HELLENIC EXCHANGES-ATHENS STOCK EXCHANGE S.A. (ATHEX)

ANNUAL FINANCIAL REPORT

For the period from January 1st 2014 to December 31st 2014

In accordance with the International Financial Reporting Standards

ATHENS EXCHANGE GROUP

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The 2014 Annual Financial Report was prepared in accordance with article 4 of Law 3556/2007, has been approved by the BoD of Hellenic Exchanges-Athens Stock Exchange S.A. (ATHEX) on March 16th 2015, and has been posted on the internet www.athexgroup.gr

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1. DECLARATIONS BY MEMBERS OF THE BOARD OF DIRECTORS

(in accordance with article 4 §2 of Law 3556/2007)

WE DECLARE THAT

1. to the best of our knowledge, the attached annual Financial Statements of the Group and the Company, which have been prepared in accordance with the international accounting standards in effect, reflect in a true manner the assets, liabilities and equity on 31.12.2014 and the results for fiscal year 2014 of HELLENIC EXCHANGES-ATHENS STOCK EXCHANGE S.A. (ATHEX), as well as of the companies that are included in the consolidation taken as a whole.

2. to the best of our knowledge, the attached report of the Board of Directors for the fiscal year 2014 reports in a truthful manner the performance and position of HELLENIC EXCHANGES-ATHENS STOCK EXCHANGE S.A. (ATHEX), as well as of the companies that are included in the consolidation taken as a whole, including a description of the main risks and uncertainties that they face.

3. been approved by the Board of Directors of HELLENIC EXCHANGES-ATHENS STOCK EXCHANGE S.A. (ATHEX) on 16.3.2015 and have been published by being uploaded on the internet, at www.athexgroup.gr

Athens, March 16th 2015

THE CHAIRMAN OF THE BoD	THE CHIEF EXECUTIVE OFFICER	THE MEMBER of the BoD
IAKOVOS GEORGANAS	**SOCRATES LAZARIDIS**	**NIKOLAOS MYLONAS**
ID: X-066165	**ID: AK-218278**	**ID: AK-088810**

2. MANAGEMENT REPORT OF THE BOARD OF DIRECTORS OF HELLENIC EXCHANGES-ATHENS STOCK EXCHANGE S.A. HOLDING FOR THE FISCAL YEAR FROM JANUARY 1ST 2014 TO DECEMBER 31ST 2014 (in accordance with article 4 of Law 3556/2007)

The Board of Directors of **HELLENIC EXCHANGES-ATHENS STOCK EXCHANGE SOCIETE ANONYME HOLDING** (Athens Exchange or the Company) publishes its report on the separate and consolidated Financial Statements for the period that ended on 31.12.2014, in accordance with article 136 of Codified Law 2190/1920 and articles 4 & 5 of Law 3556/2007.

The annual separate and consolidated financial statements have been prepared in accordance with the International Financial Reporting Standards.

The Greek capital market

The General Index (GI) on 31.12.2014 closed at 826.2 points, a drop of 29% compared to the 1,162.7 points at the beginning of 2014, while the market capitalization of ATHEX dropped by 20% (€13.6bn) to €53.0bn. In 2014 the exchange showed two faces. In the first half the trend was upward, with significant capital inflows, while the second half was negative, due to the political developments and the increase in political risk. The GI went from 1379 points in the middle of March to 826.2 points on 31.12.2014, while the 29% drop that was recorded was the third worst in 2014. The increase in volatility and the frequent changes between ups and downs were present throughout most of the year, with the second worst performance of all time for the GI being posted on 9.12.2014 when the index lost 12.78%. The negative performance of the banks was even worse. The market capitalization of the banks dropped from €33bn in March 2014 to €19bn on 31.12.2014, a loss of €14bn.

The total value of transactions (€31.5bn) increased significantly by 48% compared to 2013 (€21.3bn). The average daily traded value was €127.1m vs. €86.6m in 2013, increased by 47%.

In 2014 international investors increased their participation in the total capitalization of the Greek market significantly, to 61.5% on 31.12.2014 from 49.6% on 31.12.2013 (excluding the participation of the Hellenic Financial Stability Fund – HFSF). If the participation of the HFSF is included, the participation becomes 45.9% from 31% on 31.12.2013.

In the derivatives market, the drop in share prices in the second half together with the fee reductions of the Group in effect since the beginning of 2014 resulted in a small (2%) increase in the revenue of the Group, despite the significant increase in the traded volume. In particular, the average daily traded number of contracts (48.7 thousand) increased by 17% compared to 2013 (31.6 thousand). The average revenue per contract in the derivatives market dropped by 12% (from €0.406 to €0.357).

Business Development

Organized market

New listing

In July 2014, EL. TECH ANEMOS listed its shares for trading in the Main Market of the Athens Exchange through an IPO, raising €35.134m. The company and its subsidiaries are active in the planning, construction and operating electricity generating plants from Renewable Energy Sources (RES), with a main emphasis on wind-generated energy.

Corporate actions – Share capital increases

During the first half of 20124 the rights issues of the four systemic banks (ALPHA BANK, NATIONAL BANK OF GREECE, PIRAEUS BANK and EUROBANK ERGASIAS) were completed in order to further strengthen their capital base. The total capital raised was €8.314bn out of which €7.852bn were covered by offers from abroad and €0.46bn covered by offers in Greece. It should be noted that the rights issue by EUROBANK ERGASIAS, in the amount of €2.864bn was one of the largest in the world in 2014 and is the largest rights issue in Greece since 2005.

In December 2014, the restart of trading and the listing of the new shares of the Bank of Cyprus, that were issued during the time that the company was suspended, took place, as part of the strengthening of its capital base. In particular, the following listings took place:

- Shares that were issued from the application of decrees on the recapitalization of the bank through own means (bail-in), i.e. the shares that were provided to the holders of subordinate securities and the owners of uninsured deposits; and
- Shares that were issued by the capital increase of the Bank, in cash, in the amount of €1bn, in an open tender.

In addition, six listed companies (KEKROPS, LAMDA DEVELOPMENT, MINOAN LINES, KATHIMERINI, ILIDA and GRIVALIA PROPERTIES) raised capital through existing shareholders in the amount of €386.853, and two listed companies (ATHINA and GEK TERNA) raised capital with existing shareholders waiving their preemption rights, raising a total of €54.849m. In particular, the rights issue by ATHINA was to capitalize obligations towards J&P AVAX, and the rights issue by GEK TERNA was in favor of the strategic investor York Global Finance Offshore BDH (Luxembourg) S.a.r.l.

In addition, three listed companies (UNIBIOS, LAMDA DEVELOPMENT and COCA-COLA HBC AG) raised approximately €18m through stock options.

Finally, MARFIN INVESTMENT GROUP listed new bonds from a convertible bond loan valued at €251.836m.

Dual listing

In February 2014 VIOHALCO SA/NV listed its shares (dual listing) in the Main Market of Athens Exchange.

Other significant corporate actions

ATTICA BANK listed new shares, which resulted from the conversion of a non-listed convertible bond in the amount of €199.407m; MARFIN INVESTMENT GROUP S.A. HOLDING listed new shares which resulted from the conversion of bonds in the amount of €90.179m.

Lastly, two mergers two place:

- PIRAEUS BANK merged with GENERAL BANK OF GREECE, and
- ELVAL merged with the listed company ETEM

Alternative Market

The Athens Exchange, aiming to further improve the Alternative Market (EN.A) for the listing of stocks and corporate bonds, and expand in order to cover the needs of newly formed companies, widened the scope of the market.

The new structure of the Alternative Market now includes the following trading categories for stocks and bonds:

- EN.A. PLUS where the shares of the existing 14 companies of the MTF will be traded. This category is for companies with a track record and business activity of at least two years.
- EN.A. STEP for developing companies that apply innovative and/ or technologically advanced business ideas, as well as for companies that are in the initial stages of their investment activity.
- EN.A. FIXED INCOME where bonds of any kind, by Greek or foreign issuers, can trade, independent of the issuing law governing them.

The Alternative Market for stocks and bonds was complemented with a new mechanism for raising capital through ATHEX Members, the Electronic Book Building (EBB); the EBB which allows new and developing companies to raise capital.

Bonds

In 2014 the ATHEX Group took initiatives to re-launch the bond market, which can be traded in the Main or the Alternative Markets. As part of this framework, the exchange offers to bond issuers a number of integrated services:

- For listing in the organized market or being included for trading in the Alternative Market (listing – trading – clearing – settlement – registration) or
- For registration in the dematerialized electronic records of ATHEXCSD

The provision of the abovementioned services is possible to both Greek as well as international issuers, and under any law (e.g. English law), always in accordance with the provisions of European Directives and Regulations (e.g. Prospectus Directive)

Listed funds

Following the completion of the necessary legal and regulatory adjustments in order to develop the listed fund market, the Athens Exchange now possesses a number of competitive tools (CMFs, CICs, PICs and REITs) for raising capital through the market, channeling it to smaller listed and non-listed companies, as well as in the real estate market.

In particular, the main characteristics of the listed funds are the following:

Fund	Description
Real Estate Investment Company (REIT)	Fund investment exclusively in real estate, as well as in options, shares or units of real estate Mandatory listing in the Organized Market (Main Market) Operates in a favorable tax environment
Portfolio Investment Company (PIC)	Fund for investing mainly in listed companies, as well as non-listed Mandatory listing in the Organized Market (Main Market) Operates in a favorable tax environment
Closed-end Investment Companies (CIC)	Fund for investing mainly in listed companies, as well as non-listed Mandatory listing in ATHEX, with the option of the Organized Market or the MTF (Main Market or EN.A.) Operates in a favorable tax environment
Closed-end Mutual Funds (CMF)	A group of assets, unincorporated, managed by professional mutual fund administrators, investing mainly in non-listed, as well as listed companies. Listing in an Organized Market or the Athens Exchange MTF (Main Market or EN.A) is allowed Is tax transparent, and investors are tax on their income in accordance with the tax rates in effect

Restructuring the Derivatives Market

Given the need to restructure and modernize the market, in conjunction with the need to adapt to the new EMIR Regulation, the Athens Exchange Group begun in 2013 the design of a number of changes, with the most important being as follows:

1. Upgrade the cash trading system (OASIS) in order to include trading in the derivatives market
2. Upgrade the clearing and risk management system in order to support the corresponding functions of the derivatives market, while at the same time satisfying the relevant demands of the EMIR Regulation
3. Redesign the securities borrowing model by increasing the number of participants
4. Create a common API for trading all ATHEX products
5. Upgrade the existing DSS API in order to support operations related to derivatives clearing
6. Create a common data feed protocol for the receipt of data for all ATHEX products

The implementation of the abovementioned changes, as well as the necessary steps of informing and supporting all market participants were successfully concluded on the 1st of December 2014.

SIBEX

The ATHEX Group, consistent in its effort to expand cooperation among exchanges as part of the creation of a wider regional cooperation network, signed at the beginning of 2014 a contract of cooperation with the Romanian Derivatives Exchange (SIBEX), which in summary form consists of:

- Hosting of the SIBEX cash and derivatives markets and their members on the OASIS trading system and provision of the relevant operation and support services.
- Providing clearing services as central counterparty by the Clearing House ATHEXClear for derivatives trades that take place in the Derivatives Market of the Exchange in question.

This cooperation is in effect since December 22nd 2014, since as of that date the SIBEX Derivatives Market and its products are hosted on the ATHEX trading system, whose clearing is performed by ATHEXClear, in which, as of 17.12.2014 eight (8) new clearing members, which are trading members in the SIBEX markets, participate for the first time.

XNET services network

The XNET network, through which the Group provides to investment firms and banks:

- The ability to carry out transactions in real time through the use of its main infrastructure
- supporting it with the relevant data feed
- While offering at the same time modern custody services with the reliability and infrastructure that it possesses

In approximately 4.000 traded securities (mainly stocks and Exchange Traded Funds (ETFs)), covering all developed markets both in America (USA) as well as in Europe (England (LSE & IOB), Belgium, France, Germany, Denmark, Switzerland, Ireland, Italy, Spain, Norway, Netherlands, Portugal, Sweden, Finland).

The abovementioned services are already being enjoyed by:

- twenty (20) intermediary companies (participating in trading), with a further eight (8) being at the activation phase; and
- more than 70 custodians

In 2014, the traded value on foreign stocks in the participating markets, posted a 38% increase (compared to 2013) for the second straight year. A similar increase of approximately 23% was observed in the values of the portfolios under management in foreign securities.

The rate of increase of transactions, participants, and securities under custody are the most important indications of reliability and effectiveness for the services of XNET network that are being provided.

It is expected that in the immediate future, as competition intensifies, especially from foreign trading platforms, the economies of scale that the XNET Network offers to its members, as well as the realization that the services provided by Group are reliable and effective, new members will be attracted to the Network, drawn by the possibility of providing competitive solutions to investors.

Emission allowance auctions

On 12.10.2012 the Ministry of the Environment and the Athens Exchange signed a contract Assuming the Function of Auctioneer under article 22(1) of the Regulation (EU), based on which the Ministry assigned to the Group the duties of national Auctioneer of European Union Allowances in accordance with the abovementioned Regulation.

The contract had an initial duration until 12.10.2014 and expired as the Ministry of the Environment did not request an extension.

As part of the abovementioned agreement, in 2014 and up until the expiration of the contract, all (117) planned auctions for 18,173,000 EUAs and 92,000 EUAAs were carried out, bringing in approximately €105m in revenue to the Greek state.

Upgrading Surveillance functions – New surveillance system

With a view towards technologically upgrading the Surveillance of ATHEX markets, and in order to achieve the immediate adjustment to the rapidly changing European regulatory environment, the Group procured a new Surveillance system, in order to further develop both reactive as well as proactive surveillance), with combinational surveillance tools in real time, that fulfill the needs that arise in today's regulatory environment, thus substantially upgrading the potential to monitor and Supervise the ATHEX markets.

The implementation process of the acquisition in question, which practically signified the adaptation and installation of the software and trading of ATHEX staff, begun in the fall of 2014 and is expected to be completed in 2015, when the official acceptance and use will take place.

AξIAlei Service

The Company, through the AξIAlei service provides to legal entities that have the obligation (members and their clients) the option to obtain a LEI code through the assisted registration process. The London Stock Exchange (LSE) issues LEI codes through the Unavista platform.

The Legal Entity Identifier (LEI) is a 20 digit alphanumeric code that connects the main reference data and allows the clear and unique identification of legal persons that participate in capital markets.

T+2 settlement cycle

On Monday October 6th 2014, the settlement of transactions cycle for all listed securities traded in the Organized cash market and the Alternative Market, moved to T+2 (completion of settlement within two working days following the trade). The change in the settlement cycle was an adjustment to the new European Regulation for Central Depositories (Central Securities Depository Regulation – CSDR), which among other has as its aim to harmonize settlement cycles across the European Union.

T2S – Bank of Greece (BOG)

The Bank of Greece has decided to transition the Depository (BOGS) of the Bond Market (IDAT) to the T2S environment starting in June 2015. ATHEXCSD, as a BOGS entity has a similar adjustment project in effect since 2014 due to the requirement of BOGS participation in T2S.

Disaster Recovery (DR) Site –Business Continuity certification (ISO22301)

From 22.5.2014 to 3.6.2014 the Group completed the certification of the DR site in accordance with the Business Continuity Standard ISO22301:2012. The audit and the certification were carried out by Lloyd's and the Lloyd's Register Quality Assurance (LRQA) Department.

The Athens Exchange Group achieved the abovementioned Business Continuity Certification for all of its companies and for all business activities and products and services provided.

The abovementioned certification is expected to facilitate to a large extend the plans to further promote all products and services of the Group.

Colocation and third party service hosting

The Group, as part of the provision of colocation services to third parties, has expanded its activities and provides, besides space in its data centers, colocation services and administration & operation of third party installations. Total revenue from this activity in 2014 amounted to €324 thousand which is expected to increase significantly in 2015. The expected increase is due to proposals for implementation regarding the provision of hosting services to third parties that have been made and are expected to be finalized in the 1st quarter of 2015.

OASIS 4.0 & DSS 3.0

The Group organized the OASIS v4.0 and DSS v3.0 projects; the project consisted of the installation and operation of the new infrastructure and the scheduling of a number of tests with the participation of all subsystems and departments of the Group in the production systems. It should be noted that this is the first time that mock trading sessions took place, safely, using the production system in all systems and departments of the Group.

Hellenic Corporate Governance Council (HCGC)

The Hellenic Corporate Governance Council expanded its international network in 2014 by participating in Committees of the International Finance Corporation - World Bank Group (IFC). It closely cooperated with the Permanent Representation of Greece and other European institutions in Brussels to process matters of competence during the Greek Presidency of the European Union Council. In addition, it is a member of the Committee of the Ministry of Development to review corporate law (Law 2190).

In addition, under the Auspices of the Greek Presidency, and in cooperation with the Hellenic Capital Market Commission and the support of the Athens Exchange, HCGC organized the 14th European Corporate Governance Conference and Experts Roundtable on March 27th and 28th 2014, as is customary for countries that assume the Presidency of the Council of the European Union. The Conference was organized in Greece for the first time and attracted significant interest, especially by European participants. In addition, and at the same time as the Conference, HCGC organized for the first time in Athens the meeting of the members of the European Corporate Governance Codes Network (ECGCN).

In July 2014 HCGC was tasked with evaluating the corporate governance of certain listed and non-listed companies by using the monitoring and evaluating system for the implementation of the Code. The project consisted of the drafting of a study for the evaluation of the corporate governance rules and processes, including the operation of the Board of Directors of the companies.

HCGC established a work group for the purpose of drafting a Good Corporate Practices Code for non-listed companies; this group now consists of representatives of non-listed companies, entities and specialists that have experience in the management and operation of non-listed companies - large, small and mid-sized.

Together with the Athens Exchange, and in cooperation with the Ministry of Development, they raised Greece from 157th place to 62nd place in the Protecting Investors index of the World Bank’s DOING BUSINESS in 2015.

It should be noted that ISS, the international proxy advisor firm, who advises institutional investors on how to vote in General Meetings, adjusted in 2013 its policies for Greece based on the Hellenic Corporate Governance Code and is now monitoring the presence of independent members in the BoDs.

Comment on the results

Revenue

Turnover in 2014 amounted to €47.3m vs. €81.5m in 2013, posting a 41.9% reduction.

Despite the fact that trading activity is almost double what it was in 2013, turnover is significantly reduced due to the large rights issues of the banks and the public offers that took place in 2013. In particular, the reduction is due to:

1. The fees from the rights issues, mainly of the banks, which amounted to €29.3m in 2013; with these rights issues the recapitalization of the Greek banks was completed, a very important process for the Greek banking system and the Greek economy, in accordance with the provisions of Law 3684/2010 and the acts of the council of ministers 38/9.11.2012 and 6/5.6.2013. Thus the core tier capital of the banks increased, in order to fulfill the

terms and conditions set by international and European law, in order for them to be viable as financial institutions and in order to have capital adequacy against unexpected losses.

2. The significant in value public offers that took place last year by COCA-COLA 3E and NBG, with resulting in total revenue of the Group of €12.0m.

The deviations in the most significant by size revenue categories compared to 2013 are:

1. Revenue from exchange services amounted to €6.9m vs. €34.6m in 2013, reduced by 80% (€27.7m). The reduction is due to the fees from the rights issues for the recapitalization of the banks, which amounted to €29.3m.
2. Revenue from settlement on a consolidated basis amounted to €2.0m vs. €14.1m in 2013, reduced significantly by 86% (€12.1m) due to the public offers of COCA-COLA 3E - €10.8m and NBG for EUROBANK - €1.2m in 2013.
3. Revenue from trade clearing in the cash market amounted to €17.6m vs. €13.6m in 2013, a 29% increase (€4m). This increase is due to the increase in the average daily traded value in 2014 by 47% (€127.1m vs. €86.6m). The average daily traded volume (number of shares) in 2014 amounted to 95.2m, posting a significant 78% increase over 2013 (53.6m shares).
4. Revenue from depository services amounted to €3.8m vs. in 2014, reduced by 18% compared to 2013.
5. Revenue from trading amounted to €9.3m vs. €6.7m in 2013, a €2.6m (39%) increase. This increase is due to the increase in the average daily traded value in 2014 by 47% (€127.1m vs. €86.6m). The average daily traded volume (number of shares) in 2014 amounted to 95.2m, posting a significant 78% increase over 2013 (53.6m shares).

The total turnover of the Group in 2014, after subtracting the Hellenic Capital Market Commission fee, amounted to €45.1m vs. €79.9m in the corresponding period last year, reduced by 43%.

Expenses

The reduction in the operating expenses of the Group continued for the tenth straight year in 2014. In particular, the total operating expenses of the Group in 2014 amounted to €16.9m vs. €17.1m in 2013, reduced by 1% (€118 thousand).

The number of employees of the Group on December 31st 2014 was 236 persons, increased by 7 from the 229 persons at the end of 2013.

The expense category that most significantly contributes to the reduction in expenses is personnel remuneration and expenses which dropped by 3.6% (€370 thousand).

Non-recurring expenses in 2013 include provisions in the amount of €0.6m for bad debts and other risk like in 2013.

With the inclusion of the abovementioned provisions, total operating expenses including new activities amounted to €19.4m vs. €19.4m in 2013, remaining flat.

Profitability

In 2014, the Earnings Before Interest and Taxes (EBIT) of the Group amounted to €24.0m versus €59.1m in 20123, reduced by 59.4%.

Including financial income, the consolidated Earnings Before Taxes (EBT) of the Group amounted to €27.7m in 2014 vs. €63.1m in 2013, and is reduced by 56%.

Income tax for 2014, after adjusting the accounts of all the companies of the Group, amounted to €6.6m vs. €17.7m in 2013.

After subtracting income tax, the net after tax profits amounted to €21.0m vs. €32.3m, reduced by 34.9%.

Following the application of IAS 1 (revised), the profit from the valuation of the bonds in the amount of €843 thousand (less applicable tax of €219 thousand), the actuarial losses from the personnel compensation provision of €408 thousand (less applicable tax of €106 thousand), are reported in other comprehensive income, and as a result the total comprehensive income after tax becomes €20.3m, corresponding to thirty three cents (€0.33) per share, vs. fifty cents (€0.50) per share in 2013, reduced by 35%.

The net after tax profits of the Company in 2014 amounted to €10.3m vs. €13 thousand in 2013, posting a large increase. The results and in general company data are not comparable with those of last year, since last year the Company operated as a Securities Depository while after the restructuring of the Group and the merger with ATHEX, starting on 19.12.213 the Company operates as Athens Exchange. Total expenses of the Company in 2014 amounted to €10.4m vs. €8.6m in 2013, increased by 19%, mainly due to the increase in the number of employees which were 100 vs. 85 at the end of 2013, due to the restructuring of the businesses of the Group.

Significant events

- The 13th Annual General Meeting of Athens Exchange shareholders on 29.5.2014 decided not to distribute a dividend for fiscal year 2013, as there were no funds available for distribution as a result of the merger of ATHEX by HELEX with the approval decision by the Prefecture on 19.12.2013.
- The Repetitive General Meeting of 17.06.2014 decided to return capital of €0.20 per share (in total €13,073,712.26). The ex-date for the right to the special dividend (share capital return) was 16.07.2014 (record date: 18.07.2014), while the payment of the €0.20 commenced on 24.07.2014.
- The Group, through the parent company, has invested part of its liquidity in bank bonds which it had initially classified in its commercial portfolio. These bonds are not expected to be sold in the near future. Taking into consideration the recent modifications of IAS 39, the company on July 1st 2008 transferred the abovementioned bonds in the securities for sale portfolio. For 2014, the profit from the valuation of the bonds was €843 thousand and was recognized in equity. This amount is reported in the other comprehensive income, in accordance with IAS 1 (revised) as of 1.1.2009. The reserves which had been formed during the time that the bonds were held were transferred to the results after the bonds' maturity or sale.
- The tax audit of all the companies of the Group for fiscal year 2013 has been completed and the relevant tax certificate without reservations was issued on 9.7.2014 by the auditors of the Group. No additional tax obligation arose which would have a material effect on the financial statements of the Group and the Company.
- The tax audit of the companies of the Athens Exchange Group for fiscal year 2014, in accordance with article 65a of law 4174/2013 and the decision that will be issued by the General Secretary for State Revenue as foreseen in article 65a of law 4174/2013, is in progress and the relevant tax certificate is expected to be issued, following the publication of the Financial Statements for fiscal years 2014, by the auditors. If by the time the tax audit is completed additional tax obligations arise, it is expected that they will not have a material impact in the financial statements of the Group and the Company.
- In accordance with §12 article 72 of law 4172/2013, if the undistributed or non-capitalized reserves of legal persons, as published in the last balance sheet that ended before 1.1.2014, and which arose from profits that were not taxed in the year they arose due to an exception from taxation in accordance with the provisions of law 2238/1994 as it applies, are distributed or capitalized – until 31.12.2014, they are as taxed separately at a tax rate of nineteen percent (19%). Payment of this tax exhausts all tax obligations of the legal persons and of the shareholders or partners. In addition, §13 of article 72 of that same law, states that starting on 1.1.2015 special non-taxable reserve accounts cannot be maintained. The reserves of the Company that fall under these provisions and were subject to the separate taxation of 19% amounted in total to €68,768,095.80 in accordance with the books maintained based on Greek accounting standards, and the tax due on those reserves amounted to €13,065,938.20. The tax was paid in December 2014 and the net after tax amount of €55,702,157.60 was used to increase share capital as described in a following chapter.

Third party balances in ATHEXClear bank accounts

In order to comply with the corporate governance framework determined by Regulation (EU) 648/2012 of the European Parliament and Council (EMIR Regulation), the Company keeps all cash collateral that are being managed by the Company and concern the cash market and the derivatives market, as well as its own cash balances, in an account that it maintains at the Bank of Greece as a direct participant over the internet to the TARGET2-GR Express Transfer of Capital and Settlement System in real time (TARGET2-GR).

Therefore its own cash balance and the balances of third parties (margins) are deposited in the same account that ATHEXClear maintains at the Bank of Greece, and as a result a separation of the assets is necessary in order for the collateral that ATHEXClear collects to be shown separately in the current assets of 31.12.2014. In the Statement of Financial Position of 31.12.2014, they are shown in the same amounts in both current assets and short term liabilities as "third party balances at the bank account of the company" and concern exclusively the margins in the derivatives market that were deposited in the bank account maintained by ATHEXClear at the BoG on 31.12.2014 are shown

There was no corresponding amount last year since the process for the Clearing Fund for the derivatives market started being implemented on 1.12.2014.

Share Capital

The Company is listed on Athens Exchange, and its shares are traded in the ATHEX cash market, in the Main Market segment. The shares of the Company are common registered, with a voting right.

Following the decision of the Repetitive General Meeting of 17.06.2014 to return €0.20 per share, with an equal reduction in the par value of the share, the share capital became €36,606,395.28, divided into 65,368,563 shares with a par value of €0.56 each.

The 1st Repetitive General Meeting of shareholders on 2.12.2014 decided to increase the share capital of the Company by one hundred six million eighty one thousand seven hundred ninety four euro and seventy one cents (€106,081,794.71), by capitalizing: a) the untaxed reserves in the amount of €55,702,157.60 formed based on law 2238/1994 in accordance with article 72 of law 4172/2013, and b) part of the "Share premium" reserve, in the amount of €50,379,637.11 by increasing the share par value by €1.62282586371067 (from €0.56 to €2.18282586371067)

The 1st Repetitive General Meeting of shareholders on 2.12.2014 decided to reduce the share capital of the Company by the amount of ninety four million three hundred fifteen thousand four hundred fifty three euro and thirty seven cents (€94,315,453.37) in order to offset losses from the "retained earnings" account, through a reduction in the share par value by €1.44282586371066 (from €2.18282586371067 to €0.74).

The Equity of the Group amounted to €188.3m, and the Company's amounted to €170.7m.

Treasury Stock

The Athens Exchange did not possess any treasury stock on 31.12.2014.

Dividend policy

The Annual General Meeting of shareholders on 29.5.2014 decided not to distribute dividend, as there were no funds available for distribution.

The non-distribution of profits arose as a result of the merger of the Company with Athens Exchange, following the completion of which, the value of the Company's participations was depreciated with the equity of the absorbed company, and as a result an amount of €214.1m reducing equity appeared in the equity of the Company. This fact resulted in total equity being less than the share capital of the Company plus the reserves, whose distribution is prohibited by the law or the Articles of Association; as a result, in accordance with article 44a of codified law 2190/1920 the Company could not distribute profits to shareholders.

The 1st Repetitive General Meeting of 17.6.2014 approved the proposal of the BoD to return capital of €0.20 per share. Payment of the capital return commenced on 24.07.2014.

In total, the payout ratio of profits distributed to shareholders for fiscal year 2013 amounted to 40%, compared to 52% for the previous fiscal year.

Transactions between associated parties

All transactions with associated parties amount to €1,482 thousand and concern the remuneration of executives and members of the Boards of Directors of the companies of the Group; the figure for the company is €725 thousand. Besides these transactions, no transactions with associated parties, as defined by IAS 24, and which could materially affect the financial position or the performance of the Group have taken place in the period in question. There is no (credit or debit) balance from these transactions on 31.12.2014.

Prospects for the remainder of 2015

The prospects of the Company are shaped by the interventions that are taking place at the European Union level in the regulatory framework, with the focus by the European Commission in the possibility of financing small and medium sized enterprises in Europe with equity, due to the continuing deleveraging in the banking system, to overall developments in the international macroeconomic environment and of course in Greece.

Under these conditions, the Company is trying to reduce operating costs, maintain the smooth functioning of its markets, provided added value services, exploit its infrastructure by enriching it with new products and services, and carry out effectively its role in transferring investments to Greece's production backbone.

Following the financial crisis of 2008, the European Union began drafting new Regulations and updating older Directives with the aim of increasing security and transparency in cash and capital markets, with a specific emphasis in trading and post trading activities. These are the Short Sale Directive, the EMIR Regulation (European Markets Infrastructure Regulation), the updated of the MiFID Directive (MiFID II: Markets in Financial Instruments Directive [MiFID] and Regulation [MiFIR]), the CSDR Regulation (Central Securities Depository Regulation) and the SLD Directive (Securities Law Directive). Out of the abovementioned Directives, some have already been implemented, while others are in the implementation phase.

In particular EMIR, which directly affects the company, and whose implementation has already begun with the approvals by the Hellenic Capital Market Commission of the Cash and Derivatives Clearing Regulations, creates a unified European environment structure, licensing, operation and surveillance of Clearing Houses, while the CSDR Regulation that is under development will create a similar environment for Depositories.

The successful outcome of the efforts of ATHEXClear (and the whole of the ATHEX Group) in the abovementioned directions depends on the investment climate and is directly related with economic conditions in Greece. The adaptation of the Group to the new models of operation will create opportunities to create new services and collaborations and the conditions for effective and profitable operation in an international environment of greater security and reduced risk.

The improvements in the Greek economy over the past few months materially impacts trading activity and prices at the Athens Exchange. The increase in share prices affects the value of transactions on which ATHEX receives a large portion of its revenue. The continuation of the increased trading activity creates the conditions for better prospects and improved results in the current fiscal year compared to the previous fiscal year. Already the first two months were significantly improved as far as the average daily traded value at the Athens Exchange is concerned

Turnover – risks and uncertainties

The revenue of the Athens Exchange Group depend, to a large extent, on factors over which it has no influence, since they are connected with developments in the Greek capital market, which in turn are affected by a series of factors such as, the financial results of listed companies, the fundamental macroeconomic data of the Greek economy as well as developments in international capital markets. The capitalization of the Greek banks affected the Group positively due to the significant revenues it generated. This revenue guarantees that profitability for the Group will be high for the whole fiscal year.

Besides the fees from trading that take place in the ATHEX markets and are collected through the Members, important revenue streams for the Athens Exchange Group are also the fees from orders and Member terminals, revenue from Member and Operator subscriptions, revenue from subscriptions and rights issues of listed companies, revenue from data vendors, revenue from IT support and services, educational services etc.

Contrary to revenues, which cannot be controlled by the companies of the Group, on the cost side concerted efforts are being made to reduce them, with the aim of reducing negative consequences to the financial results of the Group from possible adverse developments in the market.

Risk Management

General – Risk management environment

A main consideration of the Athens Exchange Group is risk management that arises from its business activities.

The Group, as the organizer of a capital market, has developed a comprehensive framework for managing the risks to which it is exposed, ensuring its sustainability and development, as well as contributing to the stability and security of the capital market.

Athens Exchange Clearing House (ATHEXClear) belongs to the Group; it operates as a central counterparty (CCP) in the clearing of cash and derivatives products, and as such is obliged to satisfy strict requirements concerning risk management.

In particular, the legal and regulatory framework which ATHEXClear is directly subject to and the Group indirectly with regards to their obligations to monitor and manage risk, includes the Regulation of Clearing of Transferable Securities Transactions in Book Entry Form, the Regulation on the Clearing of Transactions on Derivatives and Regulation (EU) 648/2012 of the European Parliament and Council of July 4th 2012 for OTC derivatives, central counterparties, and trade repositories, known as EMIR (European Market Infrastructure Regulation).

In light of these new regulatory requirements, the Group has drafted a comprehensive plan to improve risk management in order to continue to provide high quality services.

Risk Strategy and Risk Management

The risk strategy of the Group is aligned with its business strategy to provide the appropriate infrastructure for the reliable, safe and unhindered operation of the capital market. In accordance with the strategy of the Group, the risk tolerance level is defined, in order to satisfy market needs, reduce cost for participants, maximize the exploitation of business opportunities but also ensure market security and compliance with regulatory requirements.

Organizational structure

In 2014 risk management was strengthened and restructured, especially for ATHEXClear, in order to be harmonized with the EMIR Regulation. In particular, beyond the specific measures for the smooth operation of the systems of the Group, each organizational unit of the Group is responsible to monitor and manage possible risks in such a way so as to react quickly and effectively if in case risk events arise.

In particular, as far as ATHEXClear is concerned, the risk management environment is shaped by the participation of the following units:

- **Board of Directors**, which has the final say and accountability regarding the management of the risk management operation of the company. In particular, the Board of Directors appoints, determines and documents the appropriate level of risk tolerance and ability of the company to assume risk. In addition, the BoD and senior management ensure that the policies, processes and audits of the company are consistent with the risk tolerance level and the ability of the company to assume risk, and examine ways through which the company recognizes, reports, monitors and manages risks.

