted to the General Meeting, the draft decisions on the items of the proposed agenda, as well as information regarding the exercise of minority rights of par. 2, 3, 6 and 7 of article 141 of Law 4548/2018 are available in electronic form on the website of the Company (<https://www.athexgroup.gr/en/more-options/investor-relations/general-meetings>) and in hard copy at the Investment Relations Department of the Company (110 Athinon Ave, tel. +30-210 336 6616).

Athens, December 1, 2025

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

### ITEM #1: Election of a new Board of Directors and appointment of its independent members

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**Required quorum:** 1/5 of the share capital

**Majority:** 50% + 1 of the votes represented

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According to par. 1 of article 8 of the Company's Articles of Association, the Company is managed by the Board of Directors which consists of nine (9) to thirteen (13) members. By decision of the General Meeting of the Company's shareholders dated 8.6.2023, the incumbent Board of Directors was elected for a three-year term, automatically extended until the ordinary General Meeting that will be held after the end of its term.

Following the completion of the tender offer by Euronext, which is now the main shareholder of the Company and based on the new shareholder structure and the strategic priorities arising from it, it is necessary to restructure the composition of the Board of Directors, with the early termination of the incumbent Board of Directors, including the reduction of the number of members and the representation of the majority shareholder, while maintaining institutional memory and continuity through the retention of selected existing members.

The Board of Directors, following the recommendation of the Executive Placement Committee, the Nomination & Compensation Committee and taking into account:

- international corporate governance practices in stock exchange infrastructure groups;
- strategic alignment with the Euronext group;
- the need for flexibility and faster decision-making;
- the requirement to enhance collective effectiveness;

decided to propose the reduction of the number of members of the Board of Directors from eleven (11) to nine (9) - a number that is within the numerical limits set by the Company's Articles of Association, with the aim of enhancing the functionality and forming a Board of Directors, the size of which will correspond to the shareholder composition and structure of the Company, It will serve the need for flexibility, faster decision-making and more effective supervision, while reducing its operating costs.

Furthermore, in view of the election of a new Board of Directors as above, it is required to re-appoint the independent non-executive members of the Board of Directors, in accordance with the provisions of the law.

The relevant proposal of the Board of Directors is submitted following the recommendation of the Nomination & Compensation Committee, which submitted to the Board of Directors a relevant proposal with persons suitable to be elected by the General Meeting as members of the Board of Directors of the Company, after taking into account:

- i) the new composition of the Company's share register, following the completion of the tender offer by Euronext, which is now the main shareholder of the Company, its size, structure, specialized activities and operating environment, the complexity of its operations and its particular institutional role and character,
- ii) the eligibility criteria of the members of the Board of Directors in accordance with the Company's Suitability Policy, article 46 of Law 4514/2018 "Markets in Financial Instruments and Other Provisions" and the Guidelines on the governing body of Market Operators and Data Reference Service Providers (RWSS) issued by the European Securities and Markets Authority (ESMA) on 19.12.2017;
- iii) the provisions of article 9 par. 1 and 2 of Law 4706/2020 and the Internal Operation Regulation of the Company,
- iv) the need to retain selected existing members in order to ensure continuity in functions and institutional memory;
- v) the signed statements and documents submitted by all candidate members regarding: a) their professional experience, b) their academic and professional qualifications, c) independence of judgment, d) reputation, honesty and integrity, e) the dedication of sufficient time, f) their compliance with the restrictions on the number of positions that a member of the Company's Board of Directors can hold at

the same time, and in addition, for the proposed as independent members, g) their compliance with the independence criteria of article 9 of Law 4706/2020, based on which the Committee found that the persons proposed to be elected as new independent members of the Board of Directors, meet the independence criteria of article 9 par. 1 and 2 of Law 4706/2020 as well as that there are no impediments or incompatibilities in relation to any relevant provisions including the Greek Corporate Governance Code applied by the Company and the Company's Operating Regulation,

