

## **RESOLUTION No 19**

### **“Operational issues of the Rulebook Amendment Committee”**

*(Codified to include the decision dated 20.01.2026 of the Board of Directors.)*

**THE BOARD OF DIRECTORS  
OF THE HELLENIC CENTRAL SECURITIES DEPOSITORY S.A. (ATHEXCSD)**

(Meeting 22.02.2021)

Having regard to the following provisions:

- a) Article 2.6 of Part 2 of Section I and par. 4 of Article 1.2 of Part 1 of Section XIII and of the Rulebook of the Greek Central Securities Depository (hereinafter the "**Rulebook**"), and
- b) the need to set up a Rulebook Amendment Committee.<sup>1</sup>

#### **ISSUES THIS RESOLUTION AS FOLLOWS:**

##### **1. Committee Establishment<sup>2</sup>**

###### **1.1. General provisions**

1. This **resolution** (hereinafter the "**Resolution**") establishes a committee entitled "Rulebook Amendment Committee", which is entrusted with the powers provided for in Article 1.2 of Part 1 of Section XIII of the Rulebook.
2. This Resolution shall also set out all matters relating to the functioning of the Rulebook Amendment Committee (hereinafter the "**Committee**").

###### **1.2. Definitions**

1. The terms and definitions contained in the Resolution shall have the same meaning as prescribed in the Rulebook, unless otherwise explicitly specified.

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<sup>1</sup> *The preamble was amended as above by virtue of decision 384/20.01.2026 of the Board of Directors of ATHEXCSD with effect as of 28.01.2026.*

<sup>2</sup> *The article 1 was amended as above by virtue of decision 384/20.01.2026 of the Board of Directors of ATHEXCSD with effect as of 28.01.2026.*

**2. Committee Purpose and Competences<sup>3</sup>**

**2.1.** The Committee is established and has the exclusive competence to propose amendments to the text of the Rulebook to the ATHEXCSD Council, in accordance with its terms of operation **and the provisions of the Rulebook**.

**3. Composition of the Committee<sup>4</sup>**

**3.1.** The Committee shall have nine members and shall be composed of the persons set out in par. 2 of Article 1.2. of Part 1 of Section XIII of the Rulebook.

**3.2.** ATHEXCSD Council selects for the Committee the following persons:

- a) one (1) Member of the persons acting as heads of ATHEXCSD organizational units
- b) one (1) Member of the persons who are Members of the Council of the Market Infrastructure Manager associated with ATHEXCSD.
- c) one (1) Member of the persons who are Members of ATHEXCSD Council.

**3.3.** The other members of the Committee shall be proposed by the competent bodies as provided in par. 2 of Article 1.2. of Part 1 of Section XIII of the Rulebook. **ATHEXCSD addresses a written request with the competent bodies in order to propose individuals as members of the Committee, in the event of loss of the status of Committee member in accordance with Article 4 of the Decision.**

**3.4.** Members may be selected or nominated again without restriction.

**3.5.** The above persons must:

- i. Have sufficient knowledge and credibility.
- ii. Have the experience required in financial services.

**4. Term of office of the Rulebook Amendment Committee<sup>5</sup>**

**4.1.** The term of office of the Committee members is permanent.

**4.2.** In the event of the death, resignation, revocation or loss in any way of the status of a Committee member, such member shall be replaced by a new member appointed in accordance with the provisions set out above in Article 3. Until the competent bodies propose new Committee members following ATHEXCSD's request pursuant to Article 3.3 of the Decision, the Committee shall be duly constituted and shall operate lawfully without such members, provided that its remaining members are at least five (5).

**5. Convening the Rulebook Amendment Committee<sup>6</sup>**

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<sup>3</sup> The article 2 was amended as above by virtue of decision 384/20.01.2026 of the Board of Directors of ATHEXCSD with effect as of 28.01.2026.

<sup>4</sup> The article 3 was amended as above by virtue of decision 384/20.01.2026 of the Board of Directors of ATHEXCSD with effect as of 28.01.2026.

<sup>5</sup> The article 4 was amended as above by virtue of decision 384/20.01.2026 of the Board of Directors of ATHEXCSD with effect as of 28.01.2026.

<sup>6</sup> The article 5 was amended as above by virtue of decision 384/20.01.2026 of the Board of Directors of ATHEXCSD with effect as of 28.01.2026.