- **Risk Committee**, which advises and proposes to the Board of Directors on matters of risk management.
- **Investments Committee**, which decides on defining the limits and monitors liquidity risk, determines policies and standards for the investment strategy, financing principles, liquidity management, interest rate risk and management.
- **Risk Management Department**, of the Risk Management & Clearing Division of ATHEXClear, which is sufficiently independent from other departments of the company, and whose main duty is the comprehensive approach to risks that ATHEXClear faces, in order to recognize them, calculate them and finally manage them. The Risk Management Department possesses the required jurisdiction, the necessary means, know-how and access to all relevant information.
- **Chief Risk Officer**, heading the Risk Management Department, who reports to the Board of Directors on matters of risk management through the Chairman of the Risk Committee, and applies the risk management framework through the policies and procedures that the Board of Directors enacts.

Unified risk management

The services that the Group provides involved various types and levels of risk, and it is recognized that effective risk management consists of the following:

Recognizing and assessing risks: Analyzing the present and future activities of the Group, recognizing cases in which the Group is exposed to risks. The risks recognized are evaluated as to the potential exposure to loss. This includes in general the estimation of both the possibility that the loss will occur, as well as the potential effects.

Controlling risks: The arrangements for managing each risk are the key to the effective management of risks and it is important that they be understood by all personnel. In addition, management is responsible to ensure the appropriate application of the unified framework for risk management and individual policies / frameworks.

Risk containment: Management identifies the best method for risk containment, taking into consideration costs and benefits. As a general principle, the Group does not assume risks that pose the possibility of catastrophic or significant losses. Likewise, insuring against losses that are relatively predictable and without a material impact is avoided. The alternatives for containing risk depend on the level of tolerance of the Group against various types of risk.

Monitoring and reporting risks: The Group possesses a comprehensive system for reporting and monitoring risks. In particular, the ATHEXClear Risk Management Department monitors the risk levels of the company on a continuous basis using specialized and approved risk management methods. The main assumptions, the data sources and the processes used in measuring and monitoring risk are documented and tested for reliability on a regular basis through the review and audit and the validation framework.

Risk categories

The Group ensures that it deals with all risks, internal or external, present or future, and especially those that have been recognized as being significant. It is recognized that each service offered by the Group can expose it to any combination of the risks mentioned below.

The usual risks to which, due to the nature of its activities, the Group is exposed to are:

Financial Risk

Market risk (changes in exchange rates, interest rates, market prices etc.)

- Credit risk (mainly counterparty credit risk, and from investing own equity)
- Liquidity risk (mainly cash flows risk)

Operating risk

Risk due to a lack or failure of internal procedures and systems, by human factor or external events, including legal risk.

Business risk

Risk due to new competitors, drops in transaction activity, deterioration of the local and international economic conditions etc.

Description of risk categories and main risk factors

Market risk

The Group is exposed to minimum market risk for its activities. ATHEXClear, as a central counterparty in the clearing of cash and derivatives products, places its financial assets only in cash at the Bank of Greece. As a rule, the cash balance of the Group is invested exclusively in time deposits. In each case, the Group monitors the potential exposure that market risk can bring and calculates the capital that it must keep against market risk, in accordance with the capital requirements calculation methodology that it applies. In particular:

Foreign exchange risk: This risk does not materially affect the operation of the Group, given that transactions with clients & suppliers in foreign currency are very few. In particular, the risk that ATHEXClear faces is treated as part of the risk management measures that apply to the clearing activity. ATHEXClear monitors possible exposures in foreign currencies, and calculates any capital it needs to keep against foreign exchange risk.

Price risk: The Group is exposed to the risk that the securities that it possesses change in value. On 31.12.2014 the Group possessed (through Hellenic Exchanges-Athens Stock Exchange) a bank bond valued at €3,382,760.00, while on 31.12.2013 it was valued at €2,540,000, thus resulting in other comprehensive income of €843,000. If the price of the bond deviates by more than 10 basis points on 31.12.2014 (from 84.569 to 84.669 or 84.469) the valuation difference revenue would differ by ±€4 thousand.

Credit risk

The turnover of the Group mainly consists from transactions in the cash and derivatives markets, as well as with reliable foreign house with a high creditworthiness. On this basis, credit risk is estimated to be minimal.

The credit risk that ATHEXClear faces only arises from the investment of its own assets. As part of the investment policy, specific principles are set for placement of the cash; in particular cash placements are as a rule made at the Bank of Greece, a fact that minimizes the company’s risk.

Credit counterparty risk

The Hellenic Capital Market Commission, with decisions 5, 6 and 7/556/8.7.2010 granted to ATHEXClear a license to manage and operate systems to clear trades on dematerialized securities (Securities System) and derivatives products (Derivatives System). In this capacity, ATHEXClear assumes the risk that Clearing Members default on their obligations to clear and settle trades, as described in the Rulebooks (credit counterparty risk).

ATHEXClear has enacted and is implementing a number of mechanisms and financial assets to cover risk, and is responsible for the smooth operation of the system in general, in conjunction with the scope and size of trades whose clearing it has undertaken. The mechanisms that ATHEXClear applies are described in the “Regulation of Clearing of Transferable Securities Transactions in Book Entry Form,” in the “Regulation on the Clearing of Transactions on Derivatives,” as well as the relevant decision of the ATHEXClear BoD.

In order to obtain the status of Clearing Member, the Intermediary or Bank must conform to the minimum specific financial and operational adequacy requirements, as specified in the Clearing Rulebooks; these requirements must be continuously fulfilled during the time the Member is in operation.

In particular, in order to protect the securities system from credit risk of Clearing Members, ATHEXClear manages the Clearing Fund which acts as a risk sharing fund to which Clearing Members contribute exclusively in cash. In addition, it monitors and calculates, on a daily basis as well as during the day, the risk that Clearing Members will default on their obligations, and blocks the corresponding guarantees in cash and/or letters of guarantee. Based on the guarantees that have been blocked, the credit limits of the members are reevaluated on a daily basis; monitoring the limits takes place in real time during market hours. The minimum size of the Clearing Fund is recalculated at least every three months, in accordance with the provisions of the Rulebook, so that its size is sufficient at a minimum to cover at any time the loss, under any extreme market conditions that may arise in case the Clearing Member which exposes the system to the greatest risk is overdue.

As far as the derivatives system is concerned, ATHEXClear undertakes the clearing of trades as central counterparty. Up until November 2014, every clearing account beneficiary blocked margin in favor of ATHEXClear, under the responsibility of the Clearing Member that represented him, in order to properly fulfill all of his obligations from the transactions that took place on his account in the Derivatives Market. The requirement to provide margin was fulfilled by committing cash, liquid securities and dematerialized securities issued by the Greek government. Besides the blocking of margin at the final investor level, each Clearing had to provide additional margin to reassure the fulfillment of its obligations to ATHEXClear, depending on his capacity and the risk that its trading activity entailed. In particular, ATHEXClear applied a methodology based on which the minimum margin per Clearing Member is calculated, in order for this margin to be sufficient, at a minimum, to cover the loss under any extreme market conditions that may arise in case the Clearing Member defaults.

Starting on the 1st of December 2014, the clearing and risk management model in the derivatives market changed significantly in order to satisfy the requirements imposed by the EMIR Regulation. The most important changes in the new model were:

- The creation of a clearing fund also for the Derivatives Market
- Defining the clearing accounts and calculating the risk and the required margins from the members at the clearing account level
- Change the parameter calculation method of the risk management model
- Changes in the acceptable margin and non-acceptance of letters of guarantee

Under the new model, the system has become even safer and compliant with the demands imposed by EMIR; as a result it is easily understood by participants from both Greece and abroad.

Liquidity risk

Liquidity risk is maintained at low levels by maintaining adequate cash.

In particular for ATHEXClear, the aim is to maintain a sufficient liquidity level in order to ensure that it is in a position to fulfill its obligations concerning payments or settlement in all currencies that are payable, at the end of each day and / or, if required, on an intraday basis. The estimation of the size of the obligations of ATHEXClear is done both based on its business plan, as well as based on possible, but unforeseen, events.

Cash flow risk and risk from the change of the fair value due to interest rate changes: The operating revenue and the cash flows of the Group are independent of interest rate changes.

Operating risk

The Group does not seek to undertake operating risk, but accepts that operating risk may arise as a result from systems, internal procedures or human failure. In particular, it is recognized that operating risk may arise among others because of: outsourcing, surveillance and regulatory non-compliance, business continuity failure, IT systems, information security and project implementation risk.

Operating risk is maintained at acceptable levels, through a combination of good corporate governance and risk management, strong systems and checks and tolerance structures.

In 2014 there was no significant interruption in the activities (trading, clearing, settlement, registration) of the Group that was due to failure or unavailability of information systems or to human error. No large damages or monetary demands due to litigation (legal and court expenses) or due to non-compliance with the supervisory framework and the contractual obligations of the Group. In addition no losses due to external events were faced.

Measures for reducing operating risk

The Group recognizes the need to determine, estimate, monitor and reduce operating risk that is included in its operations and activities, as well as the need to maintain adequate capital, in order to manage this particular type of risk.

In particular, ATHEXClear, in accordance with the EMIR Regulation, the capital requirement for operating risk is calculated on an annual basis, using the Basic Indicator Approach (BIA); in addition, a framework for the systematic monitoring of operating risk has been implemented.

The most significant measures are the implementation of a business continuity plan, taking out insurance policies as well as measures to ensure compliance with the new regulations.

Business Continuity plan

The Group has processed and put into operation appropriate infrastructure and a disaster recovery plan, which includes:

- Operation of a Disaster Recovery Site: The Group maintains a disaster recovery site for its IT systems. In addition, the Group has received the ISO-22301 business continuity certification.
- Forming teams for crisis management and emergency incident management: The purpose of these teams is to maintain continuity in the provision of trading services in case of an unforeseen event. They have been assigned specific responsibilities and specially trained Group executives have been assigned to them.
- Existence of back up IT systems: The IT systems of the Group are installed and operate in the data center at the headquarters of the Group. The data center consists of two, independent as to location, supporting infrastructure and technological services provided, individually mirrored data centers, in order to provide redundancy and high availability, ensuring the continuous operation of the systems.

Insurance contracts

Operating risks which the Group is not able or does not wish to assume are transferred to insurance companies. Management of insurance contracts takes place centrally for the whole Group in order to obtain better services and more advantageous terms. In particular, coverage concerns among others third party civil liability and professional liability (DFL/PI) as well as civil liability of BoD members and executives (D&O).

Regulatory compliance

A Regulatory Compliance unit has been set up, having as its key objectives to ensure compliance with the legal and regulatory framework, regulations and policies, measuring and minimizing the risk of regulatory compliance and addressing the consequences of non-compliance with the legal and regulatory framework; the unit operates independently of other departments of the company with clear and separate reporting lines from those of other company activities, in accordance with the requirements of the EMIR regulation. The main responsibilities of the unit are:

Monitoring changes in the regulatory and surveillance framework and informing the BoD, the Audit Committee and staff.

- Conducting gap analysis between the existing and future condition brought about by regulatory and surveillance changes.
- Monitoring the compliance of the company to the legal and regulatory framework.
- Handling requests related to compliance matters.
- Measuring and monitoring compliance risk.

Specifically for ATHEXClear, in 2014 policies were implemented concerning conflicts of interest, outsourcing, managing complaints by clearing members, remuneration of personnel, executives and members of the BoD and management of its archives, in accordance with the requirements of the EMIR Regulation.

Business risk

The Group recognizes that it depends on macroeconomic developments and is affected by external factors such as changes in the competitive capital markets environment, changes in the international and domestic economic environment, legal and regulatory developments, changes in the taxation policy etc. Such events may impact the growth and sustainability of the Group, causing a reduction in trading activity, a drop in expected profits, inability to liquidate and / or asset impairment etc.

Within this framework, the Group continually and systematically monitors international developments and adjusts to the environment that is being formed.

Corporate Social Responsibility

Corporate responsibility is a basic characteristic that is common to all advanced societies and economies and concerns the ongoing effort to improve the economic climate, cultivate an open dialog with interested parties and the active participation of companies in society.

Given that corporations are entities inextricably linked with the societies in which they operate, affecting and being affected by the time and the area of operation, they must recognize their responsibilities towards society and the environment. One of the axes through which the social responsibility of corporations is expressed, is Corporate Social Responsibility (CSR).

We believe at the Group that CSR concerns us all. It is our responsibility as far as our impact on society and the environment is concerned. Our Group operates in a constantly changing international environment and is faced, on a daily basis, with challenges concerning its efficiency and its status as an integral part of society and business. In this environment, the trend worldwide is that corporations are encouraged to take more Corporate Social Responsibility initiatives since their decisive role and contribution to social challenges is recognized.

For us at the Group, Corporate Social Responsibility is directly related to the concept of sustainable development, consists of voluntary actions and is our strategic choice. We have created, and continue with an action plan that concerns the environment, human beings and education:

- We try to alleviate poverty by supporting the work of volunteer organization that support our fellow human beings.
- We continue our efforts to protect the environment through recycling, and we adopt new workplace methods in order to save energy through a number of simple and practical rules.
- We promote and support an information and educational program for high school and university students, as well as market professionals, in order to improve the level of education regarding the exchange.
- We support as an active member the efforts of the Greek network for Corporate Social Responsibility which aims to promote CSR both to the business world and to society as a whole and to achieve a balance between generating profits and sustainable development.

Code of Conduct

Based on the Code of Conduct for clearing and settlement, which was signed on October 31st 2006 between European exchanges (FESE), clearing houses (EACH) and depositories (ECSDA), the Athens Exchange Group undertook the commitment to implement measures for fee transparency, access and interoperability as well as unbundling and accounting separation of services. All measures of the Code of Conduct have been implemented by the Company in accordance with the schedule agreed upon by all participants of the Code.

The measures for the unbundling of services and their accounting separation were applied starting in fiscal year 2008. Athens Exchange has complied with part V of the Code and in particular with articles 39 (Principles), 40 (Unbundling), 42 (Disclosure of annual non-consolidated accounts) and 43 (Disclosure of costs and revenues).

Athens Exchange has complied in full with the Code of Conduct, providing its services with full transparency and without cross subsidies. Costs and revenues for each service provided have been separated and recorded, and are being monitored in a fully separated accounting level, and are reported for the purposes of the Code in the relevant categories.

Significant events after 31.12.2014

Starting on 16.2.2015, the cash balances that concerned cash collaterals of the Clearing Members in the cash markets and are maintained in a Company account as a direct participant in Target2 are maintained at the Bank of Greece (BoG). The amount transferred to the BoG from the commercial banks amounted on 16.2.2015 to €301.2m and is added to the existing cash collaterals of the Clearing Members in the Derivatives Market that had already begun being maintained

starting on 1.12.2014 and is shown in the Statement of Financial Position on 31.12.2014.

There are no significant events in the results of the Group and the Company which has taken place or was completed after 31.12.2014, the date of the annual financial statements for 2014 and up until the approval of the 2014 financial report by the Board of Directors of the Company on 16.03.2015.

Athens, March 16th 2015

The Board of Directors

2.1 Corporate Governance Declaration

The present Corporate Governance Declaration is drafted in accordance with article 43a §3d of codified law 2190/1920 and contains the information that the abovementioned provision specifies as of 31.12.2014.

For the management of the Company, proper and responsible corporate governance is a core prerequisite for the creation of value for its shareholders and for safeguarding corporate interests.

The company, being listed on the Athens Exchange, fully complies with the provisions of the law – the provisions of which supersede in any case – on corporate governance for listed companies that are included in laws 2190/1920, 3016/2002, 3693/2008 and 3884/2010 as well as decision 5/204/14.11.2000 of the BoD of the Hellenic Capital Market Commission.

The policies and procedures that are applied by the Company are contained in the Articles of Association, which is hierarchically the supreme rulebook of operation, the Internal Operations Rulebook which is an internal Company document and acts supplementary to the provisions of its Articles of Association, and other Rulebooks and policies of the Company that regulate specific functions, and, lastly, the principles and specific practices for listed companies provided for by the SEV Corporate Governance Code, as it applies, as the Hellenic Corporate Governance Code (following its review / amendment by the Hellenic Corporate Governance Council (HCGC) in October 2013), with which the Company voluntarily complies; the Code is available at http://www.athexgroup.gr/el/web/guest/esed-hellenic-cgc [in Greek].

General Meeting - Shareholder rights

Operation of the General Meeting - Authority

The General Meeting of Shareholders is the supreme body of the Company having the authority to decide on all matters that concern the Company. The procedures and convocation rules, participation and decision making by the General Meeting, as well as its responsibilities are regulated in detail in the provisions of the Articles of Association of the Company and codified law 2190/1920.

Shareholders have the right to participate at the General Meeting, either in person or through a legally authorized representative, in accordance with the legal procedure that is in effect.

The Board of Directors ensures that the preparation and the proceedings of the General Meeting of shareholders facilitate the effective exercise of shareholder rights; shareholders are informed about all matters relating to their participation in the General Meeting, including the items on the Daily Agenda, and their rights during the General Meeting.

In particular regarding the preparation of the GM, and in conjunction with the provisions of codified law 2190/1920, the Company publishes on its website at least twenty (20) days before the General Meeting, both in the Greek and English languages, information regarding:

- The date, the time and the place where the General Meeting of shareholders is being convened,
- The main rules and practices for participating, including the right to introduce items to the daily agenda and to submit questions, as well as the deadlines for exercising those rights,
- The voting process, the conditions for representation by proxy, and the documents that must be used for voting by proxy,
- The proposed daily agenda of the Meeting, including the draft decisions for discussion and voting, as well as any attached documents.
- The proposed list of candidate members of the BoD and their biographical statements (provided that there is a item concerning the election of members on the agenda), and
- The total number of shares and voting rights on the convocation date.

The Chairman of the Board of Directors of the Company, the Chief Executive Officer, and the Chairmen of the Committees of the Board of Directors are present at the General Meeting of shareholders, in order to provide information and brief on matters that are put forth for discussion, and to answer questions or provide clarifications that shareholders ask. In addition, at the General Meeting, the head of Internal Audit of the Company is also present.

The Chairman of the Board of Directors, or if he or she is not able or absent, his or her replacement, temporarily chairs the General Meeting, electing one or two secretaries from among the shareholders that are present and / or from non-shareholders until the list of those able to participate at the General Meeting is approved, and the permanent Chair of the General Meeting is elected. The chair is comprised of the Chairman and one or two secretaries that also carry out vote gatherer duties. The election of the permanent Chair of the General Meeting is by secret ballot, unless the General Meeting itself decides otherwise or the law stipulates otherwise.

Following the certification of the list of shareholders that have the right to vote, the General Meeting immediately elects the final Chair, which is comprised of the Chairman and one or two secretaries, which also carry out vote gatherer duties. The decisions of the General meeting are taken in accordance with the provisions of the law in effect and the provisions of the Articles of Association of the Company.

A summary of the minutes of the General Meeting of shareholders is made available on the website of the Company within fifteen (15) days following the General Meeting of shareholders, along with a translation in English.

Shareholder participation in the General Meeting

Every shareholder is allowed to participate and vote at the General Meeting of the Company that appears in that capacity in the records of the Dematerialized Securities System which is managed, in its capacity as Central Depository, by the company "Hellenic Central Securities Depository", which is the entity under the meaning of article 28a §4 of codified law 2190/1920 that holds the transferable securities of the Company at the start of the fifth (5th) day before the date of the General Meeting, and, in the case of a Repetitive General Meeting, at the start of the fourth (4th) day before the date of the Repetitive General Meeting. The exercise of these rights does not require the blocking of the shares of the holder, nor the observance of any other equivalent procedure. The shareholder can appoint a proxy if he or she wishes. In other respects, the Company complies with the provisions of codified law 2190/1920 (article 28a).

Procedure for participating and voting by proxy

Shareholders participate in the General Meeting and vote either in person or by proxy. Each shareholder may appoint up to three (3) proxies and legal entities/shareholders may appoint up to three (3) private individuals as proxies. In cases where a shareholder owns shares of the Company that are held in more than one Investor Securities Account, the shareholder may appoint separate proxies for the shares appearing in each Account. A proxy holding proxies from several shareholders may cast votes differently for each shareholder.

A plenipotentiary document for appointing proxies will be available to shareholders in hard copy at the Investor Relations Department of the Company, and in electronic form on the website of the Company (www.athexgroup.gr).

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

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

1. A shareholder that exercises control of the Company, or other legal person or entity that is controlled by that shareholder,
2. 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.
3. An employee or a certified auditor of the Company or a shareholder that exercises its control, or other legal person or entity that is controlled by a shareholder that exercises control of the Company.

4. A spouse or a relative in the first degree with one of the private individuals that are mentioned in cases a) to c).

The Articles of Association of the Company provide shareholders the option to participate at the General Meeting and exercise their voting rights with electronic means, without their physical presence at the place where it is convened under the conditions of codified law 2190/1920. In addition, the Articles of Association make provision for shareholders to participate in the voting remotely, either by exercising their voting rights through electronic means, or by correspondence voting, under the conditions of Codified Law 2190/1920.

Minority shareholder rights

1. At the request of shareholders, who represent one twentieth (1/20) of the paid-up share capital, the Board of Directors is obliged to convene an Extraordinary General Meeting of shareholders, specifying the day of its session, which shall not be more than forty five (45) days from the date of service of request to the Chairman of the Board of Directors. The request contains the subject of the daily agenda. If the General Meeting is not convened by the Board of Directors within twenty (20) days from the service of the relevant request, it shall be convened by the shareholders, who have submitted the request, at the expense of the company, following the judgment of the single-member Court of First Instance of the company’s headquarters, which is issued in the procedure for interim measures. This judgment determines the place and time of session, as well as the daily agenda.
2. At the request of shareholders, who represent one twentieth (1/20) of the paid-up share capital, the Board of Directors is obliged to record additional issues in the daily agenda of the General Meeting, which has already been convened, if the relevant request is received by the Board of Directors within at least fifteen (15) days prior to the General Meeting. The request for recording additional issues in the daily agenda is accompanied by an explanation or a draft decision for approval to the General Meeting and the revised daily agenda is published in the same way as the previous daily agenda, that is thirteen (13) days prior to the date of the General Meeting. At the same time, it is made available to the shareholders through the Company’s website, along with the explanation or the draft decision that is submitted by the shareholders, as referred to in article 27 §3 of codified law 2190/1920.
3. At the request of shareholders, who represent one twentieth (1/20) of the paid-up share capital, the Board of Directors shall make available to the shareholders the draft decisions on the issues included in the initial or the revised daily agenda, as specified in the article 27 §3 of codified law 2190/1920, at least six (6) days prior to the date of the General Meeting, if the relevant request is received by the Board of Directors, at least seven (7) days prior to the date of the General Meeting.
4. At the request of a shareholder or shareholders, who represent one twentieth (1/20) of the paid-up share capital, the Chairman of the Meeting is obliged to postpone the decision-making by the, Regular or Extraordinary, General Meeting only once, for all or certain issues, by setting the date specified in the shareholders’ request as the one for continuation of the session, which shall not be more than 30 days from the date of postponement. The General Meeting, following the postponement, is the continuation of the previous one and the publication formalities of the shareholders’ invitation is not required. New shareholders can also participate in it, in compliance with the provisions of the articles 27 §§2, 28 and 28a of codified law 2190/1920.
5. At the request of shareholders, who represent 1/20 of the paid-up share capital, the decision-making on any issue of the daily agenda of the General Meeting is effected by roll-call vote.
6. At the request of shareholders, who represent one twentieth (1/20) of the paid-up share capital, the Board of Directors is obliged to announce in the Regular General Meeting the sums paid to each member of the Board of Directors or Company’s directors, within the last two years, as well as any provision to the afore-mentioned individuals for any reason whatsoever or due to the Company’s contract with them.
7. Following the request of any shareholder, which is submitted to the company at least 5 full days prior to the General Meeting, the Board of Directors is obliged to provide the General Meeting with the information specifically requested concerning Company affairs, in so far as they are useful in order to factually assess the issues of daily agenda. The Board of Directors may provide a single reply to shareholder requests having the same content. There is no

obligation to provide information, if the relevant information is already available in the company's website, especially in the form of questions and answers.

8. In the above-mentioned cases #6 and 7, the Board of Directors may refuse to provide information on reasonable grounds, which is registered in the minutes. Such a reason, as the case may be, could be the representation of the shareholders who submitted the request to the Board of Directors, in accordance with §§3 or 6 of article 18 of codified law 2190/1920.
9. Following the shareholders' request, who represent one fifth (1/5) of the paid-up share capital and submit the request to the Company within the deadline of the previous paragraph, the Board of Directors is obliged to provide the General Meeting information about the progress of the Company's affairs and the Company's assets. The Board of Directors may refuse to provide information on reasonable grounds, which is registered in the minutes. Such a reason, as the case may be, could be the representation of the shareholders who submitted the request to the Board of Directors, in accordance with §§3 or 6 of article 18 of codified law 2190/1920, provided that the respective members of the Board of Directors have received the relevant information in a manner that is sufficient.

In all of the abovementioned cases, shareholders submitting requesting shareholders are obliged to prove their status of shareholder and the number of shares that they possess at the time of exercise of the right in question, which can be certified by their registration in the Dematerialized Securities System which is managed, in its capacity as Central Depository, by the company "Hellenic Central Securities Depository", which is the entity under the meaning of article 28a §4 of codified law 2190/1920. More detailed information concerning the abovementioned minority shareholder rights and on how they can be exercised is available on the website of the Company (www.athexgroup.gr).

Available documents and information

The information of article 27 §3 of codified law 2190/1920, including the Invitation to the General Meeting, the procedure for exercising the voting rights by proxy, the documents appointing and revoking the appointment of a proxy, the draft decisions on the items of the daily agenda, as well as more comprehensive information regarding the exercise of minority rights of article 39 §§2, 2a, 4 and 5 of codified law 2190/1920, are available in hard copy at the Investment Relations Department of the Company (110 Athinon Ave, 4th floor, tel +30-210 3366 616), where shareholders can receive copies. In addition, all of the abovementioned documents, the total number of outstanding shares and voting rights (in total and by share class) are available in electronic form on the website of the Company (www.athexgroup.gr).

Board of Directors

The Board of Directors which is elected by the General Meeting of shareholders manages the Company and represents it in and out of court. It is the primary obligation and duty of the members of the Board of Directors to constantly strive to increase the long term economic value of the Company and to defend company interests in general. Furthermore, given that the shares of the Company are listed in an organized market, the duty of the Board of Directors consists of constantly striving to increase long term shareholder value. Members of the Board of Directors are forbidden from seeking own benefits to the detriment of the Company. This prohibition applies to all persons to which the Board of Directors has assigned duties to manage the Company (substitutes of the Board of Directors).

At the end of each fiscal year, the Board of Directors drafts a report on the transactions of the Company with companies associated with in (under the meaning of article 42e §5 of codified law 2190/1920). The report is provided to the supervisory authorities and is brought to the attention of the General Meeting of shareholders of the Company.

In accordance with the Company's Articles of Association, the Board of Directors may by decision assign the exercise of all or some of its rights and or powers concerning the management, administration and representation of the Company to one or more persons, regardless of whether these persons are members of the Board or not. The title and responsibilities of each of these persons is determined in the decision of the Board of Directors appointing them.

The Chief Executive Officer of the Company is its supreme executive officer, responsible for any matter concerning its operation, and having the overall supervision of its operation.

Authority – Responsibilities of the Board of Directors

The Board of Directors, acting collectively, manages and administers corporate affairs. It can generally decide on any matter that concerns the Company, and takes any action, except those for which either by Law or by the Articles of Association, authority rests with the General Meeting of shareholders.

The Board of Directors of the Company has, as a whole, sufficient knowledge and experience, at least regarding the most important of the activities of the Company, so that it can carry out its monitoring function on the whole of its operation, either directly or indirectly through the relevant Committees of the Board of Directors. In order to avoid cases of conflict of interest, the Company adopts best practices and corporate governance principles that apply, especially regarding the separation of executive and supervisory duties of the members of the Board of Directors.

The BoD is comprised of executive and non-executive members. Executive members are responsible for the day-to-day management of the Company, while non-executive members are duty bound to promote all corporate matters.

1. The Board of Directors manages the Company and develops its strategic direction, having as its primary obligation and duty to constantly strive to increase the long term economic value of the Company and to defend corporate interests in general.
2. The Board of Directors, in the discharge of its powers and the implementation of its obligations, has at its forefront the interest of shareholders, company employees, other interested parties and the social benefit of its actions. The BoD decides using its fair entrepreneurial judgment.
3. The BoD observes and takes due care to comply with the provisions of the Law as part of the Company's activities and the companies associated with it.
4. Decisions that are critical for the Company, especially the specification of its goals and the determination of its strategy are taken only by the BoD. In particular, the BoD:
    - Determines the general business strategy of the Company and its subsidiaries.
    - Drafts the business plan for the time frame that it deems necessary.
    - Approves the annual budget of the Company and monitors its execution on a quarterly basis.
    - Audits and decides on investments (capital expenditures) of the Company.
    - Audits the financial statements.
    - Determines the goals to be attained and the means of attaining them.
    - Decides on buyouts, mergers and spinoffs.
    - Decides on the first level of the organizational structure of the Company and its staffing.
    - Approves the General Governance Principles of the Company and its subsidiaries, and decides on the staffing of the bodies required to operate the regulated activities of the Group.
    - Determines and staffs the Committees of the Board of Directors that are foreseen by the Corporate Governance Code that the Group complies with.
    - Audits the effectiveness of the corporate governance practices of the Company and makes any necessary modifications.
    - Selects, monitors and replaces executive members, in case of resignation or forfeiture, and sets down the plan for their succession.
    - Determines the remuneration of executive members and other members of the BoD, based on the long term interests of the Company and its shareholders.
    - Ensures that a transparent process is maintained in the proposals to elect new members to the BoD.
    - Monitors and resolves potential conflicts of interest of managers and shareholders, including the inappropriate management of assets of the Company and

misappropriation in relation to transfers to persons associated with close ties with members of the BoD.

- Ensures the integrity of the system of financial reporting and independent audit, as well as the optimum operation of the appropriate internal audit systems, especially for financial and operation audit, risk management and compliance with the legal and regulatory framework in effect.

In order to fulfill their obligations, the members of the BoD have the right of free access to correct, material and timely information.

The BoD meets at least once a month, preferably on dates determined at the start of the calendar year. The BoD has the flexibility to meet whenever deemed necessary.

The responsibilities of the executive members of the BoD are to:

- Constantly strive to increase the long term economic value of the Company, and to protect corporate interests in general.
- Shape the vision, strategic direction, corporate goals and operational plans for all of the activities of the Company, in accordance with the decisions of the BoD.
- Develop, implement and communicate the policies and action plans, in accordance with the decisions of the BoD.
- Ensure that senior executive members are taking all necessary measures in order to effectively manage the Company.
- Ensure the systematic and continuous communication with clients, investors, staff, supervisory authorities, the public and other authorities.
- Define clear operational goals and policies for senior executives in their operational sectors of responsibility.
- Review the work of their operational sector of responsibility and brief the BoD.
- Consistently implement the operational strategy of the Company through the effective use of available resources.
- Ensure the completeness and reliability of the data and information that are required for the accurate and timely determination of the financial position of the Company.
- Comply with the legal and regulatory framework that governs the operation of the Company.
- Represent the Company.
- Have the responsibility of implementing the decisions of the General Meeting of the shareholders of the Company.
- The responsibilities of the non-executive members of the BoD are to promote all corporate matters pertaining to the supervision of the management of corporate matters, and by providing direction concerning all corporate affairs, such as indicatively:
- Constantly strive to increase the long term economic value of the Company, and protect corporate interests in general.
- Monitor the consistent implementation of the operational strategy of the Company through the effective use of the available resources.
- Monitor that the operational plan for achieving the corporate goals is in accordance with the decisions of the General Meeting of shareholders of the Company.

The independent members of the Board of Directors are responsible for the promotion of all corporate matters.

Composition – Term of office of the Board of Directors:

In accordance with the Articles of Association, the Company is managed by the Board of Directors which is composed of nine (9) up to thirteen (13) members.

In accordance with the Company's Articles of Association, the term of office of the Board of Directors is four years, ending on 18.5.2015, with the term being automatically extended until the Annual General Meeting of the shareholders of the Company which will meet or be convened after the end of its term of office.

Members are elected by the General Meeting of shareholders, in accordance with the provisions of codified law 2190/1920. The changes in the composition of the Board of Directors that take place during the fiscal year are, in accordance with the law, announced at the next Annual General Meeting. The members of the Board of Directors can always be reelected and can be freely recalled.

The composition of the Board of Directors of the Company that was elected by the Annual General Meeting of shareholders on 18.5.2011, as modified following the changes (member resignations and replacements) is today as follows:

	Name		Position
1.	Iakovos Georganas		Chairman, non-executive member
2.	Adamantini Lazari		Vice Chairman, non-executive member
3.	Socrates Lazaridis		Chief Executive Officer, executive member
4.	Alexandros Antonopoulos		Independent non-executive member
5.	Konstantinos Vassiliou	(***)	Non-executive member
6.	Ioannis Emiris		Independent non-executive member
7.	Dimitris Karaiskakis		Executive member
8.	Sofia Kounenaki – Efraimoglou		Independent non-executive member
9.	Nikolaos Milonas		Independent non-executive member
10.	Alexios Pilavios		Non-executive member
11.	Paula Hatjisotiriou	(**)	Non-executive member
12.	Dionysios Christopoulos	(*)	Independent non-executive member
13.	Nikolaos Chryssochoides		Non-executive member

(*) At the meeting on 30.4.2014 Mr. Dionysios Christopoulos replaced Mr. Nikolaos Pimplis as independent non-executive member.

(**) At the meeting on 25.8.2014 Mrs. Paula Hatjisotiriou replaced Mr. Petros Christodoulou as non-executive member.

(***) At the meeting on 16.2.2015 Mr. Konstantinos Vassiliou replaced Mr. Fokion Karavias as non-executive member.

The biographical statements of the members of the current Board of Directors are available on the website of the Company (www.athexgroup.gr).

Election – Replacement of members of the Board of Directors

The members of the Board of Directors are elected by secret ballot by the General Meeting of the shareholders, in accordance with the provisions of codified law 2190/1920. The members of the Board of Directors can be shareholders or third parties, can always be reelected, and are freely recalled.

If a member of the Board of Directors resigns, dies, or forfeits his office in any way, or is declared forfeit by a decision of the Board of Directors due to unaccounted for absence from the meetings for three straight months, the Board of Directors may continue to manage and represent the Company without replacing these members, provided that the remaining members are at least nine (9).