- vi) that according to the relevant solemn declarations of all candidate members, none of them is subject to the impediment of the provision of article 3 par. 4 of Law 4706/2020, i.e. no final court decision has been issued within one (1) year, prior to or from his election respectively, recognizing his liability for loss-making transactions of a listed or non-listed company of Law 4548/2018, as in force, with related parties. It is noted that the Company's Articles of Association do not provide for a longer period of time than the one mentioned above.
- vii) Whereas all persons proposed for election/re-election have experience in the following fields:
- viii) Finance, strategic planning and understanding of an organization's business strategy or business plan and their implementation, auditing, accounting and financial reporting, interpretation of a listed company's financial data, information technology and security, human resources and remuneration issues, as well as risk management issues (identifying, assessing, monitoring, controlling and mitigating the main types of risks that arise an organisation), regulatory compliance and internal control and understanding of the regulatory and regulatory framework and requirements of capital markets.
- ix) In addition, they are persons who have the variety of opinions, knowledge, judgment and experience required for the proper performance of their duties and for the maintenance of a balanced concentration of qualifications within the Board of Directors and meet the corporate objectives.
- x) the need to maintain diversity in the Board of Directors, including adequate gender representation of at least 25% and further development of the diversity of skills held at Board level, in order to form a diverse group of members, through the pooling of a wide range of qualifications and skills and the matching of new faces, candidates and former directors.

and having verified the fulfilment of the conditions and eligibility criteria provided by the Suitability Policy for the Members of the Board of Directors adopted by the Company and the provisions of article 46 of Law 4514/2018 "Markets in financial instruments and other provisions" regarding the requirements concerning the management body of the market operator (Article 45 of Directive 2014/65/EU - MiFID II) and the ESMA71-99-598 EBA/GL/2017/12/21.3.2018 guidelines, and, in addition, ascertained that, in relation to the persons proposed to be elected as independent members of the Board of Directors, the criteria and guarantees of independence of article 9 of Law 4706/2020 are met, as well as that there are no impediments or incompatibilities in relation to their person, including the Greek Corporate Governance Code applied by the Company and the Company's Operating Regulations.

Furthermore, with regard to the collective suitability of the Board of Directors, the Board of Directors ascertained that the new Board of Directors, with its proposed composition, will be suitable for the exercise of its duties and responsibilities and will contribute to the effective corporate governance of the Company and balanced decision-making, reflecting the guarantees of ethics, reputation, adequacy of knowledge, the skills, independence of judgment and experience to perform its role for the benefit of the Company and its Shareholders.

The candidate members of the Company's Board of Directors will collectively be able to make appropriate and informed decisions, taking into account the opportunities but also the various risks and parameters that accompany a business decision, such as the business environment and the prospects of operating in international markets, the risk appetite, the medium-long term growth strategy, the developments in the industry and the markets in which the Company operates. Company, issues related to environmental protection and sustainable development, etc.

Following the above, the Board of Directors, taking into account the provisions of Law 4706/2020 and in general the regulatory framework in force, including Laws 4548/2018 and 4514/2018, proposes to the General Assembly the

election of a new nine-member Board of Directors and the appointment of the independent, within the meaning of article 9 par. 1 and 2 of Law 4706/2020, as in force, non-executive members of the Board of Directors of the Company as follows (in Greek alphabetical order):

1. Georgios Doukidis, nominated as independent non-executive member (re-election)
2. Polyxeni (Xenia) Kazoli, nominated as independent non-executive member (re-election)
3. Ioannis Kontopoulos, Chief Executive Officer (re-election)
4. Manuela Bassi (new election)
5. Camille Beudin (new election)
6. Sébastien d'Herbes (new election)
7. Nicholaos Krenteras, nominated as independent non-executive member (re-election)
8. Giorgio Modica (new election)
9. Emilie Rieupeyroux (new election)

The new Board of Directors will be elected for a three-year term, which is extended, in accordance with the provisions of article 85 par. 1 sub. c' of Law 4548/2018 and par. 2 of article 8 of the Company's Articles of Association until the Annual General Meeting of the Company's shareholders, which will be convened after the end of its term.

The new Board of Directors, after its election, will be formed into a Body and will elect its executive and non-executive Members in accordance with the provisions of the Law and the Articles of Association.