- 5.1. Subject to Article 6.3 of the Decision, the Committee shall meet at ATHEXCSD headquarters or via teleconference whenever there is a need for consultation between ATHEXCSD and the bodies represented in the Committee, due to the amendment of the Rulebook, in accordance with the formalities of par. 2 of Article 1.1. of Part 1 of Section XIII of the Rulebook.
- 5.2. The Committee is convened at the initiative of ATHEXCSD for the purposes of Article 5.1 of the Decision.
- 5.3. The Invitation must include the items on the agenda – otherwise decision-making is permitted only if all Committee members are present and no one objects to the decisions – and shall be sent to the members electronically by the secretary of the Committee two (2) days prior to the meeting. All accompanying/supporting documents relating to the items on the agenda shall be sent together with the Invitation. The preparation of the items on the agenda and the relevant recommendations shall be drawn up under the responsibility and diligence of the competent department/organizational unit of ATHEXCSD or the ATHEXGROUP.
- 5.4. In exceptional cases, or following prior notification of the members, the Invitation and its accompanying material may be sent to the members up to and including the same day of the meeting.

### 6. **Procedure for Meetings and Decision-Making<sup>7</sup>**

- 6.1. The Committee shall meet in quorum and meet validly when at least five (5) of its members attend. A member who is absent may be represented by another member on the basis of a written authorization to be transmitted to ATHEXCSD, even electronically, no later than the beginning of the relevant meeting. In the case of a meeting held via teleconference, the members participating therein shall be deemed to be physically present. Depending on agenda items, the relevant Executive Directors and executives of the ATHEXGROUP may attend the meetings, following approval by the Chair of the Committee as appointed from time to time, for the purpose of explaining/supporting the recommendations.
- 6.2. The Committee shall take decisions by an absolute majority of the members present or represented. Voting shall be open.
- 6.3. The preparation and signing of the minutes by all Committee members or their representatives shall be equivalent to a decision of the Committee, even if no meeting has been held. This provision shall also apply if all members or their

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<sup>7</sup> The article 6 was amended as above by virtue of decision 384/20.01.2026 of the Board of Directors of ATHEXCSD with effect as of 28.01.2026.

representatives agree to record their majority decision in minutes without a meeting. The relevant minutes shall be signed by all Committee members.

- 6.4.** For the adoption of a decision, in accordance with Article 6.3 of the Decision, the signatures of the members or their representatives may be replaced by the emails or messages exchanged by other electronic means. Furthermore, if the members have not expressed any objection to the matters submitted for approval by 5:00 p.m. (or any other time specified in the invitation or in the voting instructions) on the day set for the adoption of the decision, it shall be presumed that they have agreed. In such case, the relevant minutes shall be signed by the secretary of the Committee or another person designated by the members.
- 6.5.** Minutes of the Committee's discussions and resolutions of the Committee shall be recorded **in the Greek language**, under the responsibility of the secretary of the Committee, and such minutes shall record the members attending each meeting. An employee or a lawyer employed by ATHEXCSD **or the ATHEXGROUP** shall be designated as secretary. The minutes or copies thereof shall be signed by the Chair of the Committee **(if appointed for the meeting)** or by **its** secretary, **subject to Articles 6.3 and 6.4 herein**. The secretary shall maintain a file of the minutes, submitted materials, and any observations or opinions submitted by the members (unless a member does not wish to do so).
- 6.6.** If foreign members participate in the Committee, the meeting invitation, the briefing notes, and other accompanying documents shall also be prepared in the English language, as well as the minutes, with the Greek text prevailing over the English in case of doubt, while the meetings shall be conducted in English.
- 6.7.** Immediately after a decision is taken, the Committee shall notify in writing the Board of Directors of ATHEXCSD, by providing, via this resolution, its opinion on the consultation on amending the Rulebook, for which it is convened.
- 6.8.** The Board of Directors shall reserve the right to decide with a different judgment from the content of the Committee recommendation, without being bound by the content of that recommendation, or to decide without a relevant recommendation.

## 7. Obligations - duties<sup>8</sup>

- 7.1.** The main obligation of the members of the Committee shall be to propose the necessary amendments to the Rulebook, taking into account the current legislation and the operations of ATHEXCSD.

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<sup>8</sup> *The article 7 was amended as above by virtue of decision 384/20.01.2026 of the Board of Directors of ATHEXCSD with effect as of 28.01.2026.*

- 7.2.** To meet this objective, the Committee members shall be required, while exercising their duties, to act objectively and impartially.
- 7.3.** The members of the Committee shall be bound by an obligation of confidentiality as regards the data and information which has come to their knowledge by virtue of their membership.

### **8. Entry into force**

- 8.1.** This resolution shall be made public via the website [www.athexgroup.gr](http://www.athexgroup.gr). This shall become effective from its publication, namely from 12.04.2021.
- 8.2.** The publication hereof shall be subject to the formalities set out in Article 2.6 of Part 2 of Section I of the Rulebook.