If the number of members of the Board of Directors drops below nine (9), and provided that the remaining members are at least three (3), the Board of Directors is obliged to elect replacements for the remainder of the term of office for the members being replaced, at least up until the ninth (9th) member. The decision on the election is published as provided by article 7b of codified law 2190/1920, as it applies, and is announced by the Board of Directors to the General Meeting immediately following, which can replace the member elected even if a relevant item has not been included in the daily agenda. In any case, all actions of the members of the Board of Directors that have been elected in such a manner are considered valid, even if the members are replaced by the General Meeting.

Constitution of the Board of Directors in a body

The Board of Directors elects from among its members, by an absolute majority of the members present or represented, the Chairman, the Vice Chairman who replaces the Chairman when he or she is absent or unavailable, while when the Vice Chairman is absent or unavailable he or she is replaced by another member of the Board of Directors who is appointed by it, or on occasion by the Chief Executive Officer of the Company. In addition, the Board of Directors, by an absolute majority of members present or represented, appoints its Secretary who may not necessarily be a member of the Board of Directors. These elections always take place during the first meeting of the Board of Directors following the General Meeting that decided the election of the Board of Directors. The Chairman, the Vice Chairman as well as the Chief Executive Officer can always be re-elected.

Convening the Board of Directors

The Board of Directors is convened by the Chairman or the Vice Chairman who replaces him, and meets at the headquarters of the Company, or through teleconference, in accordance with the provisions of codified law 2190/1920 that are in effect, at least once a month.

The Board of Directors can legally meet outside its headquarters in another place, either in the country or abroad, provided that at the meeting all of its members are present or represented, and no member is opposed to holding the meeting and to taking decisions.

In fiscal year 2014 the Board of Directors met eighteen (18) times.

The attendance of each member of the Board of Directors at its meetings that took place during their tenure in fiscal year 2014 is shown in the following table:

Name	Meetings during the member's tenure during fiscal year 2014	Number of meetings – present via proxy	Number of meetings - presence in person
Iakovos Georganas	18	-	18
Adamantini Lazari	18	1	1
Socrates Lazaridis	18	-	18
Alexandros Antonopoulos	18	2	15
Ioannis Emiris	18	-	17
Fokion Karavias	18	2	10
Dimitris Karaiskakis	18	-	18
Sofia Kounenaki – Efraimoglou	18	-	18
Nikolaos Milonas	18	-	18
Alexios Pilavios	18	-	18
Nikolaos Pimplis	6	-	6
Paula Hatjisotiriou	6	-	4
Petros Christodoulou	12	3	9
Dionysios Christopoulos	12	-	12
Nikolaos Chryssochoides	18	-	18

Quorum – Majority – Member representation - Minutes

The Board of Directors has a quorum and is legally in session when one half plus one member is present or represented; however the number of members that are present cannot be less than three (3). In order to calculate the number necessary for the quorum, any fractional remainder is discarded.

When the Board of Directors meets through teleconference, the members that participate in the teleconference are considered to be physically present.

The decisions of the Board of Directors are taken with an absolute majority of those present and represented, unless the law or the Articles of Association stipulate otherwise.

A member of the Board of Directors can be represented at the meetings only by another member of the Board of Directors, authorized in writing (including email, telegram or telefax), addressed to the Board of Directors.

The drafting and the signing of the minutes by all members of the Board of Directors or their representatives is equivalent to a decision of the Board of Directors, even if no meeting had previously taken place.

The discussions and the decisions of the Board of Directors are recorded in summary form in a special ledger which may be maintained electronically. Following the request of a member of the Board of Directors, the Chairman is obliged to record to the minutes an exact summary of the member's opinion. In this ledger, a list of members present or represented at the meeting of the Board of Directors is recorded. The minutes of the Board of Directors are signed by the Chairman or the Vice Chairman, the Chief Executive Officer and the Secretary of the Board of Directors. Copies or excerpts of the minutes are provided by the Chairman or his replacement or by a person assigned to do so by the Board of Directors.

Delegating responsibilities of the Board of Directors to consultants or third parties

The Board of Directors may, by a decision taken by an absolute majority of the members that are present and/or represented, delegate the exercise of all or some of its rights and or powers concerning the management, administration and representation of the Company to one or more persons, regardless of whether or not these persons are members of the Board. The title and responsibilities of each of these persons is always determined in the decision of the Board of Directors appointing them.

Obligations of the members of the Board of Directors

The members of the Board of Directors, Directors (division heads) and senior staff of the Company are forbidden to take actions, without the prior consent of the General Meeting, for their own account or for the account of third parties, either alone or in collaboration with third parties, that are included, in whole or in part, in the goals of the Group, or to carry out work related to those goals, or to participate as partners in companies that aim for such goals. If there is a breach of this prohibition, the Company has the right to receive compensation, and if the party responsible is a member of the Board of Directors, he or she forfeits the position by a decision of the Board of Directors. In that case, §§2 and 3 of article 23 of codified law 2190/1920 also apply.

Remuneration of the Board of Directors – Remuneration policy

A basic condition for continuous, long term growth, as well as ensuring the constant presence and sustainability of the company in the market, is the alignment of the goals and motives of the members of the BoD, executives and in general all employees of the company with the goals of the shareholders as well as with the general market conditions.

In recognition of this condition, and respecting its legal and regulatory obligations, the Company has implemented, maintains and applies basic principles and rules concerning employee remuneration, including the members of the BoD and executives that promote proper and effective risk management and do not create incentives for relaxing risk standards.

As part of the licensing of the subsidiary company of the Group Athens Exchange Clearing House S.A., and compliance with the Europear Market Infrastructure Regulation (EMIR) concerning the obligations of Central Counterparties (CCPs) together with the existing legal and regulatory framework in Greece, a specific remuneration policy was adopted which was subject to evaluation in accordance with the abovementioned Regulation and which was completed in February 2015. Following this and for reasons of direct application and unified rules, this policy will be adopted byu the Company in order to complete the following main principles that are applied.

The remuneration of the non-executive members of the Board of Directors is determined by a special decision of the Annual General Meeting, in accordance with the provision of article 24 of codified law 2190/1920 and is related to the time provided for the meetings of the Board of Directors in carrying out their duties as non-executive members, and the extent of their duties.

There is no provision for providing bonuses, stock options or performance based remuneration.

The General Meeting of shareholders of 29.5.2014 has preapproved the payment to members of the Board of Directors and of the Committees of remuneration in accordance with article 24 §2 of codified law 2190/1920 for fiscal year 2014. The relevant remuneration is as follows:

1. The amount of €160 per meeting for representation expenses per member of the Board of Directors, excluding its executive members.
2. The amount of €140 per meeting for representation expenses per member of the Board of Directors participating in the Strategic Investments Committee.
3. The amount of €160 per meeting for representation expenses per member of the Board of Directors participating in the Audit Committee.

All of the abovementioned amounts are gross before taxes and other fees, including third party fees.

Total remuneration of the non-executive members of the Board of Directors for their participation in the Board of Directors and the Committees in 2014 amounts to €37,200 (net remuneration €36,753.61).

The remuneration of the executive members of the Board of Directors (Chief Executive Officer & Chief Operating Officer) are approved in accordance with the provisions of codified law 2190/1920 by the General Meeting of shareholders. As regards the remuneration of the executive members of the Board of Directors, the following are applied:

- the remuneration and benefits policy of the Company for positions of equivalent level with those that the members of the Board of Directors hold, and
- the terms of their individual employment contracts (which have been approved by the GM of shareholders of the Company).

The structure of the remuneration for the executive members of the Board of Directors which do not receive remuneration for their participation in the Boards of Directors of the companies of the Group, includes a fixed and a supplementary part, as follows:

- Annual base salary and representation expenses
- Ancillary benefits (in the form of additional benefits), always in accordance with their position in the Company hierarchy, the corresponding corporate policies, and in accordance with the terms of their indefinite term employment contracts.

In particular:

The annual base pay is the fix part of the remuneration of executive members of the Board of Directors, and is determined in their individual employment contracts following approval by the General Meeting of shareholders of the Company, taking into consideration the level of their position in the organization, the importance of their position, their duties and responsibilities as well as market data on comparable positions of a similar level.

As far as other additional benefits are concerned, executive members of the Board of Directors receive supplementary benefits, which are provided without exception to all personnel of the Group, are part of the overall policy of the Company and do not provide any motive for assuming risk. These benefits are for example travel expenses, health and or pension insurance through an insurance organization, food subsidies etc.

It should be noted that the Annual General Meeting of shareholders of the Company of 29.5.2014 approved the extension of the term in the individual employment contract of the Chief Executive

Officer and the Chief Operating Officer concerning the reduction in their annual remuneration, which for fiscal year 2014 amount to €184,158.52 for the Chief Executive Officer and €106,410.28 for the Chief Operating Officer.

The abovementioned remuneration of executive members covers their services to all the companies of the Group. No bonuses, stock options or performance based remuneration have been paid.

Assessment of the Board of Directors

The Company assesses the way the Board of Directors functions and carries out its duties. The location and evaluation of the strengths and weaknesses is a prerequisite for the improvement of the effectiveness of the BoD.

The self-assessment of the Board of Directors and Committees of the Board of Directors concerns the Board as a whole. The Chairman of the BoD supervises the process.

The Board of Directors also appraises the performance of its Chairman; this process is headed by the non-executive Vice Chairman of the BoD. The assessment of each member of the Board of Directors is optional. The self-assessment of the Board of Directors takes place every two years. The Chairman of the BoD appoints an independent non-executive member of the Board or an independent third party to perform the assessment. The party responsible for carrying out the assessment must:

- Prepare the assessment form (questionnaire). In addition to the questionnaire, the party responsible for carrying out the assessment may gather any additional material deemed useful in the process, conduct personal interviews with the members of the Board of Directors and / or senior executives of the Group which do not sit on the BoD but have contact with members of the Board of Directors et al.
- Make the assessment form available to members of the Board of Directors and explain to them how to fill it out.
- Collect the data from the members.
- Ensure that anonymity and data confidentiality are maintained throughout the process.
- Draft the "Assessment Report" for the Board of Directors, by gathering the findings of the assessment process.

The assessment report is presented to the Board of Directors for discussion by the party responsible for the assessment. The management of the Company provides all necessary means to the party responsible for the assessment in order to complete the process. The Chairman of the BoD takes measures to resolve any identified weaknesses. The non-executive members of the BoD meet once a year, without the presence of executive members, in order to evaluate the performance of executive members.

Other professional commitments of members of the BoD

The current members of the Board of Directors have notified the Company about their professional commitments as follows (including significant non-executive commitments to corporations and non-profit organizations):

BoD member	Professional commitment
Iakovos Georganas	• Non-executive Chairman of the BoD of the subsidiary Hellenic Central Securities Depository S.A. • Non-executive Vice Chairman of the BoD of Piraeus Bank and member of the Audit Committee and the Succession and Nomination Committee of BoD Members of Piraeus Bank • Non-executive member of the BoDs of Aegean Airlines, Hellenic Cables and C&I

BoD member	Professional commitment
Adamantini Lazari	• Independent non-executive member of the BoD of Selonda Aquaculture, and a member of the Audit Committee • Member of the Investment Committee of the Economists Professional Insurance Fund
Socrates Lazaridis	• Member of the BoD of the Hellenic Capital Market Commission • Member of the Advisory Committee of the Institute for Economic Policy and Public Governance of the Hellenic-American Chamber of Commerce
Alexandros Antonopoulos	• Chief Executive Officer (executive member) of Attica Bank
Konstantinos Vassiliou	• Head of the Group Corporate and Investment Banking (GCIB) and a member of the Strategic Planning Committee and the Management Committee of Eurobank • Non-executive member of the Board of Directors of Eurobank Factors and Eurobank Cyprus Ltd
Ioannis Emiris	• General Manager of Private and Investment Banking at Alpha Bank
Dimitris Karaiskakis	None
Sofia Kounenaki – Efraimoglou	• Vice Chairwoman of the Foundation of the Hellenic World • Chairwoman and Chief Executive Officer of Adrittos Holding S.A. • Chairwoman and Chief Executive Officer of VEK S.A. Holding • Chairwoman and Chief Executive Officer of Ladis S.A. • Member of the BoD of the Hellenic Federation of Enterprises (SEV) • Member of the BoD of the Athens Chamber of Commerce and Industry (ACCI) • Cashier of the ALBA (Athens Laboratory of Business Administration) BoD • Vice Chairperson of the BoD of the Hellenic Corporate Governance Council • Vice Chairwoman of the BoD of Technopolis-Acropolis S.A. • Member of the Advisory Committee of the Institute for Economic Policy and Public Governance of the Hellenic-American Chamber of Commerce • Member of the BoD of the Peloponnesian Folklore Foundation
Nikolaos Milonas	• Professor of Finance at the Economics Department of Athens University • Deputy Dean of Financial Affairs at Athens University • Chairman of the BoD of ETB Energy Technology & Biofuels S.A.
Alexios Pilavios	• General Manager of Wealth Management at Alpha Bank • Chairman of the BoD of Alpha Finance • Chairman of the BoD of Alpha Asset Management • Member of the BoD of Alpha Bank London

BoD member	Professional commitment
Paula Hadjisotiriou	• Deputy Chief Executive Officer – executive member of the BoD of the National Bank of Greece S.A. • Non-executive Chairwomanof the BoD of NBG Asset Management • Non-executive 1st Vice Chairwoman of NBG Pangaea REIT • Non-executive member of the BoD of Finansbank and • NBG International • Non-executive member of the BoD of Hellenic Pension Mutual Fund Management Company (HPMF) • Non-executive Chairwoman of the Eurobank foundation for fire victims *(non-profit organization without a commercial purpose)*
Dionysios Christopoulos	• Deputy Director in the Banking Supervision Department of the Bank of Greece • Independent non-executive member of the subsidiaries "Athens Exchange Clearing House" and "Hellenic Central Securities Depository" • Member of the BoD of the Accounting Standardization and Audit Committee (ELTE)
Nikolaos Chryssochoides	• Chief Executive Officer of N. Chryssochoides Brokers • Vice Chairman of the BoD of Compro IT S.A. • Member of the BoD of U-Trade IT S.A. Holding • Member of the BoD of the Association of Members of the Athens Exchange

Committees of the Board of Directors

As part of the continuous improvement of the organizational structure of the Company and the Group, the Board of Directors has assigned specific tasks to the following main special Committees, among others, which meet on a regular or ad hoc basis.

Audit Committee:

The Audit Committee operates as a subcommittee of the Board of Directors and its main purpose is to supervise the quality and integrity of the accounting and auditing mechanisms, as well as the process by which the financial statements are produced. The Committee has three members, is chaired by an independent non-executive member of the BoD of the Company and has as members two non-executive members of the BoD, of which one is independent. The main responsibilities of the Committee are:

Supervision of the Internal Audit Department

- Examine and approve the Regulation of Operation of the Internal Audit Department, in order to assure that it complies with International Internal Audit Standards.
- Ensure the independence and objectivity of the Internal Audit Department, by proposing to the Board of Directors the appointment and dismissal of the head of the Internal Audit Department.
- Examine and revise, whenever necessary, the operation, structure, goals and procedures of the Internal Audit Department.
- Examine the short and long term plan of the Internal Audit Department, in order to assure its effectiveness.
- Examine and evaluate the audit reports of the Internal Audit Department, as well as management's comments.

- Evaluate, at least once a year, the competence, quality and effectiveness of the internal audit system, in order to promote more effective approaches whenever deemed necessary.

Supervision of the external auditors

- Propose to the Board of Directors to submit a proposal to the General Meeting, regarding the appointment, the reappointment and the recall of the external auditors, as well as approve the remuneration and hiring terms.
- Assure the Board of Directors that the work of the external auditors, insofar as the scope and the quality are concerned, is correct and adequate.
- Examine and monitor the independence of the external auditors, as well as the impartiality and effectiveness of the auditing process, taking into consideration the relevant professional and regulatory requirements,
- Examine and monitor the provision to the Company of additional services by the audit company in which the external auditors belong, in order to ensure their independence.
- Confers with the auditor about the material auditing differences that arose from the audit, independent on whether these were resolved,
- Confers with the auditor about any weaknesses of the System of Internal Audit which may have been discovered, especially when these concern the processes for providing financial information and drafting the financial statements.
- Supervision of the Financial Statements
- Assist the Board of Directors in order to ensure that the financial statements of the Company are trustworthy and in accordance with accounting standards, tax principles and the legislation in force.
- Ensure the existence of an effective process for providing financial information,
- Ensure, on behalf of the Board of Directors, that there are no significant disagreements between management and the external auditors,
- Intervene in order to resolve critical matters that may arise during the audit process, such as a potential difference of opinion between the auditor and those being audited.
- Receive the Management Letter from the external auditors and submit it to the Board of Directors.
- Inform the Board of Directors about matters for which the external auditors express strong reservations.

Supervision of the Auditing Mechanisms

- Assure the Board of Directors that there exists a sufficient and systematic review of the auditing mechanisms and the risk management mechanisms of the Company, which ensure the effectiveness, the sufficiency and the conservation of resources concerning the smooth operation of the Company and its subsidiaries.
- Assure the Board of Directors that the Company complies with the laws and regulations that govern its operation.
- Participate in the monitoring process and the implementation of the recommendations of the audit for improvements in the auditing mechanisms and the production process, in order to examine the course of implementation of the recommendations and any problems that arise in the relevant action plans.
- Receive information from the head of Internal Audit on all important findings, for which management has decided to assume the risk of non-compliance, either due to the cost involved, or due to specific conditions.
- Receive information in cases of conflict of interest in the transactions of the Company with associated with it persons, and submit to the Board of Directors the relevant reports.
- Ensure the existence of procedures in accordance with which the personnel of the Company, may, confidentially, express its concerns about potential breaches of the law and

irregularities in matters of financial information, or for other matters that concern the operation of the Company.

- Has the express right to assign the carrying out an inspection into any activity of the Company and its subsidiaries.
- Direct both the external as well as the internal auditors in their audit work, for which there is suspicion of fraud.
- Determine the selection and assign to certified auditors-accountants, besides the regular ones, the assessment of the adequacy of the System of Internal Audit. The assignment of such an assessment project must take place periodically and at least once every five years.

The composition of the Audit Committee, which was appointed by the Annual General Meeting of shareholders of the Company on 18.5.2011, in accordance with the provision of article 37 of Law 3693/2008, is the following:

Chairman	Nikolaos Milonas
Members	Adamantini Lazari
	Alexandros Antonopoulos

The Audit Committee meets a minimum of four times a year, i.e. every quarter, or more frequently if necessary, following an invitation by the Chairman. In particular, the Audit Committee has the express right to convene as often as it deems necessary in order to carry out its duties. The head of the Internal Audit, as well as any member of the Committee has the right to request the convocation of an extraordinary meeting of the Committee if it is deemed necessary and it is judged to be useful to do so.

At the meetings of the Committee, besides the members, other persons may participate – without the right to vote - such as the Chief Executive Officer, the head of Internal Audit, the Director of Financial Management, external auditors etc.

At least two (2) times per year, the Audit Committee must meet with the external auditors without the presence of management; the Audit Committee must also hold separate meetings with management and the internal auditors.

In order for the Committee to have the necessary quorum to meet and take decisions, the majority of its members must be present, either in person, or through a written authorization to another member of the Committee. If there is a tie in the voting, the Chairman casts the deciding vote.

The Audit Committee appoints its secretary, who is responsible for keeping detailed minutes of the meetings of the Committee. The minutes of the meetings record the decisions of the Committee, and are approved and signed by all members.

The Audit Committee reports to the Board of Directors on its activity at least once every quarter, either through minutes, or through written reports.

As part of carrying out its duties in 2014, the Audit Committee held seven (7) meetings. The participation of the Chairman and the members of the Audit Committee in the meetings held in fiscal year 2014 are shown in the following table:

Name	Meetings held in fiscal year 2014	Number of meetings – present via proxy	Number of meetings - presence in person
Nikolaos Milonas	7	-	7
Adamantini Lazari	7	1	6
Alexandros Antonopoulos	7	-	7

The Committee during the meetings above, dealt with all matters under its competence, mainly with:

a) The review of the interim and the annual financial statements, company and consolidated, before they are published in accordance with the applicable accounted standards.

b) ensure the independence of the auditors and make proposal for the selection of an auditing firm

c) audit and evaluate the risk management systems of the Company and the Group, monitor and evaluate the work of the Internal Audit Division, approve the staffing changes in the internal audit

In addition, in 2014 the Audit Committee met twice with the external auditors of the Company, without the presence of management of the Company.

Nomination and Compensation Committee:

The Nomination and Compensation Committee is composed of three members of the Board of Directors, out of which at least two are independent members; the Committee is chaired by an independent member. The main responsibilities of the Committee are to:

- Set Company policy on remuneration and other benefits that executive members of the management of the Company receive, in such a way so as to ensure respect with the principles of transparency and corporate governance.
- Ensure that executive members of the management of the Company receive remuneration and benefits in proportion to their duties and responsibilities that are such that can attract executives of high caliber and effectiveness, and that are comparable to those that are provided by other exchange groups of similar size and turnover abroad.
- Evaluate the effectiveness of the executive members of management during each fiscal year, always in conjunction with the targets of the budget that has been approved and the conditions that are prevalent in the market.
- Align shareholder interests with those of the executive members of management and senior staff through regular or extraordinary benefits that are connected to the profitability or the return on equity or in general to the financial performance of the Company and the Group.
- Propose to the Board of Directors person or persons appropriate to succeed the Chairman or the Chief Executive Officer in case of resignation or permanent inability to carry out their duties for any reason during their term of office.
- Propose to the Board of Directors person or persons appropriate to replace members of the Board of Directors in case of resignation or forfeiture of office or permanent inability to carry out their duties for any reason during their term of office.
- Propose to the Board of Directors a list of persons appropriate for election by the General Meeting as members of the Board of Directors of the Company.

Committee composition:

Chairman	Alexandros Antonopoulos
Members	Iakovos Georganas
	Sofia Kounenaki - Efraimoglou

The members of the Committee are appointed, removed and replaced by the Board of Directors. The loss of the status of member of the Board of Directors automatically implies the loss of the status of member of the Committee. The Committee meets at the invitation of the Chairman, as many times as it is deemed necessary in order to carry out its mission, but in any case no less than once every calendar year. Each member of the Committee has the right to ask the convocation of the Committee in writing, in order to discuss specific matters.

In order to take a decision, the Committee must have a quorum of at least two members. The presence, participation and voting of a member of the Committee when a matter is being discussed that concerns it directly and personally, or has a conflict of interest, is not allowed. The abovementioned prohibition does not apply to decisions on matters that have general application.

The Committee has the right to invite to its meetings as many employees, executives or consultants of the Group as it deems necessary or useful.

The Committee is assisted in carrying out its work by the departments of the Company and is allowed to hire outside consultants and to determine the terms of engagement with them; these fees will burden management's budget.

The Committee reexamines, on an annual basis, the present rules of its operation and either adds to or revises them with those amendments that it deems useful.

In carrying out its duties for 2014, the Committee met four (4) times in the presence of all of its members and among others:

- Submitted a proposal to the General Meeting to grant a permission in accordance with article 23a of codified law 2190/1920, to sign an extension of the term of the Appendix to the individual employment contract of the Chief Executive Officer and the Chief Operating Officer concerning the reduction of their annual remuneration retroactively to its expiration.
- It proposed to the Board of Directors replacements for the members of the Board of Directors that resigned.

Strategic Investments Committee:

The Strategic Investments Committee is composed of members of the Board of Directors, and its main purpose is to determine investment strategy. At the meetings of the Investment Committee the Chief Financial Officer, who has been appointed as administrator of the cash assets of the Company, is present. The Investments Committee reports to the Board of Directors. Its main responsibilities are to:

- Determine the short term and the long term investment goals.
- Monitor the implementation of those goals.
- Draft reports to the Board of Directors at regular intervals, detailing the results of the investment policy and describing possible deviations from the goals and performance that have been set.

Committee composition:

Chairman	Pola Hatzisotiriou
Members	Alexios Pilavios
	Adamantini Lazari

Stock Markets Steering Committee

The Committee was set up in accordance with §7.2 of the Athens Exchange Rulebook, to cover the operational needs of the Organized Markets that have been set up and are in operation in accordance with the Rulebook, as well as overall compliance with the Rulebook.

It has 9 members, of which 3 are chosen among executives of ATHEX and companies of the Group, with those members considered executive, and 6 chosen among persons whose professional activity is related to matters addressed by the Rulebook. Members of the Committee are appointed by a decision of the ATHEX BoD which ensures that participants in the capital market are represented to the maximum extent possible, thus accepting appointment proposals from those participants, with those proposals being non-binding.

The Members of the Committee are checked for eligibility in accordance with the provisions of §4 article 42 of law 3606/2007.

The responsibilities of the Committee are mainly to take decisions on manners concerning market access as described in Section 1 of the Exchange Rulebook; trading in the Market as described in Section 2 of the Exchange Rulebook; listing of financial instruments and classifying them in Segments as described in Sections 3 and 5 of the Exchange Rulebook; notification obligations of listed companies as described in Section 4 of the Exchange Rulebook; imposition of sanctions in accordance with Section 6 of the Rulebook, as well as other matters that concern the operation of the markets of the Exchange and application of the Exchange Rulebook, as they are specified in the Rulebook governing the operation of the Committee. Furthermore, the Committee is responsible for modifying the Rulebook of the Exchange and to issue decisions in execution of the Rulebook, in accordance with §7.3.1 of the Rulebook.

The Committee drafts a Rulebook of Operation in which its responsibilities are specified, the conflict of interest policies described, and the following are specified: the convocation, the quorum and decision making, how members forfeit their seats, are absent or unable to attend, how members are replaced, how minutes are kept, as well as other procedural details of its operation. The abovementioned Rulebook of Operation is disclosed to the BoD of the Exchange as well as the Hellenic Capital Market Commission. Up until the abovementioned Rulebook is drafted, or for matters that are not specified in any other way in it, the Steering Committee operates under rules similar to those of the BoD of the Exchange, as they are specified in the Articles of Association.

Committee composition:

Chairman	Socrates Lazaridis, Chief Executive Officer
Vice Chairman	Nikolaos Porfyris, Deputy Chief Operating Officer
Members	Panagiotis Drakos, President of the Union of Listed Companies
	Eleftherios Kourtalis, President of the Hellenic Federation of Enterprises-Textile Industries
	Michail Karamanof, Chief Executive Officer of Karamanof Securities
	Kimon Volikas, President of the Hellenic Fund and Asset Management Association
	Athanasios Savvakis, President of the Federation of Industries of Northern Greece
	Dionysios Christopoulos, executive at the Bank of Greece
	Apostolos Patrikios, Attorney, Committee Secretary

In 2014 the Committee met forty two (42) times in the framework of its responsibilities as mentioned above.

Xnet Steering Committee

The responsibility of the Committee is to regulate any matter and necessary detail that concerns the application of the provisions of the Regulatory Framework concerning the operation of the Xnet services, especially in relations with the Xnet Network, the examination of applications and the participation of Members and Clearing Members, the risk management procedures that are applied and the determination of all types of parameters, methodologies and processes concerning this management, the procedures for settling Xnet transactions and settlement, including the determination of cash settlement Entities and the particular procedures that are carried out by the Hellenic Central Securities Depository for settlement, the handling of overdue payments as well as taking related measures.

Committee composition:

Chairman	Dimitris Karaiskakis, Chief Operating Officer
Members	Andreas Daskalakis, Director of Market Operation & Member Support
	Christos Nikolaidis, Director of Risk Management and Clearing
	Konstantinos Karanasios, Director of Central Registry
	Dimitris Gardelis, Director of IT Development

The Committee was set up on 22.1.2015 and as such did not met in fiscal year 2014 as part of its abovementioned responsibilities.

Matters of internal audit and risk management of the Company in relation to the reporting process

The primary concern of the Company is the development and the constant improvement and upgrade of the Internal Audit System, which comprises all of the recorded audit mechanisms and processes that cover the whole range of daily operations and procedures of the Company.

In particular, as regards the financial operation of the Company, a system of safeguards is in place that prevents or detects significant errors on time in order to ensure the reliability of the financial statements, the effectiveness and efficiency of operations and compliance with the rules and regulations. Based on specific significance criteria (quantitative and qualitative), important accounts are located as well as companies of the Group that must be incorporated in the scope of the system. The procedures are recorded, the responsibilities and the policies are assigned, and the audit points are designed, and are applied on a continuous basis by management and staff.

The Board of Directors has the ultimate responsibility to monitor and appraise the effectiveness and sufficiency of the Internal Audit System.

The following are responsible for auditing the observance of the Internal Audit System: a) the Audit Committee and b) the Internal Audit Department.

The **Audit Committee** of the Company has been set up by decision of the Board of Directors of the Company and operates based on the Standards for the Professional Application of Internal Audit of the Institute of Internal Auditors, decision 5/204/14.11.2000 of the Hellenic Capital Market Commission regarding corporate governance, Law 3016/2022 re corporate governance, and Law 3693/2008 re the harmonization of Greek legislation with Directive 2006/43/EC.

The main purpose of the Audit Committee is to assist the Board of Directors in the supervision of the quality, adequacy and effectiveness of the internal audit and risk management system, as well as the quality of the work performance of the Company.

The **Internal Audit Department** operates in the manner prescribed by the Standards for the professional application of Internal Audit of the Institute of Internal Auditors, decision 5/204/14.11.2000 of the Hellenic Capital Market Commission and Law 3016/2002 concerning corporate governance. It reports to the Chief Executive Officer of the Company and operationally to the Board of Directors, through the Audit Committee, which supervises it.

The responsibility of the internal audit department is to express its opinion on the set of internal audit processes for each area monitored, based on the audit carried out, as per the annual audit schedule. The annual audit schedule, as approved by the Audit Committee of the Company, is the result of a methodology analyzing the risks that the Company potentially faces, and an appraisal of the internal audit system being followed.

The duties and responsibilities of the internal audit department are indicatively the following:

- Draft the policy of the Company in matters of internal audit.
- Plan and implement the annual internal audit schedule.
- Monitor the observance of the operational procedures of the Company.
- Monitor observance of company regulations as well as compliance with the laws, regulations and principles, codes of conduct and best market practices.
- Audit the financial transactions and compliance with contractual obligations.
- Appraise the degree to which all available resources are used effectively.
- Assess the degree of compliance and effectiveness of the risk management procedures that have been enacted by the Company
- Examine cases of conflict of interest during the transactions of the Company with parties associated with it, and submit such reports to the BoD.
- Ensure the existence of procedures through which the personnel of the Company may, in confidence, express its concerns about potential illegalities or irregularities.
- Draft reports and communicate the findings of the audits to management and to the Audit Committee.

- Provide for the smooth carrying out of the work of the external auditors (if used), and act as a communication hub between them and the Group.
- Monitor the implementation of structural changes.

Furthermore, at the end of 2010 the Compliance and Risk Management Division was created at the Company, reporting directly to the Chief Executive Officer. The main task of this Division is compliance and risk management.

Compliance: this activity concerns compliance with the letter, but mostly with the spirit of the laws, regulations and principles, codes of conduct, best practices in the markets of each country, where the company is active, in order to minimize the risk of legal and supervisory sanctions, financial damages, or damage to the good name that the Company may incur as a result of its failure to comply with the rules.

Risk Management: this activity concerns the comprehensive approach to the risks that the Company faces in order to recognize, calculate and finally manage them. It covers counterparty risk, market risk, settlement bank risk, custody risk.

The internal risk management system and the internal audit system of the Company give significant emphasis to the avoidance or dampening of the risks that arise from the financial report procedure. The Compliance and Risk Management division, as well as the Internal Audit Department contribute to this framework by monitoring and carrying out the relevant audit activities.

Information re items of article 10 §1 (c), (d), (f), (h), (i) of Directive 2004/25/EC of the European Parliament and of the Council of April 21st 2004 concerning public offers

- The information required under item (c) of article 10 §1 of Directive 2004/25/EC is already included in another section of the Annual Financial Report that refers to the additional information of article 4 §7 of law 3556/2007.
- With regards to the information required under item (d) of article 10 §1 of Directive 2004/25/EC, there are no securities of the Company that confer special control privileges to their holders.
- With regards to the information required under item (f) of article 10 §1 of Directive 2004/25/EC, there is no restriction of any kind on voting rights.
- With regards to the information required under item (h) of article 10 §1 of Directive 2004/25/EC, the provisions of the Articles of Association of the Company concerning the appointment and replacement of members of the Board of Directors and modifications of the Company's Articles of Association do not deviate from the provisions in codified law 2190/1920.

  In particular, in accordance with the provisions of the Articles of Association, the members of the Board of Directors can be nine (9) up to thirteen (13), are elected by the General Meeting, which also decides on their number. Their term of office is four years, beginning on the day of election by the General Meeting and ends at the Annual General Meeting that is convened in the year during which the four year term since the election has already been completed.

  If a member of the Board of Directors resigns, dies, or forfeits his office in any way, or is declared forfeit by a decision of the Board of Directors due to unaccounted for absence from the meetings for three straight months, the Board of Directors may continue to manage and represent the Company without replacing these members, provided that the remaining members are at least nine (9).

  If the number of members of the Board of Directors drops below nine (9), and provided that the remaining members are at least three (3), the Board of Directors is obliged to elect replacements for the remainder of the term of office for the members being replaced, at least up until the ninth (9th) member. If elected by the Board of Directors as a temporary member to replace another member, the election is announced to the General

Meeting immediately following (Annual or Extraordinary), which may replace the members thus elected even if no such item has been included in the daily agenda of the General Meeting in question.

Already, by decision of the General Meeting, the members of the Board of Directors are thirteen (13).

The members of the Board of Directors can always be reelected, and are freely recalled by the General Meeting of shareholders.

- The information required under item (i) of article 10 §1 of Directive 2004/25/EC is already included in another section of the Annual Financial Report that refers to the additional information of article 4 §7 of law 3556/2007.

2.2 Transactions with associated companies of the HELLENIC EXCHANGES-ATHENS STOCK EXCHANGE S.A. (ATHEX) Group for the 13th fiscal year from 1.1.2014 to 31.12.2014

In accordance with the provisions of Article 2 of Law 3016/2002 on "Corporate governance, payroll issues and other provisions", a report on transactions with associated companies of the Hellenic Exchanges-Athens Stock Exchange SA Group (ATHEX) has been prepared for the fiscal year 1.1.2014 - 31.12.2014.

The transactions with companies associated with the Group concern the following expense categories:

Dividends

These are the dividends which are received by Athens Exchange and by its subsidiaries, based on their percentages of participation.