The justification of the proposal of the Board of Directors of the Company to the General Meeting of the Shareholders of the Company in accordance with article 18 par. 1 of Law 4706/2020, regarding the determination of the fulfilment of the suitability criteria in accordance with the Company's Suitability Policy and the independence conditions set out in article 9 par. 1 and 2 of Law 4706/2020 and the CVs of the candidate members proposed by the Board of Directors are available on the website of the Company (<https://www.athexgroup.gr/en/more-options/investor-relations/general-meetings>).

## **ITEM #2: Determination of the type of the Audit Committee, the term of office, the number and the capacities of its Members (article 44, par. 1b of Law 4449/2017, as in force)**

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**Required quorum:** 1/5 of the share capital

**Majority:** 50% + 1 of the votes represented

---

The Board of Directors proposes to the General Meeting in accordance with article 44, par. 1b., of Law 4449/2017, as in force, the following regarding the type, term of office, number and capacities of the Members of the Audit Committee:

1. The Audit Committee will be a committee of the Board of Directors consisting of Members of the Board of Directors
2. The Audit Committee will be composed of three (3) non-executive members, the majority of whom will be independent.
3. The term of office of the members of the Committee who will be appointed by the Board of Directors in accordance with article 44, par. 1c., of Law 4449/2017, as in force, will follow their term as members of the Board of Directors, extended, until the Annual General Meeting of the Company's shareholders, which will be convened after the end of its term, in accordance with the provisions of article 85 par. 1 sub. c' of Law 4548/2018 and par. 2 of article 8 of the Company's Articles of Association.

4. The members of the Committee will be appointed by the Board of Directors in accordance with article 44, par. 1c, of Law 4449/2017, as in force, by its members who will have sufficient knowledge in the field in which the Company operates and will meet the criteria of article 44, of Law 4449/2017, as in force.
5. Following the appointment of the members of the Committee by the Board of Directors, the Committee will form as a Corporate Body and appoint its Chairperson.

**ITEM #3: Granting permission, under article 98 par.1 of Law 4548/2018, to members of the Board of Directors of the Company as well as to executives of the Company to participate in the Boards of Directors or in the Management of the subsidiaries and the companies associated with the Company**

---

**Required quorum:** 1/5 of the share capital

**Majority:** 50% + 1 of the votes represented

---

The Board of Directors proposes that the General Meeting grant permission, in accordance with article 98 of Law 4548/2018, to members of the Board of Directors of the Company and to executives of the Company, in order to participate in any capacity in the Boards of Directors or in the management of the companies of the Group and of associated (under the meaning of article 32 of Law 4308/2014) companies, in order to coordinate work at the Group level. Granting such permission is usual practice in groups of companies.

### 3. Document for participating remotely at the voting taking place before the General Meeting (mail vote document)

#### DOCUMENT

For voting remotely on the items of the Agenda taking place before the  
Extraordinary General Meeting of shareholders of  
“HELLENIC EXCHANGES-ATHENS STOCK EXCHANGE S.A.” (EXAE) on December 22, 2025

I, the undersigned shareholder / legal representative of the legal person that is an EXAE shareholder:

**Name**

**Address / Headquarters**

**ID / GEMI No / former CoRegisterNumber**

**Number of shares for participation at the GM**

*(if no number of shares is filled-in, the proxy will be valid for the total number of shares registered in the Investor Account on the record date)*

**DSS Account** (Investor Account)

**Securities Account:**

**Full name of legal representative (s), signing the present document**

*(to be filled in only by legal entities)*

**Email**

**Mobile telephone number**

With the present document I am notifying you of my vote / of the vote of the shareholder that I represent<sup>1</sup> on the items of the Annual General Meeting of shareholders of the Company on Monday, December 22, 2025, at 18.00, as follows:

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

<sup>1</sup> Please mark the appropriate box with a '✓'.

Item		Only for NO	ABSTAIN
1 <sup>st</sup>	Election of a new Board of Directors and appointment of its independent members	<input type="checkbox"/>	<input type="checkbox"/>
	1. Georgios Doukidis, nominated as independent non-executive member (re-election)	<input type="checkbox"/>	<input type="checkbox"/>
	2. Polyxeni (Xenia) Kazoli, nominated as independent non-executive member (re-election)	<input type="checkbox"/>	<input type="checkbox"/>
	3. Ioannis Kontopoulos, Chief Executive Officer (re-election)	<input type="checkbox"/>	<input type="checkbox"/>
	4. Manuela Bassi (new election)	<input type="checkbox"/>	<input type="checkbox"/>
	5. Camille Beudin (new election)	<input type="checkbox"/>	<input type="checkbox"/>
	6. Sébastien d'Herbes (new election)	<input type="checkbox"/>	<input type="checkbox"/>
	7. Nicholaos Krenteras, nominated as independent non-executive member (re-election)	<input type="checkbox"/>	<input type="checkbox"/>
	1. Giorgio Modica (new election)	<input type="checkbox"/>	<input type="checkbox"/>
	2. Emilie Rieupeyroux (new election)	<input type="checkbox"/>	<input type="checkbox"/>
<b>Note:</b>			
<ul style="list-style-type: none"> <li>– If you approve the persons above, submit this ballot as is</li> <li>– For the person(s) that you do not vote for, market the corresponding column on the right "Only for NO" or "ABSTAIN" respectively</li> </ul>			
2 <sup>nd</sup>	Approval of the allocation of the earnings for fiscal year 01.01.2024 – 31.12.2024 and the distribution of dividend.	<input type="checkbox"/>	<input type="checkbox"/>
3 <sup>rd</sup>	Granting permission, under article 98 par.1 of Law 4548/2018, to members of the Board of Directors of the Company as well as to executives of the Company to participate in the Boards of Directors or in the Management of the subsidiaries and the companies associated with the Company.	<input type="checkbox"/>	<input type="checkbox"/>

**Notes:**

- The original of this document must be sent to the Investor Relations Department of the Company at: 110 Athinon Ave, 10442 Athens Greece, or by email at [investor-relations@athexgroup.gr](mailto:investor-relations@athexgroup.gr), at least twenty-four (24) hours before the date of the General Meeting (i.e. by 18.00 on 21.12.2025 at the latest).
- If the present mail vote is transmitted by a proxy or shareholder representative, the appointment of the representative must be made at least forty-eight (48) hours before the date of the General Meeting, i.e. by 18.00 on 20.12.2025 at the latest. Following that date, it will not be possible to participate by proxy at the vote that will take place before the General Meeting.
- The present mail vote may be revoked the same way it was submitted provided that the shareholder or the shareholder representative participates in person by teleconference at the Annual General Meeting and revokes it at least one (1) hour before the start of the General Meeting (i.e. by 22.12.2025 at 17.00 at the latest).

(Place) ..... (Date) ..... 2025

Signature

(Full name)/ (Name) or Stamp

#### 4. Proxy document for appointing a representative to participate remotely by teleconference

##### DOCUMENT

For participating remotely by teleconference at the Extraordinary General Meeting of shareholders of

“HELLENIC EXCHANGES-ATHENS STOCK EXCHANGE S.A.” (EXAE) on December 22, 2025 or at any Repeat, following a recess or postponement etc. meeting

I the undersigned shareholder / legal representative of the legal person that is an EXAE shareholder:

**Name**

**Address / Headquarters**

**ID / GEMI No / former Co Register Number**

**Number of shares for participation at the GM**

*(if no number of shares is filled-in, the proxy will be valid for the total number of shares registered in the Investor Account on the record date)*

**DSS Account (Investor Account)**

**Securities Account:**

**Full name of legal representative (s), signing the present document**

*(to be filled in only by legal entities)*

Authorize with the present

☐

**Mr. Ioannis Kontopoulos, Chief Executive Officer**, resident of Athens (110 Athinon Ave),

**Note:** The abovementioned person is a member of the Board of Directors of the Company, and can be authorized to vote in accordance with your instructions. If you do not provide specific instructions, it will be assumed that he is authorized to vote “in favor (for)” all items of the Agenda.

or alternatively the following<sup>2,3</sup>

☐

**Email**

**Mobile telephone number**

**Note:** If you do not provide specific instructions to the proxy that you appoint, her/she may vote in his/her judgement

To whom I give the order, the authorization and the right, to represent me / the legal person<sup>4</sup> for the abovementioned number of shares or for the shares that I possess on the record date at the Extraordinary General Meeting of the Athens Stock Exchange which will be convened by teleconference on December 22, 2025 at 18:00, in order to take part in the discussion and to vote on the items of the agenda of the abovementioned Annual General Meeting, or at any other Repeat, or following a recess or postponement of the Meeting or on the postponement of the discussion on all or part of the items of the agenda as follows<sup>5</sup>:

<sup>2</sup> Please fill-in the name of one (1) proxy and mark the appropriate box with a '✓'.