Invoicing of services

These are services relating to the granting of the right to use the OASIS system, monitoring and maintenance of the network, computer and telecommunications equipment of the companies of the Group and provision of information to data vendors.

Intra-Group Contracts

Because of the operating restructuring of the Group, by contract dated 25.4.2005, Athens Exchange provides support and administrative services to the other companies of the Group. In addition, by contract ATHEX provides user and IT services to the other companies of the Group; these services are customized in the individual contracts. These contracts are no longer in effect because of the restructuring of the Group starting on 1.1.2014.

Rents

Following the completion of the new building and the relocation of the departments of the Group there, HELEX collected rent from ATHEX and ATHEXClear up until 19.12.2013. The HELEX central registry and depository business, which included the building at 110 Athinon Ave, was transferred on 19.12.2013 to TSEC, at the same time as the headquarters were moved to Athens and the name of the company changed to HCSD. Starting on 1.1.2014 rent is collected by ATHEXCSD.

Financing

The former ATHEX had entered into a loan agreement with HELEX in order to provide the latter with a short term cash facility. Following the merger of ATHEX with HELEX on 19.12.2013, the loan agreement was written off.

	GROUP		COMPANY	
	31.12.2014		31.12.2014	
Remuneration of executives and members of the BoD	1,482	1,450	725	658

For the Hellenic Exchanges-Athens Stock Exchange S.A. (ATHEX) Group (following the completion of the restructuring), the intra-Group transactions between the following associated companies according to article 42e of Codified Law 2190/1920 are included:

- Hellenic Exchanges-Athens Stock Exchange S.A. (ATHEX)
- Hellenic Central Securities Depository (ATHEXCSD)
- Athens Exchange Clearing House (ATHEXClear)

The balances and the intra-Group transactions of the companies of the Group on 31.12.2014 are shown in the following tables:

INTRA-GROUP BALANCES (in €) 31-12-2014				
		ATHEX	ATHEXCSD	ATHEXCLEAR
ATHEX	Claims	0	429,508.61	0
	Liabilities	0	0	0
ATHEXCSD	Claims	0	0	3,675,558.58
	Liabilities	429,508.61	0	1,600.00
ATHEXCLEAR	Claims	0	1,600.00	0
	Liabilities	0	3,675,558.58	0

INTRA-GROUP BALANCES (in €)				
		ATHEX	ATHEXCSD	ATHEXClear
ATHEX	Claims	0	456,509.80	17,712.00
	Liabilities	0	1,278,648.36	23,311,600.00
ATHEXCSD	Claims	1,278,648.36	0	3,906,149.24
	Liabilities	456,509.80	0	0
ATHEXClear	Claims	23,311,600.00	0	0
	Liabilities	17,712.00	3,906,149.24	0

INTRA-GROUP REVENUES-EXPENSES (in €) 31-12-2014				
		ATHEX	ATHEXCSD	ATHEXCLEAR
ATHEX	Revenue	0	500,437.79	0
	Expenses	0	147,536.52	0
ATHEXCSD	Revenue	147,536.52	0	14,602,217.53
	Expenses	500,437.79	0	0
ATHEXCLEAR	Revenue	0	0	0
	Expenses	0	14,602,217.53	0

INTRA-GROUP REVENUES-EXPENSES (in €)				
		ATHEX	ATHEX	ATHEXClear
ATHEX	Revenue	0	390,952.15	7,661,115.34
	Expenses	0	92,951.95	0
ATHEXCSD	Revenue	92,951.95	0	3,902,596.94
	Expenses	390,952.15	0	0
ATHEXClear	Revenue	0	0	0
	Expenses	7,661,115.34	3,902,596.94	0

Intra-Group transactions concern: the annual fee for trade settlement (art. 1 decision 1 of ATHEX fees), settlement instructions (art. 1 decision 1 of ATHEX fees), support services (accounting, security, administrative services etc.), IT services, as well as PC support services, which are invoiced at prices comparative to those between third parties

2.3 Explanatory Report in accordance with Article 4 of Law 3556/2007

The present explanatory report of the Board of Directors contains information in accordance with article 4 §7 of Law 3556/2007, and will be submitted to the Annual General Meeting of shareholders, in accordance with the provisions of article 4 §8 of Law 3556/2007.

1. Share capital structure

The share capital of the Company amounts to €48,372,736.62 and is divided into 65.368.563 shares, with a par value of €0.74 each. All shares are listed for trading in the Main cash market of Athens Exchange. The Company's shares are common registered with a voting right.

2. Restrictions on the transfer of shares of the Company

The transfer of shares of the Company takes place in accordance with the Law and there are no restrictions on their transfer in the Company's Articles of Association.

3. Significant direct or indirect participations in accordance with the provisions of Law 3556/2007

The following shareholders on 31.12.2014 possessed, directly and indirectly, more than 5% of the share capital of the Company:

Shareholder	% of the share capital of the Company
HELLENIC FINANCIAL STABILITY FUND (indirect participation - % based on the notification by the company on 9.7.2013)	5.90
WELLINGTON MANAGEMENT COMPANY LLP (indirect participation - % based on the notification by the company on 22.12.2014)	5.14
THE LONDON AND AMSTERDAM TRUST COMPANY LTD (direct participation - % based on the notification by the company on 6.12.2013)	5.01

No other physical or legal entity possesses more than 5% of the share capital of the Company.

4. Shares that provide special control rights

No shares of the Company exist that confer on their holders special control privileges.

5. Voting right restrictions

No voting right restrictions are foreseen in the Articles of Association of the Company.

6. Agreements between shareholders of the Company

No agreement between its shareholders has been made known to the Company that implies restrictions in the transfer of its shares or in the exercise of voting rights of the Company's shares.

7. Rules for appointing and replacing members of the Board of Directors and modifying the Articles of Association, provided that they deviate from the provisions of Law 2190/1920

The Articles of Association have been harmonized with the provisions of Law 3604/2007. Beyond the special provision regarding the continuation of the representation and management of the Company in case of resignation, death, or in any other way loss of the capacity of Member of the BoD, provided that the remaining members are at least nine (9) in number, the provisions of the Articles of Association concerning the appointment and replacement of the members of the Board of Directors and the modification of the Articles of Association do not deviate from the provisions of Law 2190/1920, as it applies.

8. Responsibility of the Board of Directors or specific BoD members regarding the issuance of new shares or the purchase of own shares in accordance with article 16 of Law 2190/1920, as it applies

In accordance with article 13 §13 of Law 2190/1920, as it applies, the Board of Directors can increase the share capital of the Company, by issuing new shares, in order to implement stock option plans approved by the General Meeting, whereby beneficiaries obtain Company shares.

In accordance with the provisions of article 16 of Law 2190/1920, as it applies, the Company may, following the approval of the General Meeting, obtain own shares up to the amount of 1/10 of the paid-in share capital, under the specific terms and conditions foreseen by article 16 of Law 2190/1920, as it applies. There is no provision in the Articles of Association of the Company contrary to the above.

9. Important agreement concluded by the Company, coming into effect, modified or expiring, in case there is a change of control of the Company following a public offer, and the effects of any such agreement

No such agreement exists.

10. Agreements that the Company has concluded with members of its Board of Directors or with employees, which foresee the payment of compensation in case of resignation or termination without cause, or termination of the term of office or employment, as a result of a public offer

There are no agreements between the Company and members of its Board of Directors or employees, which foresee the payment of compensation, especially in case of resignation or termination without cause, or termination of the term of office or employment, as a result of a public offer

2.4 Information according to Article 10 of Law 3401/2005

In 2014, in order to inform investors the company released the following press releases and announcements:

Date	Subject
31.12.2014	Appointment of new executives
03.12.2014	1st Repetitive General Meeting - Voting results
02.12.2014	1st Repetitive General Meeting
19.11.2014	Comment on press reports
19.11.2014	Extraordinary General Meeting
18.11.2014	9M 2014 financial results - EUR17.3m net after tax profits
21.10.2014	INVITATION to an Extraordinary General Meeting
24.09.2014	Lapse of the right to the dividend for fiscal year 2008
27.08.2014	Change in the composition of the Board of Directors
28.07.2014	First Half 2014 financial results - EUR13.4m net after tax profits
18.07.2014	Tax certificate for fiscal year 2013
11.07.2014	Special Dividend (Share capital reduction through a reduction in the share par value)
02.07.2014	Financial Calendar (updated for the special dividend)
17.06.2014	1st Repetitive General Meeting
03.06.2014	13th Annual General Meeting - Voting results
29.05.2014	13th Annual General Meeting of HELEX
26.05.2014	Q1 2014 financial results - EUR4.8m net after tax profits
05.05.2014	INVITATION to the 13th Annual General Meeting
02.05.2014	Change in the composition of the Board of Directors
21.03.2014	Executive appointment
20.03.2014	HELEX 2013 financial results - €32.3m net after tax profits
05.03.2014	Financial Calendar (modified)
29.01.2014	Financial Calendar

In addition, in 2014 the Company published the following announcements of regulated information:

Date	Subject
30.12.2014	Announcement of regulated information in accordance with Law 3556/2007
29.12.2014	Announcement of regulated information in accordance with Law 3556/2007
23.12.2014	Announcement of regulated information in accordance with Law 3556/2007
22.12.2014	Notification about a significant change in the number of voting rights (Law 3556/2007)
19.12.2014	Announcement of regulated information in accordance with Law 3556/2007
17.12.2014	Announcement of regulated information in accordance with Law 3556/2007
15.12.2014	Announcement of regulated information in accordance with Law 3556/2007
11.12.2014	Announcement of regulated information in accordance with Law 3556/2007
08.12.2014	Announcement of regulated information in accordance with Law 3556/2007
02.12.2014	Announcement of regulated information in accordance with Law 3556/2007
02.12.2014	Announcement of regulated information in accordance with Law 3556/2007
28.11.2014	Announcement of regulated information in accordance with Law 3556/2007
26.11.2014	Announcement of regulated information in accordance with Law 3556/2007
24.11.2014	Announcement of regulated information in accordance with Law 3556/2007
20.11.2014	Announcement of regulated information in accordance with Law 3556/2007
19.11.2014	Announcement of regulated information in accordance with Law 3556/2007
13.11.2014	Announcement of regulated information in accordance with Law 3556/2007
10.11.2014	Announcement of regulated information in accordance with Law 3556/2007
06.11.2014	Announcement of regulated information in accordance with Law 3556/2007
03.11.2014	Announcement of regulated information in accordance with Law 3556/2007
30.10.2014	Announcement of regulated information in accordance with Law 3556/2007
24.10.2014	Announcement of regulated information in accordance with Law 3556/2007
23.10.2014	Announcement of regulated information in accordance with Law 3556/2007
21.10.2014	Announcement of regulated information in accordance with Law 3556/2007
21.10.2014	Announcement of regulated information in accordance with Law 3556/2007
17.10.2014	Announcement of regulated information in accordance with Law 3556/2007
17.10.2014	Announcement of regulated information in accordance with Law 3556/2007
17.10.2014	Announcement of regulated information in accordance with Law 3556/2007
14.10.2014	Announcement of regulated information in accordance with Law 3556/2007
09.10.2014	Announcement of regulated information in accordance with Law 3556/2007
07.10.2014	Announcement of regulated information in accordance with Law 3556/2007
07.10.2014	Announcement of regulated information in accordance with Law 3556/2007

Date	Subject
03.10.2014	Announcement of regulated information in accordance with Law 3556/2007
03.10.2014	Announcement of regulated information in accordance with Law 3556/2007
30.09.2014	Announcement of regulated information in accordance with Law 3556/2007
25.09.2014	Announcement of regulated information in accordance with Law 3556/2007
22.09.2014	Announcement of regulated information in accordance with Law 3556/2007
22.09.2014	Announcement of regulated information in accordance with Law 3556/2007
15.09.2014	Announcement of regulated information in accordance with Law 3556/2007
10.09.2014	Announcement of regulated information in accordance with Law 3556/2007
08.09.2014	Announcement of regulated information in accordance with Law 3556/2007
04.09.2014	Announcement of regulated information in accordance with Law 3556/2007
01.09.2014	Announcement of regulated information in accordance with Law 3556/2007
27.08.2014	Announcement of regulated information in accordance with Law 3556/2007
22.08.2014	Announcement of regulated information in accordance with Law 3556/2007
19.08.2014	Announcement of regulated information in accordance with Law 3556/2007
13.08.2014	Announcement of regulated information in accordance with Law 3556/2007
11.08.2014	Announcement of regulated information in accordance with Law 3556/2007
06.08.2014	Announcement of regulated information in accordance with Law 3556/2007
01.08.2014	Announcement of regulated information in accordance with Law 3556/2007
30.07.2014	Announcement of regulated information in accordance with Law 3556/2007
29.07.2014	Announcement of regulated information in accordance with Law 3556/2007
25.07.2014	Announcement of regulated information in accordance with Law 3556/2007
25.07.2014	Announcement of regulated information in accordance with Law 3556/2007
22.07.2014	Announcement of regulated information in accordance with Law 3556/2007
18.07.2014	Announcement of regulated information in accordance with Law 3556/2007
18.07.2014	Announcement of regulated information in accordance with Law 3556/2007
14.07.2014	Announcement of regulated information in accordance with Law 3556/2007
09.07.2014	Announcement of regulated information in accordance with Law 3556/2007
04.07.2014	Announcement of regulated information in accordance with Law 3556/2007
01.07.2014	Announcement of regulated information in accordance with Law 3556/2007
27.06.2014	Announcement of regulated information in accordance with Law 3556/2007
24.06.2014	Announcement of regulated information in accordance with Law 3556/2007
20.06.2014	Announcement of regulated information in accordance with Law 3556/2007
18.06.2014	Announcement of regulated information in accordance with Law 3556/2007
16.06.2014	Announcement of regulated information in accordance with Law 3556/2007
16.06.2014	Announcement of regulated information in accordance with Law 3556/2007
16.06.2014	Announcement of regulated information in accordance with Law 3556/2007
16.06.2014	Announcement of regulated information in accordance with Law 3556/2007
16.06.2014	Announcement of regulated information in accordance with Law 3556/2007
06.06.2014	Announcement of regulated information in accordance with Law 3556/2007
04.06.2014	Announcement of regulated information in accordance with Law 3556/2007
04.06.2014	Announcement of regulated information in accordance with Law 3556/2007
30.05.2014	Announcement of regulated information in accordance with Law 3556/2007
30.05.2014	Announcement of regulated information in accordance with Law 3556/2007
28.05.2014	Announcement of regulated information in accordance with Law 3556/2007
23.05.2014	Announcement of regulated information in accordance with Law 3556/2007
19.05.2014	Announcement of regulated information in accordance with Law 3556/2007
19.05.2014	Announcement of regulated information in accordance with Law 3556/2007
15.05.2014	Announcement of regulated information in accordance with Law 3556/2007
13.05.2014	Announcement of regulated information in accordance with Law 3556/2007
09.05.2014	Announcement of regulated information in accordance with Law 3556/2007
07.05.2014	Announcement of regulated information in accordance with Law 3556/2007
05.05.2014	Announcement of regulated information in accordance with Law 3556/2007
29.04.2014	Announcement of regulated information in accordance with Law 3556/2007
29.04.2014	Announcement of regulated information in accordance with Law 3556/2007
24.04.2014	Announcement of regulated information in accordance with Law 3556/2007
17.04.2014	Announcement of regulated information in accordance with Law 3556/2007
15.04.2014	Announcement of regulated information in accordance with Law 3556/2007
11.04.2014	Announcement of regulated information in accordance with Law 3556/2007
09.04.2014	Announcement of regulated information in accordance with Law 3556/2007
07.04.2014	Announcement of regulated information in accordance with Law 3556/2007
07.04.2014	Announcement of regulated information in accordance with Law 3556/2007
02.04.2014	Announcement of regulated information in accordance with Law 3556/2007
31.03.2014	Announcement of regulated information in accordance with Law 3556/2007
27.03.2014	Announcement of regulated information in accordance with Law 3556/2007
24.03.2014	Announcement of regulated information in accordance with Law 3556/2007
20.03.2014	Announcement of regulated information in accordance with Law 3556/2007
20.03.2014	Announcement of regulated information in accordance with Law 3556/2007
17.03.2014	Announcement of regulated information in accordance with Law 3556/2007
12.03.2014	Announcement of regulated information in accordance with Law 3556/2007
07.03.2014	Announcement of regulated information in accordance with Law 3556/2007
07.03.2014	Announcement of regulated information in accordance with Law 3556/2007
05.03.2014	Announcement of regulated information in accordance with Law 3556/2007
27.02.2014	Announcement of regulated information in accordance with Law 3556/2007
24.02.2014	Announcement of regulated information in accordance with Law 3556/2007

Date	Subject
20.02.2014	Announcement of regulated information in accordance with Law 3556/2007
18.02.2014	Announcement of regulated information in accordance with Law 3556/2007
13.02.2014	Announcement of regulated information in accordance with Law 3556/2007
13.02.2014	Announcement of regulated information in accordance with Law 3556/2007
10.02.2014	Announcement of regulated information in accordance with Law 3556/2007
07.02.2014	Announcement of regulated information in accordance with Law 3556/2007
07.02.2014	Announcement of regulated information in accordance with Law 3556/2007
05.02.2014	Announcement of regulated information in accordance with Law 3556/2007
05.02.2014	Announcement of regulated information in accordance with Law 3556/2007
03.02.2014	Announcement of regulated information in accordance with Law 3556/2007
30.01.2014	Announcement of regulated information in accordance with Law 3556/2007
30.01.2014	Announcement of regulated information in accordance with Law 3556/2007
28.01.2014	Announcement of regulated information in accordance with Law 3556/2007
24.01.2014	Announcement of regulated information in accordance with Law 3556/2007
21.01.2014	Announcement of regulated information in accordance with Law 3556/2007
17.01.2014	Announcement of regulated information in accordance with Law 3556/2007
14.01.2014	Announcement of regulated information in accordance with Law 3556/2007
10.01.2014	Announcement of regulated information in accordance with Law 3556/2007
09.01.2014	Announcement of regulated information in accordance with Law 3556/2007
03.01.2014	Announcement of regulated information in accordance with Law 3556/2007
03.01.2014	Announcement of regulated information in accordance with Law 3556/2007

All the abovementioned documents (press releases, announcements and invitations), as well as all other announcements since the Company was founded, are available at the company's website (www.athexgroup.gr), in sub-section "News & Statistics" of section "Investor Relations", sorted by date. The Press Releases and the Announcements of the company are published simultaneously in the Greek and English languages.

Athens, 16 March 2015

THE BOARD OF DIRECTORS

3. AUDIT REPORT BY THE INDEPENDENT CERTIFIED AUDITORS ACCOUNTANTS

ERNST & YOUNG (HELLAS)
Certified Auditors – Accountants S.A.
Chimarras 8B,
151 25, Marousi Athens, Greece

Tel.: 210 2886 000
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Building a better working world

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of

"HELLENIC EXCHANGES – ATHENS STOCK EXCHANGE SA (ATHEX)"

Report on the Financial Statements

We have audited the accompanying financial statements of "**HELLENIC EXCHANGES – ATHENS STOCK EXCHANGE SA (ATHEX)**", which comprise the statement of financial position as at December 31, 2014, the statement of comprehensive income, statement of changes in equity and cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards as adopted by the European Union and for such internal controls as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards of Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of "**HELLENIC EXCHANGES – ATHENS STOCK EXCHANGE SA (ATHEX)**" as at December 31, 2014, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

A member firm of Ernst & Young Global Limited

ERNST & YOUNG (HELLAS)
Certified Auditors – Accountants S.A.
Chimarras 8B,
151 25, Marousi Athens, Greece

Tel.: 210 2886 000
Fax: 210 2886 905
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Report on Other Legal and Regulatory Requirements

A) The Directors' Report includes a statement of corporate governance which contains the information required by paragraph 3d article 43a of Codified Law 2190/1920.

B) We confirm that the information given in the Directors' Report is consistent with the accompanying financial statements and complete in the context of the requirements of articles 43a, 108 and 37 of Codified Law 2190/1920.

Athens, 16 March 2015

The Certified Auditor Accountant

PANAGIOTIS I.K PAPAZOGLOU	DIMITRIOS CONSTANTINOU
S.O.E.L R.N. 16631	S.O.E.L R.N. 16201

ERNST & YOUNG (HELLAS)

CERTIFIED AUDITORS ACCOUNTANTS S.A.

Chimarras 8B, 151 25, Marousi Athens

COMPANY S.O.E.L. R.N. 107

A member firm of Ernst & Young Global Limited

4. ANNUAL FINANCIAL STATEMENTS

For the period 1 January 2014 – 31 December 2014

In accordance with the International Financial Accounting Standards

4.1 ANNUAL STATEMENT OF COMPREHENSIVE INCOME

		GROUP		COMPANY	
		01.01	01.01	01.01	01.01
	Notes	31.12.2014	31.12.2013	31.12.2014	31.12.2013
Revenue					
Trading	5.9	9,336	6,699	9,336	645
Clearing	5.10	17,563	13,597	0	0
Settlement	5.11	1,964	14,108	0	24,714
Exchange services	5.12	6,924	34,654	6,742	215
Depository services	5.13	3,792	4,629	0	4,377
Clearinghouse services	5.14	296	333	0	0
Market Data	5.15	3,627	3,766	3,910	55
IT services	5.16	309	332	163	163
Revenue from re-invoiced expenses	5.17	1,018	1,324	1,017	194
New Services (XNET, CP CSE - Sibex, IT etc)	5.19	1,658	1,604	669	565
Other services	5.18	802	420	462	559
Total turnover		**47,289**	**81,466**	**22,299**	**31,487**
Hellenic Capital Market Commission fee	5.33	(2,155)	(1,576)	(860)	(133)
Total revenue		**45,134**	**79,890**	**21,439**	**31,354**
Expenses					
Personnel remuneration and expenses	5.21	9,958	10,328	4,216	3,709
Third party remuneration and expenses	5.22	692	589	588	241
Utilities	5.23	875	891	168	798
Maintenance / IT support	5.24	1,497	1,524	933	998
Other Taxes	5.25	1,629	985	1,111	597
Building / equipment management	5.26	663	806	136	516
Marketing and advertising expenses	5.27	248	149	232	29
Participation in organizations expenses	5.28	284	331	260	151
Insurance premiums	5.29	461	516	439	456
Operating expenses	5.30	452	413	448	401
BoG - cash settlement	5.31	58	62	0	62
Other expenses	5.32	136	478	89	176
Total operating expenses		**16,953**	**17,072**	**8,620**	**8,134**
Re-invoiced expenses	5.35	1,021	1,118	969	80
Expenses from new activities (XNET, CSE-SIBEX CP, IT)	5.34	755	592	64	93
Non-recurring expenses	5.36	647	607	803	284
Total operating expenses, including new activities		**19,376**	**19,389**	**10,456**	**8,591**
Earnings before Interest, Taxes, Depreciation & Amortization(EBITDA)		**25,758**	**60,501**	**10,983**	**22,763**
Depreciation	5.37 & 5.38	(1,800)	(1,420)	(793)	(1,061)
Earnings Before Interest and Taxes (EBIT)		**23,958**	**59,081**	**10,190**	**21,702**
Capital income	5.42	3,703	4,532	3,083	577
Impairment provision-financial assets available for sale		0	(501)	0	(501)
Financial expenses	5.42	(8)	(10)	(5)	(4)
Earnings Before Tax (EBT)		**27,653**	**63,102**	**13,268**	**21,774**
Income tax	5.50	(6,640)	(17,730)	(2,940)	(8,673)
Extraordinary tax (Law 4172/2013)	5.50	0	(13,088)	0	(13,088)
Profits after tax		**21,013**	**32,284**	**10,328**	**13**

Certain amounts in the previous fiscal year have changed (see note 5.2)

The notes on chapter 5 form an integral part of these financial statements of 31.12.2014.

(Amounts in thousand euro unless otherwise noted) 56

Net profit after tax (A)		**21,013**	**32,284**	**10,328**	**13**
Other comprehensive income/(losses)					
Available for sale financial assets					
Valuation profits / (losses) during the period	5.41	843	800	843	800
Income tax included in other comprehensive income / (losses) (note 5.50)		(219)	(208)	(219)	(208)
Actuarial profits / (losses) from staff compensation provision	5.21	(408)	78	(179)	36
Effect in tax income (note 5.50)		106	(20)	47	(9)
Total other income / (loss) after taxes not transferred to other fiscal years(B)		**322**	**650**	**492**	**619**
Total comprehensive income (A) + (B)		**21,335**	**32,934**	**10,820**	**632**
Distributed to:					
Non controlling participations		0	0		
Company shareholders		21,335	32,934		
Profits after tax per share (basic & impaired; in €)		0.33	0.50		

The notes on chapter 5 form an integral part of these financial statements of 31.12.2014.

(Amounts in thousand euro unless otherwise noted) 57

4.2 ANNUAL STATEMENT OF FINANCIAL POSITION

	Note	GROUP		COMPANY	
		31.12.2014	31.12.2013	31.12.2014	31.12.2013
ASSETS					
Non-Current Assets					
Tangible assets for own use	5.37	23,271	24,320	469	654
Intangible assets	5.37	3,805	2,163	3,011	1,465
Real Estate Investments	5.38	4,494	4,697	4,494	4,697
Participations & other long-term receivables	5.39	72	72	58,123	58,123
Deferred taxes	5.44	2,929	1,808	802	21
		34,571	**33,060**	**66,899**	**64,960**
Current Assets					
Clients	5.40	6,591	7,713	3,740	4,120
Other claims	5.40	10,593	11,578	5,953	6,117
Income tax claim	5.50	1,677	0	808	0
Financial assets available for sale	5.41	3,383	2,540	3,383	2,540
Cash and cash equivalents	5.42	151,551	162,841	96,057	144,381
Third party balances in ATHEXClear bank account	5.43	102,056	0	0	0
		275,851	**184,672**	**109,941**	**157,158**
TOTAL ASSETS		**310,422**	**217,732**	**176,840**	**222,118**
LIABILITIES & SHAREHOLDERS' EQUITY					
Equity & Reserves					
Share capital	5.45	48,373	49,680	48,373	49,680
Share premium	5.45	43,954	94,334	43,954	94,334
Reserves	5.45	61,598	129,523	59,246	127,250
Retained earnings		35,283	(92,774)	19,839	(97,738)
Shareholder equity		189,208	180,763	171,412	173,526
Total Equity		**189,208**	**180,763**	**171,412**	**173,526**
Long term liabilities					
Subsidies and other long term liabilities	5.46	111	134	50	23,360
Provisions	5.47	3,025	2,256	2,012	1,368
Deferred taxes	5.44	3,603	3,603	0	0
		6,739	**5,993**	**2,062**	**24,728**
Short term liabilities					
Suppliers and other commercial liabilities	5.48	9,213	10,197	2,920	4,982
Taxes payable	5.50	2,531	20,171	0	18,329
Social Security		675	608	446	553
Third party balances in ATHEXClear bank account	5.49	102,056	0	0	0
		114,475	**30,976**	**3,366**	**23,864**
TOTAL LIABILITIES		**121,214**	**36,969**	**5,428**	**48,592**
TOTAL LIABILITIES & SHAREHOLDERS' EQUITY		**310,422**	**217,732**	**176,840**	**222,118**

The notes on chapter 5 form an integral part of these financial statements of 31.12.2014

(Amounts in thousand euro unless otherwise noted) 58

4.3 ANNUAL STATEMENT OF CHANGES IN EQUITY

4.3.1 GROUP

	Share Capital	Share Premium	Reserves	Retained Earnings	Total	Non controlling participations	Total Equity
Balance 01/01/2013	**51,641**	**94,279**	**81,475**	**(71,777)**	**155,618**	**5**	**155,623**
Profit for the period				32,284	32,284		32,284
Other comprehensive income after taxes			594	56	650		650
Total comprehensive income after taxes	**0**	**0**	**594**	**32,340**	**32,934**	**0**	**32,934**
Changes due to restructuring		55	47,454	(47,454)	55		55
Dividends paid				(5,883)	(5,883)		(5,883)
Acquisition of non-controlling participations					0	(5)	(5)
Share capital reduction (note 5.45)	(1,961)				(1,961)		(1,961)
Balance 31/12/2013	**49,680**	**94,334**	**129,523**	**(92,774)**	**180,763**	**0**	**180,763**
Profit for the period				21,013	21,013		21,013
Other comprehensive income after taxes			624	(302)	322		322
Total comprehensive income after taxes	**0**	**0**	**624**	**20,711**	**21,335**	**0**	**21,335**
Profit distribution to reserves			35	(35)	0		0
Reserves tax payment in one installment			184		184		184
Share Capital Increase untaxed reserves (note 5.45)	55,702		(68,768)	13,066	0		0
Share Premium reduction (note 5.45)	50,380	(50,380)			0		0
Return of share capital (note 5.45)	(13,074)				(13,074)		(13,074)
Share capital reduction	(94,315)			94,315	0		0
Balance 31/12/2014	**48,373**	**43,954**	**61,598**	**35,283**	**189,208**	**0**	**189,208**

The notes on chapter 5 form an integral part of these financial statements of 31.12.2014

(Amounts in thousand euro unless otherwise noted) 59

4.3.2 COMPANY

	Share Capital	Share Premium	Reserves	Retained Earnings	Total Equity
Balance 01/01/2013	**51,641**	**94,279**	**61,797**	**68,273**	**275,990**
Profit for the period with the segment (01-01/31-12)				3,854	3,854
Profits for the period – segment contributed to HCSD (01-01/19-12)			0	(3,841)	(3,841)
HELEX profit for the period (01-01/31-12)				13	13
Other comprehensive income after taxes		0	592	27	619
Total comprehensive income after taxes	**0**	**0**	**592**	**40**	**632**
Change in equity due to ATHEX absorption dated 19.12.2013		55	64,861	(160,168)	(95,252)
Other comprehensive income after taxes				(5,883)	(5,883)
Share capital reduction (note 5.45)	(1,961)				(1,961)
Balance 31/12/2013	**49,680**	**94,334**	**127,250**	**(97,738)**	**173,526**
Profit for the period				10,328	10,328
Other comprehensive income after taxes			624	(132)	492
Total comprehensive income after taxes	**0**	**0**	**624**	**10,196**	**10,820**
Reserves tax payment in one installment			140		140
Share capital increase – untaxed reserves (note 5.45)	55,702		(68,768)	13,066	0
Reduction – share premium (note 5.45)	50,380	(50,380)			0
Return of share capital (note 5.45)	(13,074)				(13,074)
Share capital reduction (note 5.45)	(94,315)			94,315	0
Balance 31/12/2014	**48,373**	**43,954**	**59,246**	**19,839**	**171,412**

The notes on chapter 5 form an integral part of these financial statements of 31.12.2014

(Amounts in thousand euro unless otherwise noted) 60

4.4 ANNUAL CASH FLOW STATEMENT

	Notes	Group		Company	
		1.1-31.12.2014	1.1-31.12.2013	1.1-31.12.2014	1.1-31.12.2013
Cash flows from operating activities					
Profit before tax		27,653	63,102	13,268	21,774
Plus / minus adjustments for					
Depreciation	5.37& 5.38	1,800	1,420	793	1,061
Grant depreciation		(24)	(24)	0	0
Staff compensation provisions	5.21	135	40	62	27
Net provisions	5.47	647	607	803	130
Provisions for impairment of financial assets		0	501	0	501
Interest Income	5.42	(3,703)	(4,532)	(3,083)	(577)
Interest and related expenses paid	5.42	8	10	5	4
Plus/ minus adjustments for changes in working capital accounts or concerning operating activities					
Reduction/Increase in receivables		835	(3,916)	(236)	2,199
Reduction/Increase in liabilities (except loans)		(1,095)	5,857	(25,914)	3,508
Reduction/Total adjustments for changes in working capital		**26,256**	**63,065**	**(14,302)**	**28,627**
Interest and related expenses paid	5.42	(8)	(10)	(5)	(4)
Staff compensation payments	5.21	(21)	228	0	123
Taxes paid	5.50	(25,957)	(11,139)	(22,076)	(8,924)
Net inflows / outflows from operating activities (a)		**271**	**52,144**	**(36,383)**	**19,822**
Investing activities					
Purchases of tangible and intangible assets	5.37	(2,190)	(479)	(1,950)	(464)
Interest received	5.42	3,703	4,532	3,083	576
Total inflows / (outflows) from investing activities (b)		**1,513**	**4,053**	**1,133**	**112**
Financing activities					
Special dividend (share capital return)	5.45	(13,074)	(1,961)	(13,074)	(1,961)
Dividend payments	5.54	0	(5,883)	0	(5,883)
Total outflows from financing activities (c)		**(13,074)**	**(7,844)**	**(13,074)**	**(7,844)**
Net increase/ (decrease) in cash and cash equivalents from the beginning of the period (a) + (b) + (c)		(11,290)	48,353	(48,324)	12,090
Increase in cash & cash equiv. from ATHEX merger		0	0	0	136,433
Reduction in cash & cah equiv. from business contribution to ATHEXSCD		0	0	0	(7,881)
Cash and cash equivalents at start of the period	**5.42**	**162,841**	**114,488**	**144,381**	**3,739**
Cash and cash equivalents at end of the period	**5.42**	**151,551**	**162,841**	**96,057**	**144,381**

The notes on chapter 5 form an integral part of these financial statements of 31.12.2014

(Amounts in thousand euro unless otherwise noted) 61

5. NOTES TO THE ANNUAL FINANCIAL STATEMENTS

5.1 General information about the Company and its subsidiaries

The Company "HELLENIC EXCHANGES-ATHENS STOCK EXCHANGE S.A. (ATHEX)" with the commercial name "ATHENS EXCHANGE" was founded in 2000 (Government Gazette 2424/31.3.2000) having General Electronic Commercial Registry (GEMI) No 3719101000 (former Companies Register No 45688/06/B/00/30). Its head office is in the Municipality of Athens at 110 Athinon Ave, Postal Code 10442. The shares of the Company are listed in the Main Market segment of the Athens Exchange cash market. Following the completion of the merger with ATHEX (decision K2-7391/19.12.2013 of the Deputy Minister of Development and Competitiveness) based on its Articles of Association the company's purpose is:

- the participation in companies and business of any legal form having activities related to the support and operation of organized capital markets, as well as the development of activities and provision of services related to the support and operation of organized capital markets, in companies that it participates and in third parties that participate in organized capital market or that support their operation.
- the organization and support of the operation of a cash market, a derivatives market, as well as other financial means (including any type of product with any kind of reference values) in Greece and abroad.