<sup>3</sup> Any physical or legal entity can be appointed as a proxy.

<sup>4</sup> Please delete accordingly

<sup>5</sup> Please indicate your vote by marking with a '✓' one of the two following tables.



	FOR	AGAINST	ABSTAIN
FOR ALL ITEMS ON THE AGENDA	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Or:

**ITEMS OF THE AGENDA:**

Item	FOR	AGAINST	ABSTAIN
Election of a new Board of Directors and appointment of its independent members	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1. Georgios Doukidis, nominated as independent non-executive member (re-election)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Polyxeni (Xenia) Kazoli, nominated as independent non-executive member (re-election)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Ioannis Kontopoulos, Chief Executive Officer (re-election)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>1<sup>st</sup></b> 4. Manuela Bassi (new election)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Camille Beudin (new election)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Sébastien d'Herbes (new election)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Nikolaos Krenteras, nominated as independent non-executive member (re-election)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Giorgio Modica (new election)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Emilie Rieupeyroux (new election)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>2<sup>nd</sup></b> Determination of the type of the Audit Committee, the term of office, the number and the capacities of its Members (article 44, par. 1b of Law 4449/2017, as in force)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>3<sup>rd</sup></b> Granting permission, under article 98 par.1 of Law 4548/2018, to members of the Board of Directors of the Company as well as to executives of the Company to participate in the Boards of Directors or in the Management of the subsidiaries and the companies associated with the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

A revocation of the present document will be valid provided that I notify the Company in writing at least forty-eight (48) hours before the corresponding date of the General Meeting.

\_\_\_\_\_  
(Date - place)

\_\_\_\_\_  
(Signature - Full name)

Please send this document to the Investor Relations Department of the Company at: 110 Athinon Ave, 10442 Athens Greece, or by email at [investor-relations@athexgroup.gr](mailto:investor-relations@athexgroup.gr), at least forty-eight (48) hours before the date of the General Meeting, and the original to the Company:  
110 Athinon Ave, 10442 Athens - Greece, c/o Mr. Konstantinou, tel. +30 210/3366616

## 5. Proxy document for appointing a representative to vote before the General Meeting

### DOCUMENT

**For voting remotely on the items of the agenda which will take place before the  
Extraordinary General Meeting of shareholders of  
“HELLENIC EXCHANGES-ATHENS STOCK EXCHANGE S.A.” (EXAE) on December 22, 2025  
or at any Repeat, following a recess or postponement etc. meeting**

I the undersigned shareholder / legal representative of the legal person that is an EXAE shareholder:

**Name**

**Address / Headquarters**

**ID / GEMI No / former Co Register Number**

**Number of shares for participation at the GM**

*(if no number of shares is filled-in, the proxy will be valid for the total number of shares registered in the Investor Account on the record date)*

**DSS Account (Investor Account)**

**Securities Account:**

**Full name of legal representative (s), signing the present document**

*(to be filled in only by legal entities)*

Authorize with the present

☐

**Mr. Ioannis Kontopoulos, Chief Executive Officer**, resident of Athens (110 Athinon Ave),

***Note:*** The abovementioned person is a member of the Board of Directors of the Company, and can be authorized to vote in accordance with your instructions. If you do not provide specific instructions, it will be assumed that he is authorized to vote “in favor (for)” all items of the Agenda.

or alternatively the following<sup>6,7</sup>

☐

**Email**

**Mobile telephone number**

***Note:*** If you do not provide specific instructions to the proxy that you appoint, her/she may vote in his/her judgement

To whom I give the order, the authorization, and the right to represent me / the legal person<sup>8</sup> for the abovementioned number of shares or for the shares that I possess on the record date at the Annual General Meeting of the Athens Stock Exchange which will be convened by teleconference on December 22, 2025, at 18:00, **and to vote by 21.12.2025 at 18.00 the latest** on the items of the agenda of the abovementioned Annual General Meeting, or at any other Repeat, or following a recess or postponement of the Meeting or on the postponement of the discussion on all or part of the items of the agenda as follows<sup>9</sup>:

<sup>6</sup> Please fill-in the name of one (1) proxy and mark the appropriate box with a '✓'.