Modification of Article 1 of the Articles of Association

In accordance with the decision of the Annual General Meeting of May 29th 2014 the name of the Company "HELLENIC EXCHANGES-ATHENS STOCK EXCHANGE S.A. HOLDING" while in foreign language texts the name will be "HELLENIC EXCHANGES-ATHENS STOCK EXCHANGE S.A.". The commercial name is "ATHENS EXCHANGE" and in foreign language texts "ATHENS STOCK EXCHANGE" "ATHEX".

In addition, in accordance with the Annual General Meeting on May 12th 2014, the name of the Thessaloniki Stock Exchange Centre was changed to "HELLENIC CENTRAL SECURITIES DEPOSITORY S.A." with a commercial name "ATHEXCSD". In foreign language texts the name is "CENTRAL SECURITIES DEPOSITORY S.A."

Based on the above, the relevant articles of the Articles of Association were modified.

The annual financial statements for the Group and the Company for 2014 have been approved by the Board of Directors on 16.03.2015. The financial statements have been published on the internet, at www.athexgroup.gr.

The companies in which the parent company participates with their relevant activities and participation percentages, which are included in the consolidated financial statements (with the full consolidation method), are:

Company	**Athens Exchange Clearing House (ATHEXClear)**	
Head Office	Athens	
Activity	Management of clearing systems and / or central counterparty, as well as comparable mechanisms with similar characteristics and / or a combination of these systems in order to carry out, in Greece and/or abroad, the activities of finalizing or reconciling or settling the finalization of transactions in financial instruments and in general the operation as a System administrator in accordance with the provisions of article 72 of Law 3606/2007 (Government Gazette A/195/17.8.2007), as it applies.	
% of direct participation	**31.12.2014**	**31.12.2013**
ATHEX	100%	100%
ATHEX GROUP	100%	100%

Company	**Hellenic Central Securities Depository (ATHEXCSD)**	
Head Office	Athens	
Activity	Provision of support services for the operation of organized markets.Settlement of off-exchange transfers on transferrable securities. The provision of registration and settlement on dematerialized securities, listed and non-listed on the Athens Exchange or on other exchanges or other organized cash markets. The provision of services concerning: distribution of dividends, interest payment, distribution of securities, intermediation in the transfer of options or stock options without consideration and carrying out any activity related to the above. The development, management and exploitation of the IT and operating system for registering dematerialized securities Carrying out commercial activities to promote and provide IT services and use / broadcast Market Data from Greece and abroad as a Data Vendor, as well as in general the promotion, distribution, support, monitoring, operation and commercial exploitation of products, systems and customized software applications based on corresponding licenses to resell and commercially exploit.	
% of direct participation	**31.12.2014**	**31.12.2013**
ATHEX	100%	100%
ATHEX GROUP	100%	100%

The ATHEX Group, despite being the entity operating the market for derivative financial products, and possessing the systems (OASIS, DSS) through which transactions in derivative products take place, does not use such products for its own account. Following the approval (decision 20153/15.7.2010) by the Athens Prefecture for the spin-off of the clearing of trades at ATHEX business from HELEX and its contribution to ATHEXClear, in accordance with Law 2166/1993, starting on 16.7.2010 ATHEXClear clears trades at Athens Exchange. ATHEXClear, a subsidiary of the Company, is a central counter-party and performs the clearing for every trade, but does not report these trades.

The margin deposited to accounts belonging to investors, which is managed by the Member and blocked in favor of ATHEXClear, is not reported in the financial statements. The various types of guarantees received by ATHEXClear and ATHEX from their Members in order to acquire and maintain their capacities in the Cash and Derivatives markets are reported.

As mentioned below (see 5.6): a) with the approval decision (K27391/19.12.2013) of the Deputy Minister of Development and Competitiveness, HELEX absorbed ATHEX and as a result carries out itself trading (organization and operation of securities and derivative markets as well as other financial instruments) at the Athens Exchange and b) with the approval decision (39079/19.12.2013) of the Chairman of Thessaloniki Chamber of Commerce and Industry (TCCI), the spin-off of the Central Securities Depository business, the Registry and Settlement services, as well as the management of the Dematerialized Securities System, and contribution to HCSD in accordance with law 2166/1993; as a result the abovementioned activities are now being carried out by the Central Securities Depository S.A. (ATHEXCSD).

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5.2 Basis of preparation of the annual financial statements

The financial statements have been prepared in accordance with the International Financial Reporting Standards (IFRS) issued by the International Accounting Standard Board (IASB) and their interpretations issued by the International Financial Reporting Interpretations Committee (IFRIC) of IASB and adopted by the European Union and are mandatory for fiscal years ending on December 31st 2014. There are no standards and interpretations of standards that have been applied before the date that they go into effect.

The attached financial statements have been drafted on the basis of historical cost as modified by the revaluation of specific assets, equity and liabilities to fair values (commercial securities portfolio, assets available for sale) and the principle of "going concern".

The preparation of financial statements in accordance with the International Financial Reporting Standards requires that the Management of the Group make important assumptions and accounting estimates, that affect the balances of the Asset and Liability accounts, the disclosure of contingent claims and liabilities on the preparation date of the Financial Statements, as well as the revenues and expenses presented in the fiscal year in question. Despite the fact that these estimates are based on the best possible knowledge of the management of the Company as regards the current conditions, actual results may differ from these estimates in the end.

Estimates and judgments are continuously evaluated, and are based on actual data and other factors, including the expectations for future events that are deemed to be expected under reasonable conditions. The management of the company estimates that there are no estimates and assumptions that involve a significant risk of causing material adjustments in the book values of the assets and liabilities.

The sectors that require a higher degree of judgment and where the assumptions and estimations are significant for the Financial Statements are noted below:

Income tax

Judgment is required of the Group in order to determine the provision for income tax. There are many transactions and calculations for which the final determination of the tax is uncertain. If the final tax figure is different than the amount initially recognized, the difference will affect the income tax in the fiscal year that the determination of the tax differences takes place (note 5.50).

Provisions for commercial and other claims

The management of the Group periodically reexamines the adequacy of the provision for bad debts in conjunction with its credit policy, and by taking into consideration information provided by the Legal Affairs Division of the Group, which are the result of the processing of the relevant historical data and recent developments of the cases that it handles (note 5.40).

Useful lives of tangible and intangible assets - Valuation

Management makes certain estimates concerning the useful life of depreciable assets. These remaining useful lives are periodically reexamined in order to estimate whether they continue to be appropriate. In addition, management evaluates market conditions in the real estate market and makes estimates regarding their valuation (notes 5.37 & 5.38).

Defined benefits plans

The cost of the benefits for defined benefits plans is calculated using actuarial estimates, which in turn use assumptions about the discount rates, the rate at which salaries are increased, and mortality rates. Due to the long term nature of these plans, these assumptions are subject to significant uncertainty (note 5.21).

Impairment check for participations

The Company carries out the relevant impairment check of their participations when there are indications of impairment. In order to perform the impairment check, a determination of the "value in use" of the subsidiaries takes place. This determination of the value in use requires that the future cash flows of each subsidiary be determined, and the appropriate discount rate selected, based on which the present value of the abovementioned future flows is determined (note 5.39).

Deferred tax claims

Deferred tax claims are recognized due to unused tax losses to the extent that it is possible that taxable profits will be available in the future to be used against those loses. Significant estimates by Management are required in order to ascertain the size of the deferred tax claim that may be recognized, based on the possible time and size of future taxable profits in conjunction with the tax planning of the entity (note 5.44).

Staff compensation provision

Obligations for staff compensation are calculated based on actuarial methods; the calculation requires that Management estimate specific parameters, such as the future increase in staff remuneration etc. Management strives, on each reference date when the provision in question is revised, to estimate in the best possible manner these parameters (note 5.21).

Contintent liabilities

The existence of contingent liabilies requires that Management constantly make assumptions and value judgements regarding the possibility that future events may or may not occur, as well as the effect that these events could have on the activity of the Group (note 5.47).

Estimations – sources of uncertainty

There are no significant assumptions that have been made about the future or other sources of estimation uncertainty which may cause significant risk for material adjustment in the book value of the assets and liabilities in the following fiscal year.

Going concern

Management examines the main financial elements and, on occasion, the fulfillment of medium term budgets, together with the existing loan conditions, in order to arrive at the conclusion that the assumption of going concern is appropriate for use in preparing the annual financial statements of the Group and the Company.

Modifications in the published data of the Group and the Company in the Statement of Comprehensive Income

As part of the effort to provide greater transparency and more material information to investors, a reclassification of accounts in the Statement of Comprehensive Income took place. As a result of these changes, the date from the corresponding period last year must be adjusted in order to make them comparable.

The table below presents the classification of the published Statement of Comprehensive Income of the Group and the Company, in the new accounts structure that the Group decided to implement starting on 01.01.2014 forward.

The changes below have no effect in total turnover for both the Group and the Company.

	note	GROUP		COMPANY	
		01.01	01.01	01.01	01.01
		31.12.2013	31.12.2013	31.12.2013	31.12.2013
		Modified	Published	Modified	Published
Revenue					
Trading	5.9	6,699	6,699	645	645
Clearing	5.10	13,597	13,597	0	0
Settlement	5.11	14,108	14,108	24,714	24,714
Exchange services	5.12	34,654	34,654	215	215
Depository services	5.13	4,629	4,801	4,377	4,497
Clearinghouse services	5.14	333	333	0	0
Data feed	5.15	3,766	3,766	55	55
IT services	5.16	332	910	163	426
Revenue from re-invoiced expenses	5.17	1,324	1,347	194	194
X-NET	5.19	1,604	0	565	0
Other services	5.18	420	426	559	559
Total turnover		**81,466**	**80,641**	**31,487**	**31,305**
New Activities		0	825	0	182
Total turnover		**81,466**	**81,466**	**31,487**	**31,487**
Hellenic Capital Market Commission fee	5.33	(1,576)	(1,576)	(133)	(133)
Total Operating revenue		**79,890**	**79,890**	**31,354**	**31,354**
Costs & Expenses					
Personnel remuneration and expenses	5.21	10,328	10,328	3,709	3,709
Third party remuneration and expenses	5.22	589	589	241	241
Utilities	5.23	891	891	798	798
Maintenance / IT support	5.24	1,524	1,524	998	998
Other Taxes	5.25	985	985	597	597
Building / equipment management	5.26	806	806	516	516
Marketing and advertising expenses	5.27	149	149	29	29
Participation in organizations expenses	5.28	331	331	151	151
Insurance premiums	5.29	516	516	456	456
Operating expenses	5.30	413	413	401	401
BoG - cash settlement	5.31	62	62	62	62
Other expenses	5.32	478	478	176	176
Total operating expenses		**17,072**	**17,072**	**8,134**	**8,134**
XNET expenses	5.34	0	425	0	59
Re-invoiced expenses	5.35	1,118	1,025	80	80
Expenses from new activities (XNET, CSE-SIBEX CP, IT)	5.34	592	0	93	0
VAT on new activities and re-invoiced expenses	5.34	0	260	0	34
Non-recurring expenses	5.36	607	607	284	284
Total operating expenses, including new activities		**19,389**	**19,389**	**8,591**	**8,591**
Earnings before Interest, Taxes, Depreciation & Amortization(EBITDA)		**60,501**	**60,501**	**22,763**	**22,763**
Depreciation	5.37 & 5.38	(1,420)	(1,420)	(1,061)	(1,061)
Earnings Before Interest and Taxes (EBIT)		**59,081**	**59,081**	**21,702**	**21,702**
Capital income	5.42	4,532	4,532	577	577
Impairment provision-financial assets available for sale		(501)	(501)	(501)	(501)
Financial expenses	5.42	(10)	(10)	(4)	(4)
Earnings Before Tax (EBT)		**63,102**	**63,102**	**21,774**	**21,774**
Income tax	5.50	(17,730)	(17,730)	(8,673)	(8,673)
Extraordinary tax (Law 4172/2013	5.50	(13,088)	(13,088)	(13,088)	(13,088)
Profits after tax		**32,284**	**32,284**	**13**	**13**

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5.3 Basic Accounting Principles

The basic accounting principles adopted by the Group and the Company for the preparation of the attached financial statements are as follows.**Important note**

5.3.1 Basis for consolidation

Consolidation

(a) Subsidiaries

The Consolidated Financial Statements include the Financial Statements of the Parent Company and the subsidiary companies which it controls. Control is considered to exist when the Parent Company has the ability to determine the decisions that concern the financial and operational principles of the subsidiaries, in order to derive benefits from them.

Subsidiaries are fully consolidated from the date that control is transferred to the Group and cease being consolidated from the date that this control no longer exists.

The Group is using the acquisition method to account for business combinations. The acquisition price for a subsidiary is calculated as the total of the fair values of the assets transferred, liabilities assumed and participation titles issued by the Group. The consideration of the transaction also includes the fair value of the assets or liabilities that arise from a contingent consideration agreement.

In a business combination the costs related to the acquisition are expensed. The identifiable assets acquired, the liabilities and contingent liabilities are measured at fair value on the acquisition date. In case of a non-controlling participation, the Group either recognizes it at fair value, or at the equity share value of the company acquired.

If an acquisition takes place in stages, the accounting value of the assets of the company that is acquired and possessed by the Group on the acquisition date is revalued at fair value. The profit or loss from the revaluation at fair value is recognized in the profit and loss statement.

Each contingent consideration provided by the Group is recognized at fair value on the acquisition date. Subsequent changes in the fair value of the contingent consideration, which is considered an asset or a liability, is recognized either in accordance with IAS 39, in the profit and loss statement, or as a change in other comprehensive income. The contingent consideration that is classified as an asset is not revalued and subsequent arrangements take place in equity.

Goodwill initially recognized in the acquisition cost is the excess amount from the total consideration that was paid and the amount recognized as a non-controlling participation, against the net assets that were acquired and the liabilities assumed. Provided that the fair value of assets is greater than the total consideration, the profit from the transaction is recognized in the Statement of Comprehensive Income (note 4.1).

Following the initial recognition, goodwill is measured at cost minus accumulated impairment losses. For the purposes of an impairment test, the goodwill created from company acquisitions, is distributed after the acquisition date to each cash generating unit of the Group that is expected to benefit from the acquisition, independent on whether the assets or liabilities of the acquired firm are transferred to that unit.

If goodwill is allocated to a cash generating unit and part of the activity of that unit is sold, the goodwill associated with that part of the activity is included in the book value when determining profit and loss from the sale. In that case, the goodwill sold is calculated based on the relative values of the activity sold and the part of the cash generating unit that is maintained.

Potential losses are allocated to non-controlling participations even if the balance is negative.

In the Statement of Financial Position of the Company, investments in subsidiaries are shown at the acquisition value less any impairment losses. The acquisition value is adjusted in order to incorporate the changes in the consideration from the changes in the contingent consideration.

The financial statements of the subsidiaries are prepared on the same date and use the same accounting principles as the parent Company. Intra-group transactions, balance and accrued profits/ losses in transactions between the companies of the Group are eliminated.

(b) Changes in participation in subsidiaries without a change in control

Transactions with non-controlling participations that result in control in a subsidiary by the Group being maintained are considered equity transactions, i.e., transactions between owners. The difference between the fair value of the paid consideration and the part of the book value of the net assets of the subsidiary that has been acquired is also recognized in equity.

(c) Sale of subsidiaries

When the Group ceases to control a subsidiary company, and provided that it continues to maintain a participation in it, then the participation is recalculated at fair value at the time when control ceases and any subsequent change in book value is recognized in the results. For accounting purposes the fair value is the initial current value of the remaining participation in the associate company, joint venture or financial asset. In addition, any amount previously recognized in other comprehensive income concerning that company, is accounted using the same method that the Group would have used in case the assets or liabilities had been liquidated. This may mean that amounts previously recognized in other comprehensive income are reclassified in the results for the fiscal year.

5.3.2 Conversion of foreign currencies

Functional and presentation currency

The data in the Financial Statements of the companies of the Group are measured in the currency of the financial environment in which each company functions (functional currency). The consolidated Financial Statements are presented in euro, the functional currency of the parent company.

Transactions and balances

Transactions in foreign currency are converted to the functional currency using the exchange rates in effect on the date of the transactions. Profits and losses that arise from the settlement of transactions in foreign currency, as well as from the valuation, at the end of the fiscal year, of the currency assets and liabilities that are expressed in foreign currency, are booked in the Statement of Comprehensive Income. Foreign exchange differences from non-currency assets that are valued at fair value are considered as part of the fair value and are therefore booked just like differences in fair value.

5.3.3 Tangible assets

Investments in real estate

Investments in real estate are those assets which are owned either for rental income or for capital gains or both. Plots of land and buildings are the only investments considered investments in real estate.

Investments in real estate are initially measured at cost. Initial cost includes transaction expenses: professional and legal expenses, transfer tax and other direct costs.

After the initial measurement investments in real estate are measured at acquisition cost minus accumulated depreciation and any provisions of impairment of their value.

Transfers to investments in real estate only take place when the purpose of their use changes, as demonstrated with the end of their use, the start of a long term financial lease to third parties or the completion of their construction or development. Transfers from investments in real estate only take place when there is a change in the use, as demonstrated by the start of their use by the Group or the start of development with the intent to sell.

For a transfer from investments in real estate that is presented in the true value of the real estate that is owner-occupied, the cost of the real estate for its subsequent accounting treatment (in accordance with IAS 16), is the acquisition cost minus accumulated depreciation.

Depreciation of investments in real estate (except plots of land which are not depreciated) is calculated using the straight line method for the duration of their useful life, which is estimated at 25 years.

The useful life of investments in real estate and their salvage values are revised annually. When the book value of investments in real estate exceeds their recoverable value, the difference (impairment) is recognized as an expense in the Statement of Comprehensive Income.

Tangible assets for own use

Real estate (plots of land – buildings) fixed assets are recorded at their adjusted values, in accordance with the adjustment method, minus accumulated depreciation and any possible value impairment.

Other tangible assets for own use are presented in the financial statements at their acquisition values less accumulated depreciation and any possible value impairment.

The acquisition cost includes all the direct expenses for the acquisition of the assets.

Later expenses are recognized as an increase in the book value of the tangible fixed assets or as a separate asset only to the extent that these expenses increase the future financial benefits expected to flow in from the use of the fixed asset, provided that the cost can be reliably measured.

The cost of repairs and maintenance is recognized in the Statement of Comprehensive Income when incurred.

Depreciation of other tangible assets (except plots of land which are not depreciated) is calculated using the straight line method during their useful life.

Following the implementation of the new tax law (4110/2014, article 3, §24), which went into effect on 23.1.2013 in Greece, the Group and the parent company harmonized the useful life of tangible assets with those in the new tax law. In accordance with the new tax law (4172/23.7.2013, article 24, §4), which went into effect on 1.1.2014, the depreciation rates were once again modified. The changes in the accounting estimate of the useful lives of tangible assets are shown below:

	Useful life until 31.12.2012	Useful life after 1.1.2013	Useful life after 1.1.2014
Buildings and construction	20 years	25 years	25 years ή 4%
Machinery	5-6 years	5 years	5 years ή 20%
Means of transportation	5-6 years	10 years	16 years ή 6,25%
Other equipment	3-10 years	10 years	5-10 years ή 20-10%

The useful life of tangible assets and their salvage values are revised annually. When the book value of the fixed assets exceeds their recoverable value, the difference (impairment) is recognized as an expense in the Statement of Comprehensive Income.

When tangible assets are retired or sold, the associated cost and the accumulated depreciation are deleted from the relevant accounts at the time period that the asset is retired or sold, and the associated profits or losses are recognized in the Statement of Comprehensive Income.

5.3.4 Intangible assets

Intangible assets include software licenses valued at the acquisition cost minus depreciation. Depreciation is calculated using the straight line method during the useful life of these assets, which is estimated to be approximately 3 years. In accordance with the new tax law (4172/23.7.2013) the mandatory depreciation rates for intangible assets/ rights and depreciation are reduced by 10%.

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5.3.5 Impairment of non-financial assets

The Group examines at each date of the financial statements, whether there are impairment indications for non-financial assets. The book values of assets are revised for any impairment, whenever events or changed circumstances indicate that the book value may not be recoverable. When the book value of an asset exceeds its recoverable value, an impairment loss is recognized in the Profit and Loss Statement. The recoverable amount is calculated as the greater of the fair value less sale expenses and the value-in-use.

The fair value less sale expenses is the amount that results from the sale of an asset in an independent transaction between informed and willing parties, after subtracting all additional direct sale expenses, while the value-in-use is the present value of the estimated future cash flows that are expected to occur from the continuous use of the asset and its disposal at the end of its useful life. In order to evaluate the impairment, the assets are grouped at the lowest level for which there are discrete recognizable cash flows.

5.3.6 Financial instruments

Financial instruments are presented as claims, liabilities, or elements of equity, based on the substance or contents of the relevant contracts from which they arise. Interest, dividends, profits or losses which arise from the financial products which are characterized as claims or liabilities are recognized as revenue or expenses respectively. Financial instruments are offset when the Company has this right according to the law and intends to offset on a net basis (between them) or to recover the asset and to offset the liability at the same time.

Securities are documents (titles) incorporating a right on a specific asset which can be valued in cash. These titles are either registered or bearer. The main types of securities are shares, T-bills, bonds (government, bank or corporate), treasury bills, mutual funds etc.

Purchases and sales of financial instruments are recognized on the day of the transaction, which is the day the Group is obliged to purchase or sell the instrument.

For the HELEX Group, securities were initially characterized as securities at fair value through comprehensive income; that is they were considered as being purchased and kept with the aim of being liquidated in the short-term for profit. Therefore, they were classified under IAS 39 "Financial Instruments valued at fair value through the Statement of Comprehensive Income" and their valuation was at their fair value while the profits or losses from the valuation are recognized in the results of the period.

Starting on 1.7.2008, the modifications of IAS 39 were adopted, and as a result these securities were classified in the portfolio available-for-sale, and the result of the valuation of the bonds is recognized in a special reserve. The estimated profits or losses that arise from the changes in the fair value of the securities that are classified in the available-for-sale portfolio are recognized in a special reserve in equity. When the securities from the available-for-sale portfolio are sold, the corresponding accumulated profits/losses are transferred from the special reserve to the corresponding accounts in the Statement of Comprehensive Income.

The financial assets of the Group are classified in the following categories based on the nature of the contract and the purpose for which they were acquired. The decision for the classification is taken by management when the asset is initially recognized.

Financial assets valued at fair value through comprehensive income ("Income Statement")

This category includes two subcategories: the financial assets for sale, and those that have been classified as investments at fair value through comprehensive income, when initially recognized. A financial asset is classified in this category, mainly when it is acquired with the aim of being sold in the short term or when it is classified as such. Furthermore, derivative products for sale are classified in this category, unless they are classified as hedging instruments.

Loans and claims

Includes non-derivative financial assets with fixed or predetermined payments, which are not traded in an active market, and which are not intended for sale. They are included in Current Assets unless their maturity is longer than 12 months from the date of the Financial Statements.

Financial claims and financial liabilities in the statement of financial position include cash and cash equivalents, securities, other claims, participations, short and long term liabilities.

Investments held to maturity

This category includes non-derivative financial assets with fixed or predetermined payments and a specific expiration, which the Group intends and is able to hold to maturity. The Group did not possess financial assets of this category during the fiscal year.

Available-for-sale financial assets

This category includes non-derivative financial assets that are either classified in this category, or cannot be classified in one of the abovementioned categories. They are included in the non-current assets if management does not intend to liquidate them within 12 months from the date of the Statement of Financial Position.

Accounting treatment and valuation

Purchases and sales of financial assets at fair value through the Statement of Comprehensive Income, held until maturity and available-for-sale, are recorded on the transaction date, i.e. the date during which the Group commits to purchase or sell the asset. Loans are recognized when cash is dispersed to the borrower. Financial assets that are not recognized at fair value through comprehensive income are initially recognized at fair value plus transaction costs. Financial assets stop being recognized when the right to collect their cash flows expires or when the Group has effectively transferred the risks and returns or rewards that ownership entails.

Investment titles available-for-sale and financial assets at fair value through the Statement of Comprehensive Income are valued and presented at fair value in future periods as well. Loans and advance payments, as well as investments held until maturity, are presented at their book value with the real interest rate method. Profits and losses from changes in the fair value in the category "financial assets at fair value through the Statement of Comprehensive Income" are included in the Statement of Comprehensive Income in the period they occur.

Profits and losses from changes in the fair value of financial assets available-for-sale are recognized directly to equity, until the financial asset is no longer recognized or is impaired, in which case the accumulated profit or loss, which was up until then recognized directly to equity, is transferred to the Statement of Comprehensive Income. Interest however from those assets which is calculated based on the real interest rate method, is recognized in the Statement of Comprehensive Income. Dividends from financial assets available-for-sale are recognized in the Statement of Comprehensive Income when the right to collect the dividend is approved by the shareholders.

The fair value of investments that are traded in active markets, is determined by the current exchange ask prices. The fair value of non-listed securities, and other financial assets in cases when the market is not active, is determined using valuation methods. These methods include the use of recent transactions made on a strictly commercial basis, reference to the current price of comparable assets that are traded, as well as the discounted cash flows, estimation of options and other valuation methods that are commonly used in the market.

5.3.7 Offsetting claims – liabilities

Offsetting financial assets with liabilities and the recognition of the net amount in the financial statements takes place only when there is a legal right to offset, and the intention to settle the net amount that results from the offset or for simultaneous settlement.

5.3.8 Investments in subsidiaries (Company financial statements)

In the Financial Statements of the Parent Company, subsidiary companies are shown at the acquisition cost minus any impairment provisions.

Impairment losses are recognized in the Statement of Comprehensive Income.

5.3.9 Other long term claims

Other long-term claims may include rent guarantees, guarantees to utilities (OTE, PPC etc.) and other long term duration amounts. Other long term claims are valued at the book value using the real interest rate method.

5.3.10 Clients and other commercial receivables

Client receivables are initially recognized at fair value, and subsequently valued at amortized cost with the real interest rate, less any impairment losses. On every financial statements date, all past due or bad debts are evaluated in order to determine whether or not a provision for bad debts is required. The balance of the particular provision for bad debts is appropriately adjusted on each closing date of the financial statements in order to reflect the possible risks. Each client balance write-off is charged against the existing provision for bad debts.

It is the policy of the Group almost never to write-off any such claims until all possible legal recourse for their collection has been exhausted. Commercial and other short term client claims and debtors are usually settled by the Group and the Company within 90 days, while if they become past due, no late payment fees are charged to clients.

5.3.11 Cash and cash equivalents

Cash and cash equivalents include cash at hand, sight deposits and short term (up to 3 months) investments, having high liquidity and low risk.

In order to prepare the Statement of Cash Flows, cash assets consist of cash and bank deposits, as well as cash equivalents as described above.

5.3.12 Third party balances in ATHEXClear bank accounts

In order to comply with the corporate governance framework determined by Regulation (EU) 648/2012 of the European Parliament and Council (EMIR Regulation), the Company keeps all cash collateral that are being managed by the Company and concern the cash market and the derivatives market, as well as its own cash balances, in an account that it maintains at the Bank of Greece as a direct participant over the internet to the TARGET2-GR Express Transfer of Capital and Settlement System in real time (TARGET2-GR).

Therefore its own cash balance and the balances of third parties (margins) are deposited in the same account that ATHEXClear maintains at the Bank of Greece, and as a result a separation of the assets is necessary in order for the collateral that ATHEXClear collects to be shown separately in the current assets of 31.12.2014. In the Statement of Financial Position of 31.12.2014, they are shown in the same amounts in both current assets and short term liabilities as "third party balances at the bank account of the company" and concern exclusively the margins in the derivatives market that were deposited in the bank account maintained by ATHEXClear at the BoG on 31.12.2014 are shown

There was no corresponding amount last year since the process for the Clearing Fund for the derivatives market started being implemented on 1.12.2014.

5.3.13Share Capital

Share capital includes the common stock of the Company that has been issued and is in circulation. Common stock is included in equity. Direct expenses incurred when issuing stock are reported after deducting the relevant income tax.

The acquisition cost of treasury stock is shown as reducing the Equity of the Group, until the treasury stock is sold or cancelled. Any profit or loss from the sale of treasury stock (net of any direct transaction costs) is shown as a reserve in Equity.

5.3.14 Current and deferred income tax

The current and deferred tax are calculated based on the Financial Statements of each of the companies that are included in the Consolidated Financial Statements, in accordance with the tax laws in effect in Greece. Income tax is calculated based on the profits of each company as they are adjusted in their tax declarations, any additional income tax that is assessed in the tax audits by the tax authorities, and from the deferred income taxes based on the applicable tax rates.

The deferred tax rate is determined using the liability method and arises from the temporary differences between the book value and the tax basis of the assets and liabilities.

Deferred tax is not recognized when it arises at the initial recognition of an asset or a liability from a transaction that is not a consolidation of enterprises and at the time of the transaction it does not affect either the accounting or the taxable result (profit / loss).

Deferred tax is determined using the tax rates (and the tax laws) that have been implemented or effectively implemented until the date of the Financial Statements and are expected to be implemented when the asset in question is recovered or the liability settled.

Deferred tax claims are recognized to the extent that there will be a future tax gain for the offset of the temporary difference that creates the deferred tax claim.

A deferred income tax is determined on the temporary differences that arise from investments in subsidiaries and associated companies, with the exception of the case when the reversal of the temporary differences is controlled by the Group and it is possible that the temporary differences will not be reversed in the foreseeable future.

5.3.15 Employee benefits

Current benefits

Current benefits to employees in cash and in kind are recognized as an expense when they accrue.

Staff retirement obligations

Staff retirement obligations include both defined contributions plans as well as defined benefits plans.

Defined contribution plan

Under the defined contributions plan, the obligation of the company (legal) is limited to the amount agreed to be contributed to the organization (social security fund) which manages the contributions and grants the benefits (pensions, health care etc.).

The accrued cost of the defined contributions schemes is recognized as an expense in the corresponding period.

Defined benefits plan

The defined benefits plan of the Group is its legal obligation to pay a lump sum indemnity to each employee upon retirement.

The liability recognized in the Statement of Financial Position for this plan is the present value of the obligation for the defined benefit depending on the accrued right of the employees and in relation to the specific point of time that this benefit is expected to be paid.

The commitment to the defined benefit is calculated on an annual basis by an independent actuary using the projected unit credit method. For discounting, the interest of the iBoxx bond index, issued by the International Index Companym is used.

The actuarial profits or losses that arise from the adjustments based on historical data are directly recognized in the results, as they occur.

Stock Option Plans for employees

The Group had in the past stock option plans for certain executives. Through these options, part of the remuneration is paid with HELEX shares or options on HELEX shares. The cost of these transactions is set as the fair value of the shares on the date these plans are approved by management.

The fair value is arrived at through a valuation model that is appropriate for similar cases. The cost of the stock option plans is recognized during the period, in which the prerequisites for exercising the relevant options are gradually satisfied, with that period ending on the date which the executives participating in the plan establish their right to receive/ purchase the shares (vesting date). For options which do not ultimately vest, no such expense is recognized, except for options whose vesting depends on the fulfillment of specific, external market conditions. It is assumed that these options vest when all the performance criteria have been satisfied, irrespective of the satisfaction of the external market conditions.

If any of these plans are cancelled, they are treated as if they had vested on the cancellation date, and expenses not yet recognized are recognized immediately in the period results. If a plan being cancelled is replaced by a new program, it is treated as a modification of the cancelled plan.

5.3.16 Government grants

Government grants related to the subsidy of tangible assets are recognized when there is reasonable assurance that the grant will be collected and that the Group will comply with the terms and conditions that have been set for their payment. When government grants are related to an asset, the fair value is recorded in long term liabilities as deferred revenue and is transferred to the Statement of Comprehensive Income in equal annual installments based on the expected useful life of the relevant asset that was subsidized. When the grant is related to an expense, it is recognized as revenue in the fiscal year required in order for the grant to correspond on a systematic basis to the expenses it is intended to compensate. Grant depreciation is recorded in “Other Revenue” in the Statement of Comprehensive Income.

5.3.17 Provisions and contingent liabilities

Provisions are recognized when:

- the Group has a current commitment (legal or inferred) as a result of a past event;
- it is likely that an outflow of resources incorporating financial benefits shall be required for the settlement of the commitment and it is possible to estimate the amount of the commitment reliably.

Provisions are re-examined on the date of preparation of the financial statements and are adjusted so as to present the best possible estimates and, whenever deemed necessary, they are discounted with a discount rate before taxes.

Contingent liabilities are not recognized in the financial statements, but are published, unless the possibility of an outflow of resources which incorporate financial benefits is very small. Contingent claims are not recognized in the financial statements, but are published provided the inflow of financial benefit is likely.

5.3.18 Revenue Recognition

Revenue includes the fair value of the transactions, net of any taxes recovered, rebates and returns. Intragroup revenue within the Group is eliminated in full. Revenue is recognized to the extent that it is possible that the economic benefits will flow to the Group and the relevant amounts can be reliably measured.

The following specific recognition criteria must also be satisfied when revenue is recognized:

Revenue from shares, bonds, ETFs (Trading, Clearing & Settlement)

Revenue from the stock, bond etc. trading is recognized at the time the transaction is concluded and clearing and settlement take place at the Exchange.

Revenue from derivatives products

Revenue from the derivatives market is recognized at the time the transaction is cleared at Athens Exchange through ATHEXClear, the transactions clearing entity.

Revenue from Members (fees)

Revenue from the trading and clearing of transactions is recognized at the conclusion of the transaction on the Exchange and receipt from the Members of the Cash and Derivatives Markets. Revenue is prepaid, while the relevant invoice is issued at the end of each month.

Fee payment takes place by Members on an actual basis on the next day following the settlement date, i.e. on the fourth working day following the trade day (T).

In particular, for bond and T-bill trades, fee payments take place on the second working day (T+2), following the trade day T. Alternatively, provided that, in accordance with ATHEXClear procedures, the Member submits such a request, fee payments take place on the third working day of the following calendar month. The monthly fee payment only concerns securities that are traded on the ATHEX cash market.

Revenue from listed companies

Revenue concerning subscriptions, one-off fees, company listings, rights issues, and HERMES System services, are recognized at the time the relevant invoices are issued, in conjunction with the time the service provided is completed. Subscriptions are prepaid.

Revenue from market data vendors

Revenue from this source is recognized at the time the service provided is completed.

Technological support services

Revenue from technological support services is recognized at the time the service provided is completed.

Other services

Revenue from other services is recognized at the time the service provided is completed.

Interest income

Interest income is recognized on an accrual basis and with the use of the real interest rate. When there is an impairment indication about the claims, their book value is reduced to their recoverable amount, which is the present value of the expected future cash flows, discounted by the initial real interest rate. Next, interest is assessed at the same interest rate on the impaired (new book) value.

Dividends

Dividend income is recognized when the right to collect by the shareholders is finalized; that is, on approval by the General Meeting.

5.3.19 Commercial and other liabilities

Supplier balances and other liabilities are recognized in the cost associated with the fair value of the future payment for the purchase of services rendered. The commercial and other short term liabilities are not interest bearing and are usually settled within 60 days by the Group and the Company.

5.3.20 Expenses

Expenses are recognized in the Statements of Comprehensive income on an accrued basis.

Dividend distribution

The distribution of dividends to shareholders is recognized directly to equity, net of any relevant income tax benefit (until the approval of the financial statements), and is recorded as a liability in the financial statements when the distribution is approved by the General Meeting of shareholders.

5.3.21 Profits / (losses) per share

Basic profits / (losses) per share are calculated by dividing the net profits / (losses) that correspond to the shareholders of the parent company by the average weighted number of common stock that are in circulation during each year, excluding the average of the common stock that was acquired by the Group as treasury stock.

The impairment profits / (losses) per share are calculated by dividing the net profit that is distributed to the Parent company shareholders (after it is adjusted for the effects of all potential shares that dilute participation) by the weighted average number of shares in circulation during the year (adjusted for the effect of all potential shares that dilute participation).

5.3.22 Research and development

Expenditures for research activities that take place with the intention of the HELEX Group to acquire new technical knowledge and expertise are recognized in the Statement of Comprehensive Income as an expense when they occur. Development activities presuppose the drafting of a study or a plan for the production of new or significantly improved products, services and processes. Development costs are capitalized only when the cost of development can be reliably measured, the product or the process are productive, feasible technically and commercially, future financial benefits are expected, and the Group has the intention, and at the same time sufficient means at its disposal, to complete the development and use or sell the asset.

The capitalization of expenditures includes the cost of direct consulting service expenses, direct work performed and the appropriate share of general expenses. Other development costs are recognized in the Statement of Comprehensive Income as an expense when they occur.

Development costs that have been capitalized are valued at the acquisition cost less accumulated depreciation and accumulated impairment losses.

Subsequent expenditures are capitalized only when they increase the expected future economic benefits that are incorporated in the specific asset to which they refer. All other expenditures, including expenditures for internally created surplus value and trademarks, are recognized in the Statement of Comprehensive Income.

Depreciation is based on the cost of an asset minus its salvage value. Depreciation is recognized in the Statement of Comprehensive Income using the same depreciation method for the duration of the useful life of intangible assets, starting on the date that they are available for use. The useful life for the current and the comparative period in the capitalization of development costs is from 3 to 7 years.

The profit or loss that arises from the write-off of an intangible asset is determined as the difference between the net disposal proceeds, if they exist, and the book value of the asset. This profit or loss is recognized in the Statement of Comprehensive Income when the asset is written off.

5.3.23 New standards, modified standards and interpretations

Changes in accounting policies and notifications

The accounting policies that have been adopted are consistent with those that had been adopted during the previous fiscal year, except for the modified standards listed below which the Company adopted on January 1st 2014:

- IAS 28 Investments in Associates and Joint Ventures (Revised)
- IAS 32 Financial Instruments: Presentation (Amended) - Offsetting Financial Assets and Financial Liabilities
- IFRS 10 Consolidated Financial Statements, IAS 27 Separate Financial Statements
- IFRS 11 Joint Arrangements
- IFRS 12 Disclosures of Interests in Other Entities
- IAS 39 Financial Instruments (Amended): Recognition and Measurement - Novation of Derivatives and Continuation of Hedge Accounting
- IAS 36 Impairment of Assets (Amended) – Recoverable Amount Disclosures for Non-Financial Assets
- IFRIC Interpretation 21: Levies

Standards which have been published but do not apply to the current accounting period and the Company has not early adopted

In addition to the standards and interpretation that have been announced in the financial statements for the fiscal year ended on December 31st 2014, the following new standards, amendments/ standard or interpretation reviews have been published but do not apply to the accounting period commencing on January 1st 2014, and were not early adopted by the Company:

- **IAS 16 Property, Plant & Equipment and IAS 38 Intangible assets (Amendment): Clarification of Acceptable Methods of Depreciation and Amortization**

  The amendment is effective for annual periods beginning on or after 1 January 2016. This amendment clarifies the principle in IAS 16 *Property, Plant and Equipment* and IAS 38 *Intangible Assets* that revenue reflects a pattern of economic benefits that are generated from operating a business (of which the asset is part) rather than the economic benefits that are consumed through use of the asset. As a result, the ratio of revenue generated to total revenue expected to be generated cannot be used to depreciate property, plant and equipment and may only be used in very limited circumstances to amortize intangible assets. The amendment has not yet been endorsed by the EU. Management of the Group and the Company are assessing this amendment in their financial statements.

- **IAS 19 Employee benefits (Amended): Employee Contributions**

  The amendment is effective for annual periods beginning on or after 1 February 2015. The amendment applies to contributions from employees or third parties to defined benefit plans. The objective of the amendment is to simplify the accounting for contributions that are independent of the number of years of employee service, for example, employee contributions that are calculated according to a fixed percentage of salary. Management of the Group and the Company are assessing this amendment in their financial statements.

- **IFRS 9 Financial Instruments – Classification and measurement**

  The standard is applied for annual periods beginning on or after 1 January 2018 with early adoption permitted. The final phase of IFRS 9 reflects all phases of the financial instruments project and replaces IAS 39 *Financial Instruments: Recognition and Measurement* and all previous versions of IFRS 9. The standard introduces new requirements for classification and measurement, impairment, and hedge accounting. The standard has not yet been endorsed by the EU. Management of the Group and the Company are assessing this amendment in their financial statements.

- **IFRS 11 Joint arrangements (Amendment): Accounting for Acquisitions of Interests in Joint Operations**

  The amendment is effective for annual periods beginning on or after 1 January 2016. IFRS 11 addresses the accounting for interests in joint ventures and joint operations. The amendment adds new guidance on how to account for the acquisition of an interest in a joint operation that constitutes a business in accordance with IFRS and specifies the appropriate accounting treatment for such acquisitions. The amendment has not yet been endorsed by the EU. Management of the Group and the Company are assessing this amendment in their financial statements.

- **IFRS 14 Regulatory Deferral Accounts**

  The standard is effective for annual periods beginning on or after 1 January 2016. The IASB has a project to consider the broad issues of rate regulation and plans to publish a Discussion Paper on this subject in 2014. Pending the outcome of this comprehensive Rate-regulated Activities project, the IASB decided to develop IFRS 14 as an interim measure. IFRS 14 permits first-time adopters to continue to recognize amounts related to rate regulation in accordance with their previous GAAP requirements when they adopt IFRS. However, to enhance comparability with entities that already apply IFRS and do not recognize such amounts, the standard requires that the effect of rate regulation must be presented separately from other items. An entity that already presents IFRS financial statements is not eligible to apply the standard. This standard has not yet been endorsed by the EU. Management of the Group and the Company are assessing this amendment in their financial statements.

- **IFRS 15 Revenue from Contracts with Customers**

  The standard is effective for annual periods beginning on or after 1 January 2017. IFRS 15 establishes a five-step model that will apply to revenue earned from a contract with a customer (with limited exceptions), regardless of the type of revenue transaction or the industry. The standard's requirements will also apply to the recognition and measurement of gains and losses on the sale of some non-financial assets that are not an output of the entity's ordinary activities (e.g., sales of property, plant and equipment or intangibles). Extensive disclosures will be required, including disaggregation of total revenue; information about performance obligations; changes in contract asset and liability account balances between periods and key judgments and estimates. Management of the Group and the Company are assessing this amendment in their financial statements.

- **IAS 27 Separate Financial Statements (amended)**

  The amendment is effective from 1 January 2016. This amendment will allow entities to use the equity method to account for investments in subsidiaries, joint ventures and associates in their separate financial statements and will help some jurisdictions move to IFRS for separate financial statements, reducing compliance costs without reducing the information available to investors. This amendment has not yet been endorsed by the EU. Management of the Group and the Company are assessing this amendment in their financial statements.

- **Amendment in IFRS 10 Consolidated Financial Statements and IAS 28 Investments in Associates and Joint Ventures: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture**

  The amendments address an acknowledged inconsistency between the requirements in IFRS 10 and those in IAS 28, in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The main consequence of the amendments is that a full gain or loss is recognized when a transaction involves a business (whether it is housed in a subsidiary or not). A partial gain or loss is recognized when a transaction involves assets that do not constitute a business, even if these assets are housed in a subsidiary. The amendments will be effective from annual periods commencing on or after 1 January 2016. The amendments have not yet been endorsed by the EU. Management of the Group and the Company are assessing this amendment in their financial statements.

The IASB has issued the Annual Improvements to IFRSs 2010 – 2012 Cycle, which is a collection of amendments to IFRSs. The amendments are effective for annual periods beginning on or after 1 February 2015. Management of the Group and the Company are assessing this amendment in their financial statements.

- ***IFRS 2 Share-based Payment:*** This improvement amends the definitions of 'vesting condition' and 'market condition' and adds definitions for 'performance condition' and 'service condition' (which were previously part of the definition of 'vesting condition').
- ***IFRS 3 Business combinations:*** This improvement clarifies that contingent consideration in a business acquisition that is not classified as equity is subsequently measured at fair value through profit or loss whether or not it falls within the scope of IFRS 9 Financial Instruments.
- ***IFRS 8 Operating Segments:*** This improvement requires an entity to disclose the judgments made by management in applying the aggregation criteria to operating segments and clarifies that an entity shall only provide reconciliations of the total of the reportable segments' assets to the entity's assets if the segment assets are reported regularly.
- ***IFRS 13 Fair Value Measurement:*** This improvement in the Basis of Conclusion of IFRS 13 clarifies that issuing IFRS 13 and amending IFRS 9 and IAS 39 did not remove the ability to measure short-term receivables and payables with no stated interest rate at their invoice amounts without discounting if the effect of not discounting is immaterial.

- ***IAS 16 Property Plant & Equipment:*** The amendment clarifies that when an item of property, plant and equipment is revalued, the gross carrying amount is adjusted in a manner that is consistent with the revaluation of the carrying amount.
- ***IAS 24 Related Party Disclosures:*** The amendment clarifies that an entity providing key management personnel services to the reporting entity or to the parent of the reporting entity is a related party of the reporting entity.
- ***IAS 38 Intangible Assets:*** The amendment clarifies that when an intangible asset is revalued the gross carrying amount is adjusted in a manner that is consistent with the revaluation of the carrying amount.

The IASB has issued the Annual Improvements to IFRSs 2011 – 2013 Cycle, which is a collection of amendments to IFRSs. The amendments are effective for annual periods beginning on or after 1 January 2015. Management of the Group and the Company are assessing this amendment in their financial statements.

- ***IFRS 3 Business Combinations:*** This improvement clarifies that IFRS 3 excludes from its scope the accounting for the formation of a joint arrangement in the financial statements of the joint arrangement itself.
- ***IFRS 13 Fair Value Measurement:*** This improvement clarifies that the scope of the portfolio exception defined in paragraph 52 of IFRS 13 includes all contracts accounted for within the scope of IAS 39 Financial Instruments: Recognition and Measurement or IFRS 9 Financial Instruments, regardless of whether they meet the definition of financial assets or financial liabilities as defined in IAS 32 Financial Instruments: Presentation.
- ***IAS 40 Investment Properties:*** This improvement clarifies that determining whether a specific transaction meets the definition of both a business combination as defined in IFRS 3 Business Combinations and investment property as defined in IAS 40 Investment Property requires the separate application of both standards independently of each other.

The IASB has issued the Annual Improvements to IFRSs 2012 – 2014 Cycle, which is a collection of amendments to IFRSs. The amendments are effective for annual periods beginning on or after 1 January 2016. These annual improvements have not yet been endorsed by the EU. Management of the Group and the Company are assessing this amendment in their financial statements.

- ***IFRS 5 Non-current Assets Held for Sale and Discontinued Operations***: The amendment clarifies that changing from one of the disposal methods to the other (through sale or through distribution to the owners) should not be considered to be a new plan of disposal, rather it is a continuation of the original plan. There is therefore no interruption of the application of the requirements in IFRS 5. The amendment also clarifies that changing the disposal method does not change the date of classification.
- ***IFRS 7 Financial Instruments***: ***Disclosures***: The amendment clarifies that a servicing contract that includes a fee can constitute continuing involvement in a financial asset. Also, the amendment clarifies that the IFRS 7 disclosures relating to the offsetting of financial assets and financial liabilities are not required in the condensed interim financial report.
- ***IAS 19 Employee Benefits***: The amendment clarifies that market depth of high quality corporate bonds is assessed based on the currency in which the obligation is denominated, rather than the country where the obligation is located. When there is no deep market for high quality corporate bonds in that currency, government bond rates must be used.
- ***IAS 34 Interim Financial Reporting:*** The amendment clarifies that the required interim disclosures must either be in the interim financial statements or incorporated by cross-reference between the interim financial statements and wherever they are included within the greater interim financial report (e.g., in the management commentary or risk report). The Board specified that the other information within the interim financial report must be available to users on the same terms as the interim financial statements and at the same

time. If users do not have access to the other information in this manner, then the interim financial report is incomplete.

- **IFRS 10, IFRS 12 and IAS 28: Investment Entities: Applying the Consolidation Exception (Amendments)**

  The amendments address three issues arising in practice in the application of the investment entities consolidation exception. The amendments are effective for annual periods beginning on or after 1 January 2016. The amendments clarify that the exemption from presenting consolidated financial statements applies to a parent entity that is a subsidiary of an investment entity, when the investment entity measures all of its subsidiaries at fair value. Also, the amendments clarify that only a subsidiary that is not an investment entity itself and provides support services to the investment entity is consolidated. All other subsidiaries of an investment entity are measured at fair value. Finally, the amendments to IAS 28 Investments in Associates and Joint Ventures allow the investor, when applying the equity method, to retain the fair value measurement applied by the investment entity associate or joint venture to its interests in subsidiaries. These amendments have not yet been endorsed by the EU. Management of the Group and the Company are assessing this amendment in their financial statements.

- **IAS 1: Disclosure Initiative (Amendment)**

  The amendments to IAS 1 Presentation of Financial Statements further encourage companies to apply professional judgment in determining what information to disclose and how to structure it in their financial statements. The amendments are effective for annual periods beginning on or after 1 January 2016. The narrow-focus amendments to IAS clarify, rather than significantly change, existing IAS 1 requirements. The amendments relate to materiality, order of the notes, subtotals and disaggregation, accounting policies and presentation of items of other comprehensive income (OCI) arising from equity accounted Investments. These amendments have not yet been endorsed by the EU. Management of the Group and the Company are assessing this amendment in their financial statements.

Important note

The analysis of the financial statements that is presented below, shows significant deviations in many accounts of the company Athens Exchange. These deviations are due to the fact that while the Company in the 2013 operated as Central Depository, in 2014, due to the restructruring of the Group, it operated as an Exchange, providing trading services.

5.4 Risk Management

General – Risk management environment

A main consideration of the Athens Exchange Group is risk management that arises from its business activities.

The Group, as the organizer of a capital market, has developed a comprehensive framework for managing the risks to which it is exposed, ensuring its sustainability and development, as well as contributing to the stability and security of the capital market.

Athens Exchange Clearing House (ATHEXClear) belongs to the Group; it operates as a central counterparty (CCP) in the clearing of cash and derivatives products, and as such is obliged to satisfy strict requirements concerning risk management.

In particular, the legal and regulatory framework which ATHEXClear is directly subject to and the Group indirectly with regards to their obligations to monitor and manage risk, includes the Regulation of Clearing of Transferable Securities Transactions in Book Entry Form, the Regulation on the Clearing of Transactions on Derivatives and Regulation (EU) 648/2012 of the European Parliament and Council of July 4th 2012 for OTC derivatives, central counterparties, and trade repositories, known as EMIR (European Market Infrastructure Regulation).

In light of these new regulatory requirements, the Group has drafted a comprehensive plan to improve risk management in order to continue to provide high quality services.

Risk Strategy and Risk Management

The risk strategy of the Group is aligned with its business strategy to provide the appropriate infrastructure for the reliable, safe and unhindered operation of the capital market. In accordance with the strategy of the Group, the risk tolerance level is defined, in order to satisfy market needs, reduce cost for participants, maximize the exploitation of business opportunities but also ensure market security and compliance with regulatory requirements.

Organizational structure

In 2014 risk management was strengthened and restructured, especially for ATHEXClear, in order to be harmonized with the EMIR Regulation. In particular, beyond the specific measures for the smooth operation of the systems of the Group, each organizational unit of the Group is responsible to monitor and manage possible risks in such a way so as to react quickly and effectively if in case risk events arise.

In particular, as far as ATHEXClear is concerned, the risk management environment is shaped by the participation of the following units:

- **Board of Directors**, which has the final say and accountability regarding the management of the risk management operation of the company. In particular, the Board of Directors appoints, determines and documents the appropriate level of risk tolerance and ability of the company to assume risk. In addition, the BoD and senior management ensure that the policies, processes and audits of the company are consistent with the risk tolerance level and the ability of the company to assume risk, and examine ways through which the company recognizes, reports, monitors and manages risks.
- **Risk Committee**, which advises and proposes to the Board of Directors on matters f risk management.
- **Investments Committee**, which decides on defining the limits and monitors liquidity risk, determines policies and standards for the investment strategy, financing principles, liquidity management, interest rate risk and management.

- **Risk Management Department**, of the Risk Management & Clearing Division of ATHEXClear, which is sufficiently independent from other departments of the company, and whose main duty is the comprehensive approach to risks that ATHEXClear faces, in order to recognize them, calculate them and finally manage them. The Risk Management Department possesses the required jurisdiction, the necessary means, know-how and access to all relevant information.
- **Chief Risk Officer**, heading the Risk Management Department, who reports to the Board of Directors on matters of risk management through the Chairman of the Risk Committee, and applies the risk management framework through the policies and procedures that the Board of Directors enacts.

Unified risk management

The services that the Group provides involved various types and levels of risk, and it is recognized that effective risk management consists of the following:

Recognizing and assessing risks: Analyzing the present and future activities of the Group, recognizing cases in which the Group is exposed to risks. The risks recognized are evaluated as to the potential exposure to loss. This includes in general the estimation of both the possibility that the loss will occur, as well as the potential effects.

Controlling risks: The arrangements for managing each risk are the key to the effective management of risks and it is important that they be understood by all personnel. In addition, management is responsible to ensure the appropriate application of the unified framework for risk management and individual policies / frameworks.

Risk containment: Management identifies the best method for risk containment, taking into consideration costs and benefits. As a general principle, the Group does not assume risks that pose the possibility of catastrophic or significant losses. Likewise, insuring against losses that are relatively predictable and without a material impact is avoided. The alternatives for containing risk depend on the level of tolerance of the Group against various types of risk.

Monitoring and reporting risks: The Group possesses a comprehensive system for reporting and monitoring risks. In particular, the ATHEXClear Risk Management Department monitors the risk levels of the company on a continuous basis using specialized and approved risk management methods. The main assumptions, the data sources and the processes used in measuring and monitoring risk are documented and tested for reliability on a regular basis through the review and audit and the validation framework.

Risk categories

The Group ensures that it deals with all risks, internal or external, present or future, and especially those that have been recognized as being significant. It is recognized that each service offered by the Group can expose it to any combination of the risks mentioned below.

The usual risks to which, due to the nature of its activities, the Group is exposed to are:

Financial Risk

- Market risk (changes in exchange rates, interest rates, market prices etc.)
- Credit risk (mainly counterparty credit risk, and from investing own equity)
- Liquidity risk (mainly cash flows risk)

Operating risk

Risk due to a lack or failure of internal procedures and systems, by human factor or external events, including legal risk.

Business risk

Risk due to new competitors, drops in transaction activity, deterioration of the local and international economic conditions etc.

Description of risk categories and main risk factors

Market risk

The Group is exposed to minimum market risk for its activities. ATHEXClear, as a central counterparty in the clearing of cash and derivatives products, places its financial assets only in cash at the Bank of Greece. As a rule, the cash balance of the Group is invested exclusively in time deposits. In each case, the Group monitors the potential exposure that market risk can bring and calculates the capital that it must keep against market risk, in accordance with the capital requirements calculation methodology that it applies. In particular:

Foreign exchange risk: This risk does not materially affect the operation of the Group, given that transactions with clients & suppliers in foreign currency are very few. In particular, the risk that ATHEXClear faces is treated as part of the risk management measures that apply to the clearing activity. ATHEXClear monitors possible exposures in foreign currencies, and calculates any capital it needs to keep against foreign exchange risk.

Price risk: The Group is exposed to the risk that the securities that it possesses change in value. On 31.12.2014 the Group possessed (through Hellenic Exchanges-Athens Stock Exchange) a bank bond valued at €3,382,760.00, while on 31.12.2013 it was valued at €2,540,000, thus resulting in other comprehensive income of €843,000. If the price of the bond deviates by more than 10 basis points on 31.12.2014 (from 84.569 to 84.669 or 84.469) the valuation difference revenue would differ by ±€4 thousand.

Credit risk

The turnover of the Group mainly consists from transactions in the cash and derivatives markets, as well as with reliable foreign house with a high creditworthiness. On this basis, credit risk is estimated to be minimal.

The credit risk that ATHEXClear faces only arises from the investment of its own assets. As part of the investment policy, specific principles are set for placement of the cash; in particular cash placements are as a rule made at the Bank of Greece, a fact that minimizes the company's risk.

Credit counterparty risk

The Hellenic Capital Market Commission, with decisions 5, 6 and 7/556/8.7.2010 granted to ATHEXClear a license to manage and operate systems to clear trades on dematerialized securities (Securities System) and derivatives products (Derivatives System). In this capacity, ATHEXClear assumes the risk that Clearing Members default on their obligations to clear and settle trades, as described in the Rulebooks (credit counterparty risk).

ATHEXClear has enacted and is implementing a number of mechanisms and financial assets to cover risk, and is responsible for the smooth operation of the system in general, in conjunction with the scope and size of trades whose clearing it has undertaken. The mechanisms that ATHEXClear applies are described in the "Regulation of Clearing of Transferable Securities Transactions in Book Entry Form," in the "Regulation on the Clearing of Transactions on Derivatives," as well as the relevant decision of the ATHEXClear BoD.

In order to obtain the status of Clearing Member, the Intermediary or Bank must conform to the minimum specific financial and operational adequacy requirements, as specified in the Clearing Rulebooks; these requirements must be continuously fulfilled during the time the Member is in operation.

In particular, in order to protect the securities system from credit risk of Clearing Members, ATHEXClear manages the Clearing Fund which acts as a risk sharing fund to which Clearing Members contribute exclusively in cash. In addition, it monitors and calculates, on a daily basis as well as during the day, the risk that Clearing Members will default on their obligations, and blocks the corresponding guarantees in cash and/or letters of guarantee. Based on the guarantees that have been blocked, the credit limits of the members are reevaluated on a daily basis; monitoring the limits takes place in real time during market hours. The minimum size of the Clearing Fund is recalculated at least every three months, in accordance with the provisions of the Rulebook, so that its size is sufficient at a minimum to cover at any time the loss, under any extreme market conditions that may arise in case the Clearing Member which exposes the system to the greatest risk is overdue.

As far as the derivatives system is concerned, ATHEXClear undertakes the clearing of trades as central counterparty. Up until November 2014, every clearing account beneficiary blocked margin in favor of ATHEXClear, under the responsibility of the Clearing Member that represented him, in order to properly fulfill all of his obligations from the transactions that took place on his account in the Derivatives Market. The requirement to provide margin was fulfilled by committing cash, liquid securities and dematerialized securities issued by the Greek government. Besides the blocking of margin at the final investor level, each Clearing had to provide additional margin to reassure the fulfillment of its obligations to ATHEXClear, depending on his capacity and the risk that its trading activity entailed. In particular, ATHEXClear applied a methodology based on which the minimum margin per Clearing Member is calculated, in order for this margin to be sufficient, at a minimum, to cover the loss under any extreme market conditions that may arise in case the Clearing Member defaults.

Starting on the 1st of December 2014, the clearing and risk management model in the derivatives market changed significantly in order to satisfy the requirements imposed by the EMIR Regulation. The most important changes in the new model were:

1. The creation of a clearing fund also for the Derivatives Market
2. Defining the clearing accounts and calculating the risk and the required margins from the members at the clearing account level
3. Change the parameter calculation method of the risk management model
4. Changes in the acceptable margin and non-acceptance of letters of guarantee

Under the new model, the system has become even safer and compliant with the demands imposed by EMIR; as a result it is easily understood by participants from both Greece and abroad.

Liquidity risk

Liquidity risk is maintained at low levels by maintaining adequate cash.

In particular for ATHEXClear, the aim is to maintain a sufficient liquidity level in order to ensure that it is in a position to fulfill its obligations concerning payments or settlement in all currencies that are payable, at the end of each day and / or, if required, on an intraday basis. The estimation of the size of the obligations of ATHEXClear is done both based on its business plan, as well as based on possible, but unforeseen, events.

Cash flow risk and risk from the change of the fair value due to interest rate changes:
The operating revenue and the cash flows of the Group are independent of interest rate changes.

Operating risk

The Group does not seek to undertake operating risk, but accepts that operating risk may arise as a result from systems, internal procedures or human failure. In particular, it is recognized that operating risk may arise among others because of: outsourcing, surveillance and regulatory non-compliance, business continuity failure, IT systems, information security and project implementation risk.

Operating risk is maintained at acceptable levels, through a combination of good corporate governance and risk management, strong systems and checks and tolerance structures.

In 2014 there was no significant interruption in the activities (trading, clearing, settlement, registration) of the Group that was due to failure or unavailability of information systems or to human error. No large damages or monetary demands due to litigation (legal and court expenses) or due to non-compliance with the supervisory framework and the contractual obligations of the Group. In addition no losses due to external events were faced.

Measures for reducing operating risk

The Group recognizes the need to determine, estimate, monitor and reduce operating risk that is included in its operations and activities, as well as the need to maintain adequate capital, in order to manage this particular type of risk.

In particular, ATHEXClear, in accordance with the EMIR Regulation, the capital requirement for operating risk is calculated on an annual basis, using the Basic Indicator Approach (BIA); in addition, a framework for the systematic monitoring of operating risk has been implemented.

The most significant measures are the implementation of a business continuity plan, taking out insurance policies as well as measures to ensure compliance with the new regulations.

Business Continuity plan

The Group has processed and put into operation appropriate infrastructure and a disaster recovery plan, which includes:

- **Operation of a Disaster Recovery Site:** The Group maintains a disaster recovery site for its IT systems. In addition, the Group has received the ISO-22301 business continuity certification.
- **Forming teams for crisis management and emergency incident management:** The purpose of these teams is to maintain continuity in the provision of trading services in case of an unforeseen event. They have been assigned specific responsibilities and specially trained Group executives have been assigned to them.
- **Existence of back up IT systems:** The IT systems of the Group are installed and operate in the data center at the headquarters of the Group. The data center consists of two, independent as to location, supporting infrastructure and technological services provided, individually mirrored data centers, in order to provide redundancy and high availability, ensuring the continuous operation of the systems.

Insurance contracts

Operating risks which the Group is not able or does not wish to assume are transferred to insurance companies. Management of insurance contracts takes place centrally for the whole Group in order to obtain better services and more advantageous terms. In particular, coverage concerns among others third party civil liability and professional liability (DFL/PI) as well as civil liability of BoD members and executives (D&O).

Regulatory compliance

A Regulatory Compliance unit has been set up, having as its key objectives to ensure compliance with the legal and regulatory framework, regulations and policies, measuring and minimizing the risk of regulatory compliance and addressing the consequences of non-compliance with the legal and regulatory framework; the unit operates independently of other departments of the company with clear and separate reporting lines from those of other company activities, in accordance with the requirements of the EMIR regulation. The main responsibilities of the unit are:

- Monitoring changes in the regulatory and surveillance framework and informing the BoD, the Audit Committee and staff.
- Conducting gap analysis between the existing and future condition brought about by regulatory and surveillance changes.
- Monitoring the compliance of the company to the legal and regulatory framework.
- Handling requests related to compliance matters.
- Measuring and monitoring compliance risk.

Specifically for ATHEXClear, in 2014 policies were implemented concerning conflicts of interest, outsourcing, managing complaints by clearing members, remuneration of personnel, executives and members of the BoD and management of its archives, in accordance with the requirements of the EMIR Regulation.

Business risk

The Group recognizes that it depends on macroeconomic developments and is affected by external factors such as changes in the competitive capital markets environment, changes in the international and domestic economic environment, legal and regulatory developments, changes in the taxation policy etc. Such events may impact the growth and sustainability of the Group, causing a reduction in trading activity, a drop in expected profits, inability to liquidate and / or asset impairment etc.

Within this framework, the Group continually and systematically monitors international developments and adjusts to the environment that is being formed.

5.5 Adjustment of ATHEXClear to the EMIR Regulation

The EMIR (European Market Infrastructure Regulation) Regulation regulates matters concerning OTC derivatives, Central Counterparties and Trade Repositories. It is part of a wider range of regulatory initiatives at a European and international level (creation of European Supervisory authorities, CSDR, CRD IV, MIFID/MIFIR, CPSS/IOSCO Principles for FM/s).

The EMIR Regulation regulates uniform requirements for carrying out CCP activities (and interoperability), requirements for clearing and managing bilateral risk for OTC derivatives, obligation to report derivatives to Trade Repositories and uniform requirements for carrying out Trade Repository activities. The EMIR Regulation concerns Central Counterparties CCP, Clearing Members, Derivatives Contracts Counterparties (and non-financial whenever necessary), trade repositories and trade venues (where foreseen).

The main goals of EMIR are to:

1. Increase transparency. Detailed information on derivatives transactions must be reported to a trade repository where regulators have access. The trade repositories will publish aggregated data on the positions per derivatives type which will be available to participants.
2. Reduce counterparty credit risk. Obligation to clear standardized contracts in a CCP. Strict operation and surveillance rules for CCP. Rules for risk mitigation for derivatives that are not cleared in a CCP.
3. Reduce operating risk. Use electronic means for the timely confirmation of the terms of OTC derivatives contracts.

As central counterparty in the derivatives market, ATHEXClear had to adjust to the requirements of the Regulation, i.e. to adjust its capital and organizational structure and to obtain again a license from the authority which is responsible for licensing and supervising the CCPs that operate in its area of supervision.

In order to receive the license from the Hellenic Capital Market Commission, ATHEXClear drafted – in cooperation with an external consultant – a dossier for licensing the company by the Hellenic Capital Market Commission in accordance with Regulation (EU) 648/2012 (EMIR), since it operates as a Central Counterparty (CCP) in the ATHEX derivatives market. The dossier included the clearing of the Romanian derivatives market in accordance with the agreement with that exchange (SIBEX).

As far as the cash market is concerned, following a relevant impact study on the members and the market, and due to the critical economic situation in our country and the lack of liquidity it was decided (in consultation with the HCMC) not to modify the market model in accordance with the EMIR Regulation but to ring fence – isolate the market by exploiting the relevant provision of the EMIR Regulation for providing services linked to clearing.

During the evaluation phase of the licensing dossiers, ESMA created a special workgroup which decides and interprets EMIR-related issues, and updates a document with frequently asked questions and answers (Q&A).

Since the abovementioned procedure of providing clarifications through the Q&A document created issues in a number of Clearing Houses with their licensing dossiers, ESMA notified the national Capital Market Commissions a procedure in which an extension was provided to the Clearing Houses to conform with the decisions of the Committee when material changes arise.

At the same time, ATHEXClear prepared and submitted, on 27 June 2014, a new licensing dossier which included the activity of clearing as Central Counterparty in the Cash Market, in compliance with the clarifications provided by ESMA.

Within this framework, the necessary changes in the Regulation of Clearing of Transferable Securities Transactions in Book Entry Form were adopted and included in draft form in the licensing dossier that was submitted to the Hellenic Capital Market Commission.

Finally, the licensing dossier included a new edition of the draft Regulation on the Clearing of Transactions on Derivatives, which incorporates comments by the Hellenic Capital Market Commission and text improvements.

The Hellenic Capital Market Commission granted a license to operate to ATHEXClear in its decision 1/704/22.1.2015 (see below).

At the same time a contract was signed with the Bank of Greece due to the capacity of ATHEXClear as direct participant over the internet to the TARGET2-GR express transfer of capital and settlement system in order to satisfy the requirements of the EMIR Regulation.

Risk management procedures in the Derivatives System

The BoD of ATHEXClear at its meeting 109/17.11.2014 approved the creation of a set of risk management policies and methodologies as a result of the clearing model changes in the derivatives market, the Regulation on the Clearing of Transactions on Derivatives (hereinafter Regulation), as well as due to the adjustments to the requirements of the EMIR Regulation.

Given the transition to the new model in the Derivatives market on December 1st 2014, ATHEXClear set the Derivatives System risk managements procedures in accordance with the Regulation (ATHEXClear decision 5).

Setting up a Risk Committee

Following the plans for the adjustment of ATHEXClear to the provisions of Regulation 648/2012 (EMIR) and having in mind the need to set up a standing advisory committee which will assist the Board of Directors in its function managing risk assumed by the Company in accordance with the rules of its operation by adopting the provisions of article 28 of Regulation (EU) 648/2012 and by the authorization of Regulation (EU) 153/2013 EEE L 52/41/23.2.2013), the BoD decided to create the Risk Committee, define its purpose and responsibilities, its composition, the procedures for convocation and decision making, and the main obligations of its members, as of 1.12.2014 (date the Regulation on the Clearing of Transactions on Derivatives went into effect).

Modification of the Internal Rulebook of Operation & Setting up a Strategic Investments Committee – Modifications in the Clearing Fund Asset Management Committee

In order for ATHEXClear to be harmonized with the corporate governance framework described in Regulation 648/2012 of the European Parliament and the Council (EMIR Regulation), by decision of the BoD, an independent and autonomous Strategic Investments Committee was set up, which acts independently of the Strategic Investments Committee of the parent company.

In particular, the Strategic Investments Committee acts as a committee of the ATHEXClear Board of Directors, is staffed by members of the Board of Directors, and has as its main purpose the establishment of an investment strategy.