<sup>7</sup> Any physical or legal entity can be appointed as a proxy.

<sup>8</sup> Please delete accordingly

<sup>9</sup> Please indicate your vote by marking with a '✓' one of the two following tables.

	FOR	AGAINST	ABSTAIN
FOR ALL ITEMS ON THE AGENDA	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Or:

**ITEMS OF THE AGENDA:**

Item	FOR	AGAINST	ABSTAIN
Election of a new Board of Directors and appointment of its independent members	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1. Georgios Doukidis, nominated as independent non-executive member (re-election)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Polyxeni (Xenia) Kazoli, nominated as independent non-executive member (re-election)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Ioannis Kontopoulos, Chief Executive Officer (re-election)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>1<sup>st</sup></b> 4. Manuela Bassi (new election)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Camille Beudin (new election)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Sébastien d'Herbes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Nicholaos Krenteras, nominated as independent non-executive member (re-election)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Giorgio Modica (new election)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Emilie Rieupeyroux (new election)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>2<sup>nd</sup></b> Determination of the type of the Audit Committee, the term of office, the number and the capacities of its Members (article 44, par. 1b of Law 4449/2017, as in force)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>3<sup>rd</sup></b> Granting permission, under article 98 par.1 of Law 4548/2018, to members of the Board of Directors of the Company as well as to executives of the Company to participate in the Boards of Directors or in the Management of the subsidiaries and the companies associated with the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

A revocation of the present document will be valid provided that I notify the Company in writing at least forty-eight (48) hours before the corresponding date of the General Meeting.

\_\_\_\_\_  
(Date - place)

\_\_\_\_\_  
(Signature - Full name)

Please send this document to the Investor Relations Department of the Company at: 110 Athinon Ave, 10442 Athens Greece, or by email at [investor-relations@athexgroup.gr](mailto:investor-relations@athexgroup.gr), at least forty-eight (48) hours before the date of the General Meeting, and the original to the Company:  
110 Athinon Ave, 10442 Athens – Greece, c/o Mr. Konstantinou, tel. +30 210/3366616

## 6. Proxy document

### DOCUMENT

**For the participation at the Extraordinary General Meeting of  
“HELLENIC EXCHANGES-ATHENS STOCK EXCHANGE S.A.” (EXAE) on December 22, 2025  
or at any Repeat, following a recess or postponement etc. meeting**

I the undersigned shareholder / legal representative of the legal person that is an EXAE shareholder:

**Name**

**Address / Headquarters**

**ID / GEMI No / former Co Register Number**

**Number of shares for participation at the GM**

*(if no number of shares is filled-in, the proxy will be valid for the total number of shares registered in the Investor Account on the record date)*

**DSS Account** (Investor Account)

**Securities Account:**

**Full name of legal representative (s), signing the present document**

*(to be filled in only by legal entities)*

Authorize with the present

☐

**Mr. Ioannis Kontopoulos, Chief Executive Officer**, resident of Athens (110 Athinon Ave),

**Note:** The abovementioned person is a member of the Board of Directors of the Company and can be authorized to vote *in accordance with your instructions*. If you do *not* provide specific instructions, it will be assumed that he is authorized to vote *“in favor (for)”* all items of the Agenda.

or alternatively the following<sup>10, 11</sup>

☐
☐
☐

**Note:** If you do not provide specific instructions to the proxy that you appoint, her/she may vote in his/her judgement

To whom I give the order, the authorization and the right, acting jointly or each one separately<sup>12</sup> to represent me / the legal person<sup>13</sup> for the abovementioned number of shares or for the shares that I possess on the record date at the Extraordinary General Meeting of the Company which will be convened on December 22, 2025, in order to participate in the discussion and to vote on the items of the agenda of the abovementioned Annual General Meeting, or at any other Repeat, or following a recess or postponement of the Meeting or on the postponement of the discussion on all or part of the items of the agenda as follows<sup>14</sup>:

<sup>10</sup> Please fill-in the name of one (1) proxy and mark the appropriate box with a ‘V’.