The main responsibilities of the Committee will be:

a) The observance of the obligations of ATHEXClear concerning the collateral that is managed by ATHEXClear and concern the Cash Market and the Derivatives Market, as well as the management of the cash of the Company, in accordance with its obligations, as defined in the EMIR Regulation.

b) Setting short and long term investment targets.

c) Monitoring progress towards achieving the targets.

d) Drafting reports to the Board of Directors at regular time intervals, which will describe in detail the results of the investments policy and outline possible deviations from the goals and returns that have been set.

Next the existing "Clearing Fund Asset Management" committee was renamed "Collateral and Own Funds Management Committee" in order to clarify its role, with a corresponding modification in the Internal Operation Regulation of the company.

The committee is responsible for managing the cash of the Clearing Fund on Derivatives Transactions, Transactions in transferable securities in dematerialized form, as well as its own cash, in accordance with the investments policy that was approved by the Board of Directors and is mentioned below.

Investment policy approval

The Board of Directors of ATHEXClear, at meeting number 108/11.11.2014 approved the following investment policy for ATHEXClear:

The present policy concerns the investment of the following assets of ATHEXClear:

- Cash– own assets
- Cash – capital requirements
- Cash of the Clearing Fund for derivatives and equities as well as member margins

1. The Company as central counterparty, holds all of the abovementioned cash balances, only in euro and exclusively at the Bank of Greece (BoG) with the following exceptions:
   - The use of currency swaps in order to exchange into euros amounts held in other currencies and vice versa, needed for clearing and settlement of products in currencies other that the euro.
   - To carry out transactions for hedging risk, cover obligations or close positions as part of the process of managing member default.
   - To maintain in total in all Greek banks, sight accounts of up to €500,000 for its daily operating needs.
2. In accordance with art. 47 §6 of Regulation 648, the Company is not allowed to invest its own cash assets or the cash that it manages (Clearing Fund, claims, margins and other financial assets) in its own transferrable securities, nor in transferable securities of the parent or any subsidiary company.
3. In making cash placements, the security of the assets of the Company and of the collaterals (margins, clearing funds for derivatives and equities) is primary and as such placements will be made exclusively at the BoG and may have zero or negative returns.
4. The investment policy is determined by the Strategic Investments Committee of the company and approved by the Board of Directors, taking into consideration the provisions of Regulation (EY) 648/2012 and 153/13 (on EMIR).

Hellenic Capital Market Commission grants ATHEXClear a license to operate

The Board of Directors of the Hellenic Capital Market Commission decided (decision 1/704/22.1.2015) unanimously to:

1. Grant a license to operate a central counterparty system in accordance with Regulation (EU) 648/2013 of the European Parliament and Council for OTC derivatives, central counterparties and trade repositories, to ATHENS EXCHANGE CLEARING HOUSE (ATHEXClear) to carry out the following clearing activities:

- Clearing transactions in transferable securities
- Clearing transactions in derivatives
- Clearing transactions in financing securities

2. Approve the Regulation for the operation of a Central Counterparty System with the title "Regulation of Clearing of Transferable Securities Transactions in Book Entry Form" which is included in the minutes of meeting number 103 of the BoD of the company dated 28.07.2014.

   The Regulation in question goes into effect starting on February 16th 2015, except for the provisions of subparagraph 4 of par. 2.1 of Part 2 of Section VII, which go into effect starting February 6th 2015.

3. Approve the Regulation for the operation of a Central Counterparty System with the title "Regulation on the Clearing of Transactions on Derivatives" which is included in the minutes of meeting number 103 of the BoD of the company dated 28.07.2014.

5.6 Restructuring of the Group

In light of the overall effort to upgrade the services provided by the Group, and to harmonize its rules of operation with international standards and practices, and in order to achieve a smooth and effective adjustment to the changes underway as part of the implementation of a broader framework of measures at the European and international level – with the implementation of the EMIR Regulation, the Regulation that is in the process of being voted by the European Parliament concerning the improvement in securities settlement in the European Union and Central Securities Depositories (CSDs) Directive, the Boards of Directors of the companies of the Group "HELLENIC EXCHANGES S.A. HOLDING, CLEARING, SETTLEMENT & REGISTRY" (HELEX), "ATHENS EXCHANGE S.A." (ATHEX) and "THESSALONIKI STOCK EXCHANGE CENTRE" (TSEC) took the decisions to restructure the corporate structure of the Group.

In particular, the managements of the abovementioned companies of the Group decided on HELEX merging by absorbing ATHEX; concurrently with the merger above, the Central Securities Depository business, the Registry and Settlement services that are being provided, as well as the management of the Dematerialized Securities System was to be spun-off.

The merger of ATHEX with HELEX was completed with the registration at GEMI of decision K2-7391/19.12.2013 of the Ministry of Development and Competitiveness.

The spin-off of the Central Securities Depository business, the Registry and Settlement services, as well as the management of the Dematerialized Securities System, and contribution to Hellenic Central Securities Depository (the new name of Thessaloniki Stock Exchange Centre) was completed with the registration at GEMI of the decision (39079/19.12.2013) of the Chairman of Thessaloniki Chamber of Commerce and Industry (TCCI).

Following the completion of the intragroup restructuring, all services that were provided by ATHEX as a Market Operator in accordance with Law 3606/2007 are now provided by the absorbing, listed company, which following the completion of the corporate transformation has as 100% subsidiaries Athens Exchange Clearing House which continues to provide clearing services on securities and derivatives; and HCSD which, following the completion of the required statutory changes and adjustments and upon obtaining the required approvals by the competent authorities is the Central Depository which manages the Dematerialized Securities System and provides Registry and Settlement services.

Through the corporate transformation, besides the abovementioned smooth transition of the Group to the upcoming changes in European Regulations, a more efficient allocation of cost / profit between the companies of the Group will be achieved, and liquidity will be transferred to the listed company.

These financial statements must be examined in conjunction with the financial statements of 31.12.2013.

Structure of the ATHEX Group after the restructuring

Following the completion of the new restructuring of the Group, the status of the companies of the Groups is as follows:

- **Listed company** – HELLENIC EXCHANGES – ATHENS STOCK EXCHANGE S.A. HOLDING (ATHEX EXCHANGE - ATHEX), having as its main activity the administration of the organized market (parent company), having 100% ownership of subsidiary companies HELLENIC CENTRAL SECURITIES DEPOSITORY (ATHEXCSD) and ATHENS EXCHANGE CLEARING HOUSE (ATHEXClear)
- **Non-listed company** - HELLENIC CENTRAL SECURITIES DEPOSITORY (ATHEXCSD), which operates as a Central Depository, provides Registry and settlement services and manages the Dematerialized Securities System – 100% subsidiary of the listed company.
- **Non-listed company** - ATHENS EXCHANGE CLEARING HOUSE (ATHEXClear), having as its main activity the clearing of trades in the cash and derivatives markets – 100% subsidiary of the listed company.

Modification of Article 1 of the Articles of Association

In accordance with the decision of the Annual General Meeting of May 29th 2014 the name of the Company "HELLENIC EXCHANGES-ATHENS STOCK EXCHANGE S.A. HOLDING" while in foreign language texts the name will be "HELLENIC EXCHANGES-ATHENS STOCK EXCHANGE S.A.". The commercial name is "ATHENS EXCHANGE" and in foreign language texts "ATHENS STOCK EXCHANGE" "ATHEX".

In addition, in accordance with the Annual General Meeting on May 12th 2014, the name of the Thessaloniki Stock Exchange Centre was changed to "HELLENIC CENTRAL SECURITIES DEPOSITORY S.A." with a commercial name "ATHEXCSD". In foreign language texts the name is "CENTRAL SECURITIES DEPOSITORY S.A."

Based on the above, the relevant articles of the Articles of Association were modified

5.7 Capital Management

The primary aim of the capital management of the Group is to maintain its high credit rating and healthy capital ratios, in order to support and expand the activities of the Group and maximize shareholder value.

There were no changes in the approach adopted by the Group concerning capital management in the current fiscal year.

The Group and the Company monitor the adequacy of their equity and its effective use, by using the net borrowing to equity index.

	GROUP		COMPANY	
	31.12.2014	31.12.2013	31.12.2014	31.12.2013
Suppliers and other commercial liabilities	9,213	10,197	2,920	4,982
Other long term liabilities	111	134	50	23,360
Other short term liabilities	675	608	446	553
Cash and cash equivalents	(151,551)	(162,841)	(96,057)	(144,381)
Net borrowing (a)	**(141,552)**	**(151,902)**	**(92,641)**	**(115,486)**
Shareholder equity (b)	**189,207**	**180,763**	**171,414**	**173,526**
Equity and net borrowing (a + b)	**47,655**	**28,861**	**78,773**	**58,040**
Borrowing leverage index (a/(a+b))	**(2.97)**	**(5.26)**	**(1.18)**	**(1.99)**

5.8 Segment Information

In accordance with the provisions of IFRS 8, the determination of operating segments is based on a "management approach." Based on this approach, the information that is disclosed for operating segments must be that which is based on internal organizational and managerial structures of the Group and the Company, and in the main accounts of the internal financial reports that are being provided to the chief operating decision makers.

An **operating segment** is defined as a group of assets and operations exploited in order to provide products and services, each of which has different risks and returns from other business sectors. For the Group, the main interest in financial information focuses on operating segments since the company's electronic systems – located at its headquarters - are at the disposal of investors irrespective of their physical location.

On December 31st 2014 the core activities of the Group broken down by business sector were as follows:

(Amounts in thousand euro unless otherwise noted) 92

GROUP	Segment information on 31.12.2014									
	Trading	Clearing	Settlement	Data feed	IT	Exchange services	Depository services	Clearinghouse services	Other*	Total
Revenues	9,336	17,563	1,964	3,627	1,967	6,924	3,792	296	1,820	47,289
Capital income	731	1,375	154	284	154	542	297	23	143	3,703
Expenses	(4,252)	(8,000)	(895)	(1,652)	(896)	(3,154)	(1,727)	(135)	(829)	(21,539)
Depreciations	(355)	(669)	(75)	(138)	(75)	(264)	(144)	(11)	(69)	(1,800)
Taxes	(1,311)	(2,466)	(276)	(509)	(276)	(972)	(532)	(42)	(256)	(6,640)
Profit after tax	**4,148**	**7,804**	**873**	**1,612**	**874**	**3,077**	**1,685**	**132**	**809**	**21,013**
Assets	6,233	11,725	1,311	2,421	1,313	4,622	2,532	198	1,215	31,570
Cash and cash equivalents	29,920	56,286	6,294	11,624	6,304	22,190	12,153	949	5,833	151,551
Other assets	25,132	47,279	5,287	9,764	5,295	18,639	10,208	797	4,899	127,301
Total assets	**61,285**	**115,290**	**12,892**	**23,809**	**12,912**	**45,452**	**24,892**	**1,943**	**11,947**	**310,422**
Total liabilities	**23,931**	**45,019**	**5,034**	**9,297**	**5,042**	**17,748**	**9,720**	**759**	**4,665**	**121,214**

GROUP	Segment information on 31.12.2013 **									
	Trading	Clearing	Settlement	Data feed	IT	Exchange services	Depository services	Clearinghouse services	Other*	Total
Revenues	6,699	13,597	14,108	3,766	910	34,654	4,801	333	2,598	81,466
Capital income	373	757	785	210	51	1,929	267	19	143	4,532
Expenses	(1,766)	(3,584)	(3,719)	(993)	(240)	(9,135)	(1,266)	(88)	(685)	(21,476)
Depreciations	(117)	(237)	(246)	(66)	(16)	(604)	(84)	(6)	(45)	(1,420)
Taxes	(2,534)	(5,144)	(5,337)	(1,425)	(344)	(13,109)	(1,816)	(126)	(983)	(30,818)
Profit after tax	**2,655**	**5,389**	**5,591**	**1,492**	**361**	**13,734**	**1,903**	**132**	**1,028**	**32,284**
Assets	2,564	5,204	5,400	1,441	348	13,263	1,838	127	994	31,180
Cash and cash equivalents	13,391	27,179	28,200	7,528	1,819	69,269	9,597	666	5,193	162,841
Other assets	1,951	3,961	4,110	1,097	265	10,095	1,399	97	757	23,732
Total assets	**17,906**	**36,344**	**37,710**	**10,066**	**2,432**	**92,628**	**12,833**	**890**	**6,944**	**217,753**
Total liabilities	**3,040**	**6,170**	**6,402**	**1,709**	**413**	**15,726**	**2,179**	**151**	**1,179**	**36,969**

The distribution of expenses was made based on fixed distribution percentages for each business sector.

*In revenue it includes: revenue from re-invoiced expenses, X-NET revenue from other services.

**The amounts differ from those of the published statements 31.12.2013

(Amounts in thousand euro unless otherwise noted) 93

5.9 Trading

Total revenue from trading in 2014 amounted to €9.34m vs. €6.70m in the corresponding period last year, a 39.4%, increase. Revenue is broken down in the table below:

	GROUP		COMPANY	
	31.12.2014	31.12.2013	31.12.2014	31.12.2013
Shares	8,060	5,446	8,060	550
Derivatives	1,274	1,251	1,274	95
ETFs	2	2	2	0
Total	**9,336**	**6,699**	**9,336**	**645**

Revenue from stock trading amounted to €8.06m vs. €5.45m in the corresponding period last year, increased by 48%. This increase is due to the increase in trading activity in 2014.

In 2014 the total traded value in the cash market was €31.5bn compared to €21.3bn in the corresponding last year, increased by 48%. The average daily traded value amounted to €127.1m vs. €86.6m last year, increased by 47%.

The average daily volume in 2014 was 95.2m shares vs. 53.6m shares in 2013, a 78% increase.

The ATHEX General Index on 31.12.2014 was 826.2 points, decreased by 28.9% compared to 31.12.2013 (1,162.7 points).

In the derivatives market, revenue from trading amounted to €1.27m vs. €1.25m in the corresponding period last year, increased by 2%. Even though the average daily number of contracts increased by 17% (48.7 thousand vs. 41.6 thousand in 2013) the slight increase is due to the reduction in the average revenue per contract by 12% (0.357 in 2014 vs. €0.406 in 2013).

The reduction in the average revenue per contract is due to lower prices of the underlying shares, on which the charges of the respective futures products were calculated, in the second half of 2014. Note that the average revenue per contract in the first 6 months of 2014 grew by 6.1% over the first 6 months of 2013.

The Company merged with the Athens Exchange on 19.12.2013 following the approval by the Prefecture (see note 5.6). Thus, while the company data in 2014 includes figures from the Athens Exchange, in the corresponding period last year HELEX figures are included without ATHEX (HELEX operated as the Central Depository in 2013).

5.10 Clearing

Revenue from clearing amounted to €17.56 m. vs.€13.60 m. in the corresponding period last year, a 29,2% increase, and is broken down in the following table:

	GROUP		COMPANY	
	31.12.2014	31.12.2013	31.12.2014	31.12.2013
Shares	12,620	8,251	0	0
Derivatives	2,974	2,921	0	0
ETFs	6	4	0	0
Transfers - Allocations	775	812	0	0
Trade notification instructions	1,188	1,609	0	0
Total	**17,563**	**13,597**	**0**	**0**

In 2014 the total traded value in the cash market was €31.5bn compared to €21.3bn in the corresponding last year, increased by 48%. The average daily traded value in amounted to €127.1m vs. €86.6m in last year, increased by 47%.

(Amounts in thousand euro unless otherwise noted) 94

Revenue from stock clearing, which consists of revenue from the organized market and the Common Platform, amounted to €12.6m, a 52.9% increase.

The average daily volume in 2014 was 95.2m shares vs. 53.6m shares in 2013, a 78% increase.

In the derivatives market, revenue from clearing amounted to €2.97m vs. €2.92m in the corresponding period last year, increased by 2%. Even though the average daily number of contracts increased by 17% (48.7 thousand vs. 41.6 thousand in 2013) the slight increase is due to the reduction in the average revenue per contract by 12% (0.357 in 2014 vs. €0.406 in 2013). The reduction in the average revenue per contract is due to lower prices of the underlying shares, on which the charges of the respective futures products were calculated, in the second half of 2014. Note that the average revenue per contract in the first 6 months of 2014 grew by 6.1% over the first 6 months of 2013.

Revenue from transfers – allocations amounted to €775 thousand and is reduced by 4.5 % compared to the corresponding period last year.

Trade notification instructions amounted to €1.2m dropped by 26%.

5.11 Settlement

Revenue from settlement amounted to €1.96m vs. €14.11m in the corresponding period last year, an 86,1% reduction, and is broken down in the following table:

	GROUP		COMPANY	
	31.12.2014	**31.12.2013**	**31.12.2014**	**31.12.2013**
Off-exchange transfers	1,963	14,107	0	13,573
On-exchange transactions	1	1	0	1
Trade notification instructions	0	0	0	1,246
Flat Fee (trade settlement)	0	0	0	9,894
Total	**1,964**	**14,108**	**0**	**24,714**

The reduction in revenue from trade settlement is due to the public offers of COCA-COLA and NBG (for the acquisition of EUROBANK shares due to the merger), which resulted in revenue of €10.8m and €1.2m respectively in 2013.

The spin-off of the Depository business from HELEX and its contribution to "Hellenic Central Securities Depository" was completed on 19.12.2013 and as such, during 2013 the data for the Depository were included in HELEX, whereas in 2014 in the subsidiary company Hellenic Central Securities Depository.

Hellenic Central Securities Depository (former HELEX) received revenue from trade settlement services that it provided to ATHEXClear in last year, €9.894 thousand as a flat settlement fee and €1.246 thousand from trade notification orders.

5.12 Exchange services

This category includes revenue from issuers for quarterly subscriptions and rights issues from ATHEX listed companies, as well as quarterly ATHEX member subscriptions in the cash and derivatives markets.

Revenue from this category in 2014 amounted to €6.92m, vs. €34.65m in the corresponding period last year, posting a large reduction 80.0% which is mainly due to the revenue that the Group received from the recapitalization of the banks last year; it is analyzed in the table below:

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	GROUP		COMPANY	
	31.12.2014	31.12.2013	31.12.2014	31.12.2013
Rights issues by listed companies (1)	2,363	30,694	2,363	12
Quarterly subscriptions by listed companies (3)	2,737	2,534	2,737	0
Member subscriptions (4)	1,252	724	1,252	203
IPO'S (2)	358	494	358	0
Bonds - Greek government securities	8	0	8	0
Subscriptions of ENA company advisors	8	8	8	0
Other services (Issuers)	16	0	16	0
Total	**6,924**	**34,654**	**6,742**	**215**

The company merged with the Athens Exchange following the approval decision of the Prefecture on 19.12.2013 (see note 2.6). Thus, while the company data in 2014 includes figures from the Athens Exchange, in the corresponding period last year HELEX figures are included without ATHEX.

1. Fees on rights issues by listed companies amounted to €2.4 m (EUROBANK - €729 thousand; NBG - €638 thousand; PIRAEUS BANK - €450 thousand; ALPHA BANK - €313 thousand; EUROBANK PROPERTIES - €61 thousand; LAMDA €50 thousand, ATHINA ATE - €17 thousand; MINOAN LINES - €15 thousand; FORTHNET - €15 thousand, et al.) vs. €30.7 m (NBG - €10 m; PIRAEUS BANK - €8.4m; EUROBANK - €6.2m; ALPHA BANK - €4.6m; GENIKI €350 thousand, ATTICA BANK €249 thousand et al.) in the corresponding period last year, reduced by 92.3%.
2. Concerns the new listing of VIOCHALCO € 307 thousand and ANEMOS €51 thousand; in the corresponding period last year there was the relisting of COCA-COLA shares.
3. Revenue from listed company subscriptions amounted in €2.7 m in 2014 vs. €2.5 m in the corresponding period in 2013, increased by 8% due to the increase in the market capitalization of listed companies.
4. Revenue from member subscriptions, which depends on members' annual trading activity, amounted to €1.089 m. in 2014 vs. €562 thousand in the corresponding period in 2013, by 94%. Revenue from member subscriptions in the derivatives market amounted to €163 thousand in 2014 vs. €162 thousand in the corresponding period in 2013, remaining at the same level.

5.13 Depository Services

This category includes revenue from rights issues by listed companies, quarterly operator subscriptions as well as revenue from inheritances etc. Revenue for this category in 2014 amounted to €3.79m, vs. €4.63m in 2013, a 18.1% reduction. Revenue is broken down in the following table:

	GROUP		COMPANY	
	31.12.2014	31.12.2013	31.12.2014	31.12.2013
Issuers (Rights issues - AXIA LINE) (1)	1,579	2,646	0	2,573
Bonds - Greek government securities	47	47	0	47
Investors	161	198	0	196
Operators (2)	2,005	1,738	0	1,561
Total	**3,792**	**4,629**	**0**	**4,377**

For the Company see important note 5.6.

1. Fees on rights issues by listed companies in 2014 amounted to €1.25m (ALPHA BANK - €180 thousand; NBG - €180 thousand; EUROBANK - €180 thousand; PIRAEUS BANK - €180 thousand; EUROBANK PROPERTIES - €116 thousand; LAMDA- €95 thousand; ATHINA ATE - €36 thousand; MINOAN LINES - €35 thousand; FORTHNET - €35 thousand;

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KATHIMERINI - €21 thousand; JUMBO - €17 thousand) vs. €2.02m (NBG - €368 thousand; PIRAEUS BANK - €207 thousand; EUROBANK - €373 thousand; ALPHA BANK - €190 thousand; GENIKI BANK - €180 thousand; ATTICA BANK €190 thousand ;PEGASUS PUBLISHING - €21 thousand; DOL - €17 thousand et.al) in the corresponding period last year, reduced by 37.8%. Revenue from the provision of information to listed companies through electronic means amounted to €317 thousand in 2014 vs. €557 thousand in 2013.

2. Revenue from operators include revenues from monthly subscriptions amounting €1.6m., calculated based on the value of the portfolio of the operators, revenue from authorization number usage amount €174 thousand, revenues from investor account opening € 120 thousand and other operators revenue.

5.14 Clearing House Services

This category includes revenue of the 0.125% fee on margin on derivative products which is calculated on a daily basis, and the subscriptions of ATHEXClear members in the derivatives market.

Revenue in this category amounted to €296 thousand vs. €333 thousand in the corresponding period last year, decreased by 11,1% and is broken down in the table below:

	GROUP		COMPANY	
	31.12.2014	31.12.2013	31.12.2014	31.12.2013
Member subscriptions	250	294	0	0
Fee 0.125 on margin	46	39	0	0
Total	**296**	**333**	**0**	**0**

5.15 Market data

Revenue from this category includes the rebroadcast of ATHEX and CSE market data, as well as revenue from the sale of statistical information. Revenue from this category which amounted to €3.63m vs. €3.77m in the corresponding period last year, posting a 3,7% reduction, is broken down in the following table:

	GROUP		COMPANY	
	31.12.2014	31.12.2013	31.12.2014	31.12.2013
Revenue from Data Feed	3,600	3,725	3,882	54
Revenue from publication sales	27	41	28	1
Total	**3,627**	**3,766**	**3,910**	**55**

Regarding the company, please refer to important note 5.6

5.16 IT services

Revenue from this category which amounted to €309 thousand vs. €332 thousand in the corresponding period last year, a 6,9% reduction, is broken down in the table below:

	GROUP		COMPANY	
	31.12.2014	31.12.2013	31.12.2014	31.12.2013
DSS terminal use licenses	129	134	13	134
Services to Members	180	198	150	29
Total	**309**	**332**	**163**	**163**

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Revenue from DSS terminal licenses amounted to €129 thousand posting a small 3.7% reduction.

Revenue from services to Members includes revenue from providing software - €61 thousand; revenue from TRS services - €52 thousand, as well as €66 thousand from the use of additional terminals, and is reduced by 9.1% compared to 2013.

Regarding the company, refer to important note 5.6.

The amounts for the previous fiscal year have been modified compared to the published financial statements of 31.12.2013.

5.17 Revenue from re-invoiced expenses

The expenses that were re-invoiced to clients in 2014 amounted to €1.02m reduced by 23.1% compared to the corresponding period last year.

	GROUP		COMPANY	
	31.12.2014	31.12.2013	31.12.2014	31.12.2013
ATHEXNet	630	887	630	167
General Meeting Services to listed companies	65	147	65	25
Revenue from sponsorships-NY roadshow	317	283	317	0
Travel revenue	2	6	2	1
OAED Grants	4	1	3	1
Total	**1,018**	**1,324**	**1,017**	**194**

ATHEXnet revenue (€630 thousand) concerns the re-invoicing of expenses of the Group for the use of the ATHEX Exchange Transactions network to members. Revenue from sponsorships for the NY and London roadshows amounted to €317 thousand. The corresponding expenses are shown in re-invoiced expenses.

For the Company, refer to important note 5.4.22.

The amounts differ from those of the published financial statements of 31.12.2013 (see note 5.2)

5.18 Other services

Revenue from other services increased by 91.0%, amounting to €802 thousand vs. €420 thousand in the corresponding period last year.

The breakdown of this category is shown in the table below:

	GROUP		COMPANY	
	31.12.2014	31.12.2013	31.12.2014	31.12.2013
Education	53	70	47	51
Rents (1)	267	143	250	322
Provision of support services	0	0	0	144
Guarantee forfeitures – penalties (2)	204	4	0	0
Revenue from swift instructions	13	13	0	0
Reversal of old unused provisions	224	149	0	0
Asset grants (depreciation note 5.46)	24	24	0	0
Other	17	17	165	42
Total	**802**	**420**	**462**	**559**

(1) The difference from last year is due to the start of the lease on the Mayer building on 1.7.2013.

(2) The amount of €204 thousand concerns penalties on ATHEX members for not fulfilling their obligations to deliver transferable securities from transactions to the Securities System that they are obliged to do by the end of settlement.

The amounts differ from those of the published financial statements of 31.12.2013 (see note 5.2)

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5.19 New Services (Xnet, CSE-Sibex Common Platform, IT)

This category includes support services of other markets as well as new services provided by the Group that are not directly related with its core businesses, such as collocation services, which refer to the concession to use the installation and IT systems of the Group, as well as the provision of software services to third parties. New services are analyzed in the following table:

	GROUP		COMPANY	
	31.12.2014	31.12.2013	31.12.2014	31.12.2013
Revenue from X-NET	640	825	217	182
Support of other markets (CSE, SIBEX)	239	227	182	163
Collocation Services	324	265	38	217
Market Suite	104	132	104	3
Hellenic Capital Market Commission	128	155	128	0
UNAVISTA LEI - EMIR TR	223	0	0	0
Total	**1,658**	**1,604**	**669**	**565**

When reporting transactions, liable parties are recognized based on a Legal Entity Identifier (LEI) code, a unique code for each legal entity that is issued in accordance with the ISO17442 standard and supervised by the Regulatory Oversight Committee for the Global Entity Identifier System (LEIROC) that has been appointed by the Financial Stability Board.

Based on the above, and in order to assist our members, the Athens Exchange Group decided to offer these services to all market participants, in order to cover reporting obligations as well as the need to issue LEI codes.

For the needs of the abovementioned services, agreements have been signed with our members, as well as with a supplier. Revenue from this service in 2014 amounted to €223 thousand.

Revenue from software services for the surveillance project (TRS) of the Hellenic Capital Market Commission amounted to €128 thousand vs. €155 thousand in 2013.

The amounts differ from those of the published financial statements of 31.12.2013 (see note 5.2).

5.20 Management of the Clearing Fund

Cash Market

Athens Exchange Clearing House S.A. (ATHEXClear) manages the Clearing Fund in order to protect the System from credit risk of the Clearing Members that arise from the clearing of transactions.

In the Clearing Fund Clearing Members contribute exclusively in cash. ATHEXClear monitors and calculates, on a daily basis as well as during the day, the risk that Clearing Members will renege on their obligations, and blocks the corresponding guarantees in cash and/or letters of guarantee. Based on the guarantees that have been blocked, the credit limits of the members are reevaluated on a daily basis; monitoring the limits takes place in real time during market hours. The minimum size of the Clearing Fund is recalculated at least every month, in accordance with the provisions of the Rulebook, so that its size is sufficient at a minimum to cover at any time the loss, under any extreme market conditions that may arise in case the Clearing Member in which the system has the greatest exposure is overdue.

The participation of each Clearing Member in the Clearing Fund is determined based on its Account in it. The Account consists of all of the contributions by the Clearing member that have been paid into the Fund in order to form it, and is increased by any revenue resulting from the management and investment of the assets of the Fund, as well as by the cost of managing risk and margins, as determined by ATHEXClear procedures. Revenues and expenses are distributed on a pro rata basis to each Clearing Member account in the Clearing Fund, in relation to the size of the Account balance.

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Contributions in favor of the Clearing Fund must be paid in by the Clearing Members in full and in cash through the bank account that ATHEXClear maintains at the BoG (see investment policy note 5.5). Cash refunds to Accounts are paid by ATHEXClear to the bank account of the Clearing Member.

The minimum size of the Clearing Fund, is based on the value of transactions that each member carries out, and calculated as described in the decisions of the Hellenic Capital Market Commission and in Part 4, Section II of the ATHEXClear Regulation of Clearing of Transferable Securities Transactions in Book Entry Form as it applies. At the recalculation of the Clearing Fund on 31.12.2014 its minimum size was €46,613,291.51. Each month, the difference between the new balance and the previous balance is paid in or refunded to each Member Account respectively by the Manager of the Clearing Fund.

In order to complete the adjustment to the EMIR Regulation, the necessary changes in the Regulation of Clearing of Transferable Securities Transactions in Book Entry Form were adopted and included in draft form in the licensing dossier that was submitted to the Hellenic Capital Market Commission.

The Hellenic Capital Market Commission granted a license to operate a central counterparty system to ATHEXClear, in accordance with Regulation (EU) 648/2012 of the European Parliament, with decision number 1/704/22.1.2015.

At the same time a contract was signed with the Bank of Greece due to the capacity of ATHEXClear as direct participant over the internet to the TARGET2-GR express transfer of capital and settlement system in order to satisfy the requirements of the EMIR Regulation.

The new size of the Clearing Fund amounts to €43,925,301.00 and is in effect until 31.3.2015.

Derivatives Market

The BoD of ATHEXClear at meeting number 109/17.11.2014 approved the creation of a set of risk management policies and methodologies as a result of the clearing model changes in the derivatives market, the Regulation on the Clearing of Transactions on Derivatives, as well as due to the adjustments to the requirements of the EMIR Regulation (see note 5.5).

Given the transition to the new model in the Derivatives market on December 1st 2014, ATHEXClear set the Derivatives System risk management procedures in accordance with the Regulation (ATHEXClear decision 5) (see investment policy in note 5.5).

At the same time a contract was signed with the Bank of Greece due to the capacity of ATHEXClear as direct participant over the internet to the TARGET2-GR express transfer of capital and settlement system in order to satisfy the requirements of the EMIR Regulation.

In accordance with the new Regulation on the Clearing of Transactions on Derivatives and in particular Part 6 of Section II, a Clearing Fund for the Derivatives Market is set up; its size based on Decision 13/17.11.2014 of the BoD of ATHEXClear was €13,465,290.00 on 31.12.2014, while for the time period from 01.03.2015 to 31.03.2015 its size is €15,714,180.00. Calculation takes place on a monthly basis.

Management of the Clearing Fund in the Derivatives Market does not differ from the Clearing Fund in the cash market (see above).

5.21 Personnel remuneration and expenses

Personnel remuneration and expenses in 2014 amounted to €9.96m vs. €10.33m in the corresponding period last year, posting a 3,6% reduction (€370 thousand) due a) to the reduction in remuneration expenses by €253 thousand in 2014 compared to the same period in 2013 and b) to the higher (by €69 thousand) compensation expenses in 2014 compared to 2013 c) to the reduction in benefits by €28 thousand in 2014 compared to 2013 and d) to lower personnel compensation provision (actuarial study) by €20 thousand in 2014 compared to 2013.

Personnel remuneration and expenses for the company in 2014 amounted to €4.2m vs. €3.7m in the corresponding period last year, posting a 13.7% increase.

In accordance with the new accounting principle applied by the Group starting on 01.01.2013, the capitalization of expenses (CAPEX creation) that concern systems development in the Group has begun. The amount thus capitalized in 2014 amounts to €700 thousand at the Group level (2013: €480 thousand), and has been transferred from personnel remuneration and expenses. Additional provision amounting to €100 thousand was formed in 2014 for professional fund.

The change in the number of employees of the Group and the Company, as well as the breakdown in staff remuneration is shown in the following table:

	GROUP		COMPANY	
	31.12.2014	31.12.2013	31.12.2014	31.12.2013
Salaried staff	236	229	100	188
Total Personnel	**236**	**229**	**100**	**188**

	GROUP		COMPANY	
	31.12.2014	31.12.2013	31.12.2014	31.12.2013
Personnel remuneration	6,973	7,159	2,920	2,515
Social security contributions	1,898	1,965	807	623
Compensation due to personnel departure	159	228	0	123
Net change in the compensation provision(actuarial valuation)	114	134	62	(27)
Other benefits (insurance premiums etc.)	814	842	427	475
Total	**9,958**	**10,328**	**4,216**	**3,709**

Due to the corporate actions that took place in order to restructure the group and which were completed by the end of 2013 (see note 5.6), the Company data in 2014 includes data from the Athens Exchange, while in the corresponding period last year only data from HELEX was included, without ATHEX.

The amounts differ from those of the published financial statements of 31.12.2013 (see note 5.2)

Obligations to employees

The ATHEX Group assigned the preparation of a study to an actuary in order to investigate and calculate the actuarial figures, based on the requirements of the International Accounting Standards (IAS 19), which require their recognition in the statement of financial position and the statement of comprehensive income. In the actuarial valuation, all financial and demographic parameters concerning the employees of the Group were taken into consideration.