<sup>11</sup> Any physical or legal entity can be appointed as a proxy.

<sup>12</sup> If you only want one way, please delete accordingly. If more than one proxies is appointed, who can (also) act separately, and more than one attends the General Meeting, the first one to attend excludes the rest

<sup>13</sup> Please delete accordingly

<sup>14</sup> Please indicate your vote by marking with a ‘V’ one of the two following tables.

	FOR	AGAINST	ABSTAIN
FOR ALL ITEMS ON THE AGENDA	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Or:

**ITEMS OF THE AGENDA:**

Item	FOR	AGAINST	ABSTAIN
Election of a new Board of Directors and appointment of its independent members	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1. Georgios Doukidis, nominated as independent non-executive member (re-election)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Polyxeni (Xenia) Kazoli, nominated as independent non-executive member (re-election)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Ioannis Kontopoulos, Chief Executive Officer (re-election)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>1<sup>st</sup></b> 4. Manuela Bassi (new election)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Camille Beudin (new election)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Sébastien d'Herbes (new election)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Nicholas Krenteras, nominated as independent non-executive member (re-election)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Giorgio Modica (new election)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Emilie Rieuepeyroux (new election)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>2<sup>nd</sup></b> Determination of the type of the Audit Committee, the term of office, the number and the capacities of its Members (article 44, par. 1b of Law 4449/2017, as in force)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>3<sup>rd</sup></b> Granting permission, under article 98 par.1 of Law 4548/2018, to members of the Board of Directors of the Company as well as to executives of the Company to participate in the Boards of Directors or in the Management of the subsidiaries and the companies associated with the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

A revocation of the present document will be valid provided that I notify the Company in writing at least forty-eight (48) hours before the corresponding date of the General Meeting.

\_\_\_\_\_  
(Date - place)

\_\_\_\_\_  
(Signature - Full name)

Please send this document to the Investor Relations Department of the Company at: 110 Athinon Ave, 10442 Athens Greece, or by email at [investor-relations@athexgroup.gr](mailto:investor-relations@athexgroup.gr), at least forty-eight (48) hours before the date of the General Meeting, and the original to the Company:  
110 Athinon Ave, 10442 Athens - Greece, c/o Mr. Konstantinou, tel. +30 210/3366616

**7. Ballot**



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

General Electronic Commercial Registry (GEMI) No 003719101000  
(former Companies Reg. No 45688/06/B/00/30)

**BALLOT**

**FOR THE ANNUAL GENERAL MEETING**

**OF DECEMBER 22, 2025**

Shareholder: .....

Number of shares: .....

**NOTES:**

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

Item		Only for NO	Abstain
1 <sup>st</sup>	Election of a new Board of Directors and appointment of its independent members	<input type="checkbox"/>	<input type="checkbox"/>
	1. Georgios Doukidis, nominated as independent non-executive member (re-election)	<input type="checkbox"/>	<input type="checkbox"/>
	2. Polyxeni (Xenia) Kazoli, nominated as independent non-executive member (re-election)	<input type="checkbox"/>	<input type="checkbox"/>
	3. Ioannis Kontopoulos, Chief Executive Officer (re-election)	<input type="checkbox"/>	<input type="checkbox"/>
	4. Manuela Bassi (new election)	<input type="checkbox"/>	<input type="checkbox"/>
	5. Camille Beudin (new election)	<input type="checkbox"/>	<input type="checkbox"/>
	6. Sébastien d'Herbes (new election)	<input type="checkbox"/>	<input type="checkbox"/>
	7. Nikolaos Krenteras, nominated as independent non-executive member (re-election)	<input type="checkbox"/>	<input type="checkbox"/>
	8. Giorgio Modica (new election)	<input type="checkbox"/>	<input type="checkbox"/>
	9. Emilie Rieupeyroux (new election)	<input type="checkbox"/>	<input type="checkbox"/>
<b>Note:</b> <ul style="list-style-type: none"> <li>– If you approve the persons above, submit this ballot as is</li> <li>– For the person(s) that you do not vote for, market the corresponding column on the right "Only for NO" or "ABSTAIN" respectively</li> </ul>			
2 <sup>nd</sup>	Determination of the type of the Audit Committee, the term of office, the number and the capacities of its Members (article 44, par. 1b of Law 4449/2017, as in force)	<input type="checkbox"/>	<input type="checkbox"/>
3 <sup>rd</sup>	Granting permission, under article 98 par.1 of Law 4548/2018, to members of the Board of Directors of the Company as well as to executives of the Company to participate in the Boards of Directors or in the Management of the subsidiaries and the companies associated with the Company.	<input type="checkbox"/>	<input type="checkbox"/>

## **8. Total number of shares and voting rights**

The total number of common registered shares of the Company "HELLENIC EXCHANGES-ATHENS STOCK EXCHANGE S.A." on December 1, 2025, is sixty million three hundred forty-eight thousand (60,348,000). Each common share has one vote.



## 9. DRAFT DECISIONS OF THE GENERAL MEETING

### ITEM #1: Election of a new Board of Directors and appointment of its independent members

On the first (1<sup>st</sup>) item of the Agenda, Shareholders present and voting, representing .....shares of the Company out of a total of ..... shares, by voting by ballot, approved the item and elected the following nine (9) members of the new Board of Directors of the Company and its independent non-executive members within the meaning of article 9 par. 1 and 2 of Law 4706/2020, as in force.

In particular, and according to the order proposed and indicated on the ballot, the nine (9) candidates received:

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

The term of office of the members of the Board of Directors is three years, extended, in accordance with the provisions of article 85 par. 1 sub. c' of Law 4548/2018 and par. 2 of article 8 of the Company's Articles of Association until the Annual General Meeting of the Company's shareholders, which will be convened after the end of their term of office.

Following the above, the Board of Directors will consist of the following Members:

1. Georgios Doukidis, independent non-executive member
2. Polyxeni (Xenia) Kazoli, independent non-executive member
3. Ioannis Kontopoulos, Chief Executive Officer
4. Camille Beudin
5. Manuela Bassi
6. Sebastien d'Herbes
7. Nicholaos Krenteras, independent non-executive member

8. Giorgio Modica
9. Emilie Rieupeyroux

**ITEM #2: Determination of the type of the Audit Committee, the term of office, the number and the capacities of its Members (article 44, par. 1b of Law 4449/2017, as in force)**

On the second (2<sup>nd</sup>) item of the Agenda, Shareholders present and voting, representing .....shares of the Company out of a total of ..... shareholders, approved by a majority (.....%) the recommendation of the Board of Directors and decided the following regarding the type, term, number and capacities of the Members of the Audit Committee of the Company:

1. The Audit Committee will be a committee of the Board of Directors consisting of Members of the Board of Directors
2. The Audit Committee will be composed of three (3) non-executive members, the majority of whom will be independent
3. The term of office of the members of the Committee who will be appointed by the Board of Directors in accordance with article 44, par. 1c., of Law 4449/2017, as in force, will follow their term as members of the Board of Directors, extended, until the Annual General Meeting of the Company's shareholders, which will be convened after the end of its term, in accordance with the provisions of article 85 par. 1 sub. c' of Law 4548/2018 and par. 2 of article 8 of the Company's Articles of Association.
4. The members of the Committee will be appointed by the Board of Directors in accordance with article 44, par. 1c, of Law 4449/2017, as in force, by its members who will have sufficient knowledge in the field in which the Company operates and will meet the criteria of article 44, of Law 4449/2017, as in force.
5. Following the appointment of the members of the Committee by the Board of Directors, the Committee will be formed into a body for the appointment of its Chairperson and will make the relevant announcements.

**ITEM #3: Granting permission, under article 98 par.1 of Law 4548/2018, to members of the Board of Directors of the Company as well as to executives of the Company to participate in the Boards of Directors or in the Management of the subsidiaries and the companies associated with the Company**

On the third (3<sup>rd</sup>) item of the Agenda, shareholders present and voting, representing ..... shares of the Company out of a total of .....shares, granted by majority (.....%) permission to members of the Board of Directors of the Company and to executives of the Company, to participate in Boards of Directors or as executives of the companies of the Group and of associated with it companies, under the meaning of article 32 of Law 4308/2014.