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The changes in the provision are shown in detail in the following table:

Accounting Presentation in accordance with IAS 19 (amounts in €)	Group	
	31.12.2014	31.12.2013
Present values liabilities not financed	1,964,621	1,442,505
Fair value of the assets of the program	0	0
Net obligation recognized on the Balance Sheet	**1,964,621**	**1,442,505**
Amounts recognized in the Profit & Loss Statement		
Cost of current employment	61,962	72,514
Net Interest on the liability/asset	56,546	55,059
Total administrative expense recognized in the Profit & Loss Statement	0	0
Regular expense in the Profit & Loss Statement	118,508	127,573
Cost of personnel reduction / mutual agreements/retirement	16,947	140,698
Total expense in the Profit & Loss Statement	0	0
Total expense recognized in the Profit & Loss Statement	135,455	268,271
Change in the present value of the liability		
Present value of the obligation at the beginning of the period	1,442,505	1,480,085
Adjustment - reorganization of the Group	0	0
Cost of current employment	61,962	72,514
Interest expense	56,546	55,059
Benefits paid by the employer	(21,233)	(228,319)
Cost of personnel reduction / mutual agreements/retirement	16,947	140,698
Reorganization cost	0	0
Additional payments or expenses	0	0
Actuarial loss/(profit) - financial assumptions	418,684	(45,858)
Actuarial loss/(profit) - demographic assumptions	0	0
Actuarial loss/(profit) - experience of the period	(10,790.00)	-31674
Present value of the liability at the end of the period	**1,964,621**	**1,442,505**
Adjustments		
Adjustments to liabilities from changes in assumptions	(418,684)	45,858
Experience adjustments in liabilities	10,790	31,674
Experience adjustments in assets	0	0
Total actuarial profit / loss in equity	(407,894)	77,532
Other adjustments to equity	0	0
Total recognized in equity	**(407,894)**	**77,532**
Changes in net liability recognized in the balance sheet		
Net liability at the start of the year	1,442,505	1,480,085
Adjustment - reorganization of the Group		0
Employer contributions		
Benefits paid by the employer	(21,233)	(228,319)
Total expense recognized in the Profit & Loss Statement	135,455	268,271
Total amount recognized in equity	407,894	(77,532)
Net Liability at the end of the year	**1,964,621**	**1,442,505**

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Accounting Presentation in accordance with IAS 19 (amounts in €)	Company	
	31.12.2014	**31.12.2013**
Amounts recognized in the Balance Sheet		
Present values liabilities not financed	**1,011,989**	**770,371**
Fair value of the assets of the program	0	0
Net obligation recognized on the Balance Sheet	1,011,989	770,371
Amounts recognized in the Profit & Loss Statement		
Cost of current employment	25,664	29,856
Net Interest on the liability/asset	30,199	30,995
Total administative expense recognized in the Profit & Loss Statement	0	0
Regular expense in the Profit & Loss Statement	**55,863**	**60,851**
Cost of personnel reduction / mutual agreements/retirement	0	140,698
Total expense in the Profit & Loss Statement	6,332	0
Total expense recognized in the Profit & Loss Statement	62,195	201,549
Change in the present value of the liability		
Present value of the obligation at the beginning of the period	770,371	492,810
Adjustment - reorganization of the Group	0	340,401
Cost of current employment	25,664	29,856
Interest expense	30,199	30,995
Benefits paid by the employer	0	(228,319)
Cost of personnel reduction / mutual agreements/retirement	0	140,698
Reorganization cost	0	0
Additional payments or expenses	6,332	0
Actuarial loss/(profit) - financial assumptions	**182,145**	**(22,703)**
Adjustments		
Adjustments to liabilities from changes in assumptions	(182,145)	22,703
Experience adjustments in liabilities	2,722	13,367
Experience adjustments in assets	0	0
Total actuarial profit / loss in equity	(179,423)	36,070
Other adjustments to equity	0	0
Total recognized in equity	**(179,423)**	**36,070**
Changes in net liability recognized in the balance sheet		
Net liability at the start of the year	770,371	492,810
Adjustment - reorganization of the Group		340,401
Employer contributions	0	0
Benefits paid by the employer	0	(228,319)
Total expense recognized in the Profit & Loss Statement	62,195	201,549
Total amount recognized in equity	179,423	(36,070)
Net Liability at the end of the year	**1,011,989**	**770,371**

The actuarial assumptions used in the actuarial study in accordance with IAS 19 are as follows:

Actuarial assumptions	**Valuation dates**	
	31.12.2014	**31.12.2013**
Discount rate	2.11%	3.92%
Increase in salaries (long term)	1.75%	2.00%
Inflation	1.75%	2%
Mortality table	E V K 2000 (Swiss table)	E V K 2000 (Swiss table)
Personnel turnover	0.50%	0.50%
Regular retirement age	Based on the rules of the Social security fund in which each employee belongs	Based on the rules of the Social security fund in which each employee belongs

In order to determine the discount rate, in accordance with IAS 19, data from iBoxx AA-rated bond indices, published by the International Index Company, is used.

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The following table provides a sensitivity test for the discount rate, annual inflation and increase in remuneration for the Company.

Cash flows *Expected benefits from the plan in the next fiscal year*	**31.12.2014**	**31.12.2013**
Sensitivity scenaria for the economic and demographic assumptions used		
Sensitivity 1 – Discount rate plus 0.5% - % difference in liability present value (PV)	(9.23)%	(9.38)%
Sensitivity 2 - Discount rate minus 0.5% - % difference in liability present value (PV)	10.27%	10.44%
Sensitivity 3 – Annual inflation plus 0.5% - % difference in liability PV	10.25%	10.60%
Sensitivity 4 - Annual inflation minus 0.5% - % difference in liability PV	(9.31)%	(9.59)%
Sensitivity 5 - Assumption: salary increase of plus 0.5% - % difference in liability PV	8.98%	9.16%
Sensitivity 6 – Assumption: salary increase of minus 0.5% - % difference in liability PV	(8.49)%	(8.50)%

5.22 Third party fees & expenses

In 2014 third party fees and expenses amounted to €692 thousand., vs €589 thousand decreased by 17,5% compared to the corresponding period last year. Third party fees and expenses include the remuneration of the members of the BoDs of all the companies of the Group. The corresponding amount for the Company was €588 thousand (2013: €241 thousand).

	GROUP		**COMPANY**	
	31.12.2014	**31.12.2013**	**31.12.2014**	**31.12.2013**
BoD member remuneration	75	54	68	32
Attorney remuneration and expenses	60	45	60	0
Fees to auditors	108	120	45	35
Fees to consultants	287	181	267	152
Fees to FTSE (ATHEX)	135	153	135	0
Other Fees	14	15	0	1
Fees to training consultants	13	21	13	21
Total	**692**	**589**	**588**	**241**

Consultancy fees in 2014 included consultancy services amounted to €120 thousand for study of strategic planning and development of products and services of the Group.

5.23 Utilities

	GROUP		**COMPANY**	
	31.12.2014	**31.12.2013**	**31.12.2014**	**31.12.2013**
Fixed - mobile telephony - internet	174	161	92	119
Leased lines - ATHEXNet	167	159	54	108
PPC (Electricity)	526	564	22	564
EYDAP (water)	8	7	0	7
Total	**875**	**891**	**168**	**798**

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Expenses in this category include electricity, water, fixed line and mobile telephony and telecommunications networks, and amounted to €875 thousand. vs €891 thousand. in 2013, reduced by 1,8%.

For the company these expenses amounted to €168 thousand in 2014 compared to €798 thousand in 2013 posting a significant 78,9% reduction due to the electricity expenses of the Athinon Ave. building, which up until 19.12.2013 belonged to HELEX. Due to the spin-off of the Depository business, the Athinon Ave. building on 19.12.2013 was transferred to HCSD (former TSEC).

5.24 Maintenance / IT Support

Maintenance and IT support includes expenses for the maintenance of the Group's technical infrastructure and support for the IT systems (technical support for the electronic trading platforms, databases, Registry [DSS] etc.). Maintenance and repair expenses for the Group amounted to €1.49m. in 2014 (2013: €1.52 m.), reduced by 1.8% compared to the corresponding period last year, while for the company amounted to €933 thousand in 2014 vs €998 thousand in 2013.

5.25 Taxes

The non-deductible Value Added Tax, and other taxes (Real Estate Tax etc.) that burden the cost of services amounted to €1.6m compared to €985 thousand, increased by 65.4% compared to 2013. 2014 includes capital raising tax of €507 thousand or 1% for the share capital increase of the company as well as €106 thousand fee to the Competition Commission. Furthermore in 2014 property tax (ENFIA) of €170 thousand has been paid.

For the Company, these expenses amounted to €1,1m in 2014 vs. €597 thousand in 2013 and the increase is due to the same reason as described above.

5.26 Building / equipment management

This category includes expenses such as: building and equipment insurance premiums, security and cleaning services, maintenance and repairs et al.

Building and equipment management expenses in 2014 amounted to €663 thousand. reduced by 17,7% compared to 2013.

	GROUP		COMPANY	
	31.12.2014	31.12.2013	31.12.2014	31.12.2013
Cleaning and building security services	361	440	102	183
Building repair and maintenance - other equipment	266	334	34	330
Fuel and other generator materials	10	3	0	3
Communal expenses	26	29	0	0
Total	**663**	**806**	**136**	**516**

For the Company see note 5.6

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5.27 Marketing and advertising expenses

Marketing and advertising expenses amounted to €248 thousand in 2014 vs. €149 thousand in 2013, increased by 66,4% compared to the corresponding period last year, result of the organization and realization of the conference GR FOR GROWTH in Kavouri in Athens in 2014. For the Company, these expenses amounted to €232 thousand in 2014 vs. €29 thousand in 2013.

	GROUP		COMPANY	
	31.12.2014	31.12.2013	31.12.2014	31.12.2013
Promotion, reception and hosting expenses	200	100	194	18
Event expenses	48	49	38	11
Total	**248**	**149**	**232**	**29**

5.28 Participation in organizations expenses

	GROUP		COMPANY	
	31.12.2014	31.12.2013	31.12.2014	31.12.2013
Subscriptions to professional organizations & contributions	268	321	244	141
Hellenic Capital Market Commission subscription	16	10	16	10
Total	**284**	**331**	**260**	**151**

Subscriptions in professional organizations include participation in WFE and FESE, as well as ANNA, HMA (Hellenic Management Association), Reuters, Bloomberg, periodicals, newspapers etc.

5.29 Insurance premiums

	GROUP		COMPANY	
	31.12.2014	31.12.2013	31.12.2014	31.12.2013
Electronic equipment fire insurance	18	16	18	4
Means of transport insurance	4	4	3	1
Building fire insurance premiums	29	27	8	22
BoD member civil liability ins. Premiums (D&O, DFL & PI)	410	469	410	429
Total	**461**	**516**	**439**	**456**

Members of the Board of Directors and executives of the Group have been insured against professional liability risk, employee fraud, BoD member and executive liability, legal liability and electronic fraud, with the premium in 2014 amounting to €410 thousand, reduced compared to 2013 due to lower prices achieved by the Group in the renewal of contracts mid-year.

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5.30 Group & Company operating expenses

Operating expenses in 2014 amounted to €452 thousand vs. €413 thousand in 2013, increased by 9,4%, while for the company the expenses amounted to €448 thousand vs. €401 thousand in the corresponding period last year.

	GROUP		COMPANY	
	31.12.2014	31.12.2013	31.12.2014	31.12.2013
Stationery	5	7	3	5
Consumables	33	42	32	9
Travel expenses	116	169	74	53
Postal expenses	6	9	1	4
Transportation expenses	58	54	44	27
Publication expenses	6	10	2	4
Storage fees	17	24	10	14
Operation support services	0	0	0	114
Automobile leases	22	23	22	22
DR site rent	54	54	180	141
Other court expenses/donations	135	21	80	8
Total	**452**	**413**	**448**	**401**

Travel expenses concern participation in conferences abroad, as well as for educational purposes. Transportation expenses include the travel expenses of personnel for the DR Site.

Other expenses include legal fees €15 thousand, donations €44 thousand, HCMC examination fees, expenses, Rulebook modifications, and prior year expenses €75 thousand.

The amounts differ from those of the published financial statements of 31.12.2013 (see note 5.2)

5.31 BoG cash settlement

In 2014 fees amounting to €58 thousand for the Group and for the Company were paid to the Bank of Greece (BoG) for the cash settlement of trades in the cash and derivatives markets, in accordance to the contract signed between the BoG and the companies of the Group and ATHEXClear. The corresponding amount for 2013 was €62 thousand for the Group and the Company.

On 24.2.2012, following the successful completion of the planned certification tests of the Athens Exchange ancillary system by Target 2 and the Bank of Greece, and the completion of the general tests on 23.2.2012 with the participation of all sides involved (ATHEX/ATHEXClear, settlement banks and operators), the relevant contract was signed with the Bank of Greece, for the provision of settlement services to ancillary systems (in accordance with the Rulebook of Operation of the Trans-European Automated Real-time Gross Settlement Express Transfer System Target2-GR) with a start date of 1.3.2012.

5.32 Other expenses

Other expenses in 2014 amounted to €136 thousand vs. €478 thousand in the corresponding period last year, reduced by 71,5%, while for the Company, these expenses amounted to €89 thousand in 2014 vs. €176 thousand in 2013. 2013 includes the cost of reconnecting the Acharnon building to the power grid (PPC) - €25 thousand, taxes withheld in previous fiscal years - €46 thousand, as well as asset expensing €237 thousand.

(Amounts in thousand euro unless otherwise noted) 108

	GROUP		COMPANY	
	31.12.2014	31.12.2013	31.12.2014	31.12.2013
Withholdings for the state / previous fiscal year social security contributions	7	9	4	1
Interest on loan	0	0	0	37
Asset expensing	0	237	0	0
Other	129	232	85	138
Total	**136**	**478**	**89**	**176**

Asset expensing is the transfer of software programs to expenses that are included in 2013. Other expenses include expenses such as management pension plan €20 thousand, mobile devices €10 thousand, Mayer rental retention €11 thousand, expenses on MOCK tests €13 thousand etc..

5.33 Hellenic Capital Market Commission fee

The operating results of the Group in 2014 do not include the Hellenic Capital Market Commission (HCMC) fee, which amounted to €2.155 thousand compared to €1.576 thousand in the corresponding period last year. This fee is collected and turned over to the HCMC, within two months following the end of each six-month period.

The increase resulted from a corresponding increase in the revenue of the Group from the trading, clearing and settlement of trades on stocks and derivatives, on which it is calculated.

For the company, HSMC fee, in 2014 amounted to €860 thousand compared to €133 thousand in the corresponding period last year.

5.34 Expenses for new services

The expenses on this category amounted to €755 thousand vs €592 thousand in the corresponding period last year, posting a 27,5% increase due to expenses for new IT services to third parties UNAVISTA FULL DELEGATED REPORTING (the corresponding revenues are shown on note 5.19). For the company these expenses amounted to €64 thousand vs €93 thousand in 2013. The breakdown of this category is shown in the table below:

	GROUP		COMPANY	
	31.12.2014	31.12.2013	31.12.2014	31.12.2013
New services Expenses	32	19	28	13
X-NET Expenses	471	425	0	80
Expenses on IT Services	252	148	36	0
Total	**755**	**592**	**64**	**93**

InBroker Plus expenses (the corresponding revenue is described in note 5.19) concern data feed, which is purchased from foreign exchanges in order for the product to be more attractive to a greater range of clients and vendors. In particular, data feed is purchased from the London Stock Exchange, Euronext, Deutsche Börse et al, aiming to widen the investment horizon of investors.

Expenses on IT Services include expenses of UNAVISTA LEI service, posting an increase of €100 thousand.

The amounts differ from those of the published financial statements of 31.12.2013 (see note 5.2)

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5.35 Re-invoiced expenses

	GROUP		COMPANY	
	31.12.2014	31.12.2013	31.12.2014	31.12.2013
Leased Lines(ATHEXNet)	517	628	508	14
Sodali expenses (General Meetings)	50	113	50	19
VAT on re-invoiced expenses	190	106	180	0
Promotion, reception and hosting expenses (NY roadshow)	263	182	230	8
Fees to OEAD training consultants	0	84	0	39
Other	1	5	1	0
Total	**1,021**	**1,118**	**969**	**80**

The corresponding revenue is described in note 5.17

The amounts differ from those of the published financial statements of 31.12.2013 (see note 5.2)

5.36 Non-recurring expenses

This category includes the provisions that have been taken by the Group to ensure it against risks. In particular a provision of €400 thousand (2013 €277 thousand) against bad debts and a provision of €247 thousand (2013 €330 thousand) against other risks have been made. As a result non-recurring expenses amounted to €647 thousand vs €607 thousand in 2013.

For the company these expenses amounted to €803 thousand compared to €284 thousand in the corresponding period last year.

The amounts of prior fiscal year have been amended compared to the published financial statements of 31.12.2013.

5.37 Tangible assets for own use and intangible assets

The book value of the buildings and equipment of the Group on 31.12.2014 is summarily presented in the following table:

Analysis of the Assets of the Group per category in the Statement of Financial Position of 31.12.2014				
	Own use			Real Estate investments
	Athinon Ave. building	Katouni building (Thessaloniki)	Total	Mayer building
Plots of land	10,000	1,800	11,800	2,100
Construction	10,581	225	10,806	2,394
Means of transportation	45	0	45	0
Electronic systems	291	0	291	0
Communication & other equipment	329	0	329	0
Intangibles	3,805	0	3,805	0
Total	**25,051**	**2,025**	**27,076**	**4,494**

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The tangible and intangible assets of the Group on 31.12.2014 and 2013 are analyzed as follows:

GROUP	TANGIBLE ASSETS						
	Plots of Land	Building and Construction	Machinery & other equip.	Means of Transportation	Furniture fittings and equip.	Intangible Assets	Total
Acquisition and valuation on 31/12/2012	**11,800**	**18,994**	**697**	**12**	**1,881**	**1,303**	**34,687**
Additions in 2013	0	0	0	0	404	1,501	**1,905**
Additions in 2013 due to corp. actions	10,000	16,990	147	166	5,934	1,907	**35,144**
Reductions in 2013 due to corp. actions	(10,000)	(16,990)	(44)	(11)	(1,256)	(870)	**(29,171)**
Acquisition and valuation on 31/12/2013	**11,800**	**18,994**	**800**	**167**	**6,963**	**3,841**	**42,565**
Accumulated depreciation on 31/12/2012	0	6,678	697	4	1,584	863	**9,826**
Addition of accumulated depreciation	0	5,735	147	104	5,376	654	**12,016**
Depreciation in 2013	0	754	0	1	115	345	**1,215**
Accumulated depreciation reduction in 2013	0	(5,735)	(44)	(4)	(1,008)	(184)	**(6,975)**
Accumulated depreciation on 31/12/2013	**0**	**7,432**	**800**	**105**	**6,067**	**1,678**	**16,082**
Book value							
on 31/12/2012	11,800	12,316	0	8	297	440	**24,861**
on 31/12/2013	**11,800**	**11,562**	**0**	**62**	**896**	**2,163**	**26,483**

GROUP	TANGIBLE ASSETS						
	Plots of Land	Building and Construction	Machinery & other equip.	Means of Transportation	Furniture fittings and equip.	Intangible Assets	Total
Acquisition and valuation on 31/12/2013	**11,800**	**18,994**	**800**	**167**	**6,963**	**3,841**	**42,565**
Additions in 2014	0	0	0	0	89	2,100	**2,189**
Reductions in 2014	0	0	0	0	0	0	**0**
Acquisition and valuation on 31/12/2014	**11,800**	**18,994**	**800**	**167**	**7,052**	**5,941**	**44,754**
Accumulated depreciation on 31/12/2013	0	7,432	800	105	6,067	1,678	**16,082**
Depreciation in 2014	0	756	0	17	365	458	**1,596**
Accumulated depreciation reduction in 2014	0	0	0	0	0	0	**0**
Accumulated depreciation on 31/12/2014	**0**	**8,188**	**800**	**122**	**6,432**	**2,136**	**17,678**
Book value							
on 31/12/2013	11,800	11,562	0	62	896	2,163	**26,483**
on 31/12/2014	**11,800**	**10,806**	**0**	**45**	**620**	**3,805**	**27,076**

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The tangible and intangible assets of the Company on 31.12.2014 and 2013 are analyzed as follows:

COMPANY	TANGIBLE ASSETS						
	Plots of Land	Building and Construction	Machinery & other equip.	Means of Transportation	Furniture fittings and equip.	Intangible Assets	Total
Acquisition and valuation 31/12/2012	**10,000**	**16,990**	**44**	**12**	**1,244**	**819**	**29,109**
Additions in 2013	0	0	0	0	403	1,281	**1,684**
Additions in 2013 due to corp. actions	0	0	103	155	4,676	1,037	**5,971**
Reductions in 2013 due to corp. actions	(10,000)	(16,990)	(44)	(11)	(1,256)	(870)	**(29,171)**
Acquisition and valuation on 31/12/2013	**0**	**0**	**103**	**156**	**5,067**	**2,267**	**7,593**
Accumulated depreciation on 31/12/2012	0	5,061	44	4	1,064	379	**6,552**
Addition of accumulated depreciation	0	0	103	100	4,368	470	**5,041**
Depreciation in 2013	0	674	0	1	44	137	**856**
Accumulated depreciation reduction in 2013	0	(5,735)	(44)	(4)	(1,008)	(184)	**(6,975)**
Accumulated depreciation on 31/12/2013	**0**	**0**	**103**	**101**	**4,468**	**802**	**5,474**
Book value							
on 31/12/2012	10,000	11,929	0	8	180	440	**22,557**
on 31/12/2013	**0**	**0**	**0**	**55**	**599**	**1,465**	**2,119**

COMPANY	TANGIBLE ASSETS						
	Plots of Land	Building and Construction	Machinery & other equip.	Means of Transportation	Furniture fittings and equip.	Intangible Assets	Total
Acquisition and valuation on 31/12/2013	**0**	**0**	**103**	**156**	**5,067**	**2,267**	**7,593**
Additions in 2014	0	0	0	0	89	1,861	**1,950**
Reductions in 2014	0	0	0	0	0	0	**0**
Acquisition and valuation on 31/12/2014	**0**	**0**	**103**	**156**	**5,156**	**4,128**	**9,543**
Accumulated depreciation on 31/12/2013	0	0	103	101	4,468	802	**5,474**
Depreciation in 2014	0	0	0	16	258	315	**589**
Accumulated depreciation reduction in 2014	0	0	0	0	0	0	**0**
Accumulated depreciation on 31/12/2014	**0**	**0**	**103**	**117**	**4,726**	**1,117**	**6,063**
Book value							
on 31/12/2013	0	0	0	55	599	1,465	**2,119**
on 31/12/2014	**0**	**0**	**0**	**39**	**430**	**3,011**	**3,480**

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5.38 Real Estate Investments

Building (at Acharnon & Mayer)

The plots and buildings of the Group were valued in 2004 at the fair value, based on the assessment of an independent estimator (transformation to IFRS 1.1.2004). Their value was estimated as the average of the revenues and comparable items methods of valuation on the transition date. These fair values were the deemed cost of these particular real estate items. During the first half of 2008 the Body of Sworn-In Valuers of Greece was assigned the task of preparing an estimate of the value of the buildings. This estimate report showed a value greater than the book value shown in the statement of financial position of 31.12.2014, and as a result an impairment of the value of the properties is not required.

The Mayer building is leased from 1.7.2013, with an annual lease of €240 thousand (€20 thousand per month) see note 5.18.

On 31.12.2014 it was deemed that there were no impairment indications, and that the fair value is close to the value shown in the financial statements.

The book value of the investments in real estate for the Group and the Company on 31.12.2013 and 31.12.2014 is shown in the following table.

GROUP-COMPANY	Plots of Land	TANGIBLE ASSETS Buildings and Construction	Total
Acquisition and valuation on 31/12/2012	**2,100**	**5,188**	**7,288**
Acquisition and valuation on 31/12/2013	**2,100**	**5,188**	**7,288**
Accumulated depreciation on 31/12/2012	**0**	**2,386**	**2,386**
Depreciation in 2013	0	205	205
Accumulated depreciation on 31/12/2013	**0**	**2,591**	**2,591**
Book value			
on 31/12/2012	2,100	2,803	4,903
on 31/12/2013	**2,100**	**2,597**	**4,697**

GROUP-COMPANY	Plots of Land	TANGIBLE ASSETS Buildings and Construction	Total
Acquisition and valuation on 31/12/2013	**2,100**	**5,188**	**7,288**
Acquisition and valuation on 31/12/2014	**2,100**	**5,188**	**7,288**
Accumulated depreciation on 31/12/2013	**0**	**2,590**	**2,590**
Depreciation in 2014	0	204	204
Accumulated depreciation on 31/12/2014	**0**	**2,794**	**2,794**
Book value			
on 31/12/2013	2,100	2,598	4,698
on 31/12/2014	**2,100**	**2,394**	**4,494**

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5.39 Investments in subsidiaries and other long term claims

	GROUP		COMPANY	
	31.12.2014	31.12.2013	31.12.2014	31.12.2013
Participation in ANNA	1	1	1	1
Participations in subsidiaries	0	0	57,880	57,880
Management committee reserve	11	11	0	0
Valuation from subsidiaries due to stock options	0	0	228	228
Rent guarantees	60	60	14	14
Total	**72**	**72**	**58,123**	**58,123**

The breakdown of the participations of the parent company in the subsidiaries of the Group on 31.12.2014 is shown below:

	% of direct participation	Number of shares/total number of shares	Valuation	Valuation
			31.12.2014	31.12.2013
ATHEXCSD (former TSEC)	100	802.600/802.600	32380	32380
ATHEXClear	100	8.500.000 / 8.500.000	25500	25500
		Total	57,880	57,880

5.40 Clients and other commercial receivables

All claims are short term and, therefore, no discounting is required on the date of the statement of financial position. The breakdown of clients and other receivables is shown in the following table:

	GROUP		COMPANY	
	31.12.2014	31.12.2013	31.12.2014	31.12.2013
Clients	8,888	9,610	5,134	5,114
Less: provisions for bad debts	(2,297)	(1,897)	(1,394)	(994)
Net commercial receivables	**6,591**	**7,713**	**3,740**	**4,120**
Other receivables				
Tax withheld on dividends for offsetting (1)	4,721	5,887	4,421	4,421
Tax (0.20%) (2)	3,760	3,378	0	0
HCMC fee claim	453	453	453	453
Taxes withheld on deposits	604	692	504	596
Accrued income (interest)	154	382	119	330
Letter of guarantee for NSRF (ESPA) seminars	185	185	185	185
Other withheld taxes	33	32	12	15
Prepaid non accrued expenses	196	237	133	0
Other debtors (3)	487	332	126	117
Total	**10,593**	**11,578**	**5,953**	**6,117**

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1. Concerns the dividend withholding tax on dividends received by the Company from its subsidiary ATHEX, which is gradually offset with the tax due to the State from the dividend withholding tax on dividends paid to its shareholders.
2. The tax claim of 0.15%, by 1/4/2011 stood at 0.20%. Is turned over by members on T+2 on the one hand, and on the other because certain members take advantage of their right to turn it over in one tranche to ATHEXCSD on the third working day after the end of the month when the transactions took place.
3. Other debtors includes the claim for XNET cash settlement €330 thousand, a rent payment claim on the Acharnon building €62 thousand, Social security (IKA) payment €31 thousand, as well as claim from Hellenic Corporate Governance Council (HCGC) €11 thousand.

In 2014 the Company made additional provisions for bad debts in the amount of €400 thousand in order to respond to the current economic environment. In 2013 provisions for bad debts in the amount of €407 thousand had been made.

The change in the provisions for bad debts is as follows

Provisions for bad debts	Group	Company
Balance on 31.12.2012	**1,620**	**250**
Additional provisions in 2013	277	154
Provisions from ATHEX absorption	0	590
Balance on 31.12.2013	**1,897**	**994**
Additional provisions in 2014	400	400
Balance on 31.12.2014	**2,297**	**1,394**

5.41 Financial assets available for sale

The financial assets available for sale that the Company possesses, are held for commercial purposes and as such have been classified as assets available for sale.

BOND PORTOFOLIO 31.12.2014
(Amounts in euro)

ISIN	Bank	Issue date	Maturity date	Purchase price	Interest rate	Total value	Valuation 31.12.2013	Valuation 31.12.2014	Valuation difference 31.12.2014
XS0261785504	Piraeus	7/20/2006	7/20/2016	4,000,000.00	1.562%	4,012,000.00	2,540,000.00	3,382,760.00	842,760.00
									0
				Other bank expenses					(7,597.00)
				Total profit for the fiscal year					835,163.00
				Valuation profit transfer to Other Comprehensive income					842,760.00
				Balance to the results for the fiscal year					(7,597.00)

BOND PORTOFOLIO 31.12.2013
(Amounts in euro)

ISIN	Bank	Issue date	Maturity date	Purchase price	Interest rate	Total value	Valuation 31.12.2013	Valuation 31.12.2014	Valuation difference 31.12.2014
0	Piraeus	7/20/2006	7/20/2016	4,000,000.00	1.562%	4,012,000.00	1,740,000.00	2,540,000.00	800,000.00
				Other bank expenses					(10,158.00)
				Total profit for the fiscal year					789,842.00
				Valuation profit transfer to Other Comprehensive income					800,000.00
				Balance to the results for the fiscal year					(10,158.00)

The total valuation of the Piraeus bank bond that the Group possesses on 31.12.2014 and 31.12.2013 amounted to €3,382,760 and €2,540,000 respectively; the resulting valuation gain of €843 thousand (vs. €800 thousand on 2013) is booked in other comprehensive income.

In accordance to technical assessment the bond is classified at Level 1 and the value of the valuation derived from an active market.

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During the year 2014 there were no transfers between levels 1,2,3.

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5.42 Cash and cash equivalents

The cash at hand and at bank of the Group are invested in short term interest bearing instruments in order to maximize the benefits for the companies of the Group, in accordance with the policy set by the Strategic Investments Committee of the Company. By placing its cash in short term interest bearing investments, the Group recorded revenue of €3.7m in 2014 (2013: €4.53m); for the Company, the corresponding income was €3.08m (2013: €577 thousand). Expenses and bank commissions over the same period amounted to €8 thousand (2013: €10 thousand) for the Group and €4 thousand for the Company (2013: €4 thousand).

A significant portion (21.3%) of the cash of the Group is, due to the adjustment of ATHEXClear to the EMIR Regulation (note 5.5), kept at the Bank of Greece.

The breakdown of the cash at hand and at bank of the Group is as follows:

	GROUP		COMPANY	
	31.12.2014	31.12.2013	31.12.2014	31.12.2013
Deposits at the Bank of Greece	32,331	0	0	0
Sight deposits in commercial banks	845	1,575	490	513
Time deposits < 3 months	118,369	161,254	95,567	143,867
Cash at hand	6	12	0	1
Total	**151,551**	**162,841**	**96,057**	**144,381**

5.43 Third party balances in ATHEXClear account

The cash of ATHEXClear concern Clearing Member cash collaterals as well as the cash of the Clearing Fund, and in accordance with the investment policy of ATHEXClear (note 5.5), are kept by ATHEXClear in an account that it maintains as a direct participant in Target2 at the Bank of Greece.

Collaterals deposited, in accordance with ATHEXClear procedures, in banks in cash in foreign currency, ATHEXClear applies regulations that allow their conversion into Euro and keeping at the Bank of Greece, in accordance with the following specific provisions. In particular, the abovementioned bank having a standing order by ATHEXClear, exchanges the amount of the collaterals into Euro daily and then credits ATHEXClear's account in Target2. On the next working day, ATHEXClear transfers to an account in its own name at the bank, the amount that was credited from the collateral currency exchange in Euro, in order for the bank to exchange the Euro collaterals in an amount in foreign currency equal to the amount originally deposited.

The implementation of the ATHEXClear investment policy (note 5.5) begun immediately with the start of the new clearing mode and risk management in the derivatives market on 1.12.2014. The amount of €102,056 thousand shown below and in the Statement of Financial Position on 31.12.2014 exclusively concerns Member collaterals in the derivatives market that are deposited in ATHEXClear's account at the Bank of Greece, and which ATHEXClear manages.

The application of the new model in the cash market in accordance with Regulation (EU) 648/2012 concerning the Clearing Fund and member guarantees for the cash market went into effect on 16.2.2015

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	GROUP		COMPANY	
	31.12.2014	31.12.2013	31.12.2014	31.12.2013
Clearing Fund collaterals – Derivatives Market	17,889	0	0	0
Additional Clearing Fund collaterals – Derivatives Market	84,167	0	0	0
Third party balances in ATHEXClear Account	**102,056**	**0**	**0**	**0**

5.44 Deferred Taxes

The deferred taxes accounts are analyzed as follows:

	GROUP		COMPANY	
Deferred taxes	31.12.2014	31.12.2013	31.12.2014	31.12.2013
Deferred tax claims	2,929	1,808	802	21
Deferred tax liabilities	(3,603)	(3,603)	0	0
Total	**(674)**	**(1,795)**	**802**	**21**

	Group		Company	
Changes in deferred income tax	31.12.2014	31.12.2013	31.12.2014	31.12.2013
Starting balance	1,808	1,883	21	1,193
Change from Group restructuring	0	(364)	0	(1,438)
(Charge)/Credit to the results	0	0	0	0
Effect from change in tax rate	0	641	0	378
Effect on other comprehensive income	1,121	(352)	781	(375)
Change due to business spin- off	0	0	0	263
Amount from deferred tax claims	**2,929**	**1,808**	**802**	**21**
Starting balance	(3,603)	(2,772)	0	(2,772)
Change from Group restructuring	0	0	0	2,772
Effect from change in tax rate	0	(1,662)	0	(831)
Change due to business spin- off	0	831	0	831
Amount from deferred tax liabilities	**(3,603)**	**(3,603)**	**0**	**0**
Balance	**(674)**	**(1,795)**	**802**	**21**

Analysis of deferred tax table	GROUP	COMPANY
Changed in deferred tax - Actuarial study provision	(136)	(63)
Changed in deferred tax - Actuarial study OCI	106	47
Changed in deferred tax - Other temporary differences	(1,204)	(938)
	(1,234)	**(954)**

The other data concerns the tax corresponding to the valuation and sale of participations and securities.

In accordance with the tax legislation, the tax rate that applies to corporations starting on January 1st 2013 is 26%.

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The deferred income tax is calculated based on the temporary differences, which arise between the book value of the assets and the liabilities included in the financial statements, and the tax assessment of their value in accordance with the tax legislation.

The charge for deferred income tax (deferred tax liability) in the Statement of Comprehensive Income includes the temporary tax differences that arise mainly from the accounted revenue-profits which will be taxed at a future time. The credit for deferred tax (deferred tax claim) includes mainly the temporary tax differences that arise from specific provisions, which are tax deductible at the time they are formed. Debit and credit deferred tax balances are offset when there is a legally enforceable offset right, and the deferred tax claims and liabilities concern income taxes collected by the tax authorities

5.45 Share Capital and reserves

a) Share Capital

The Repetitive General Meeting of shareholders of 17.6.2014 approved another share capital return to shareholders, with a corresponding reduction in the share par value. In particular it decided the return of capital in the amount of €13,073,712.60 or €0.20 per share for the 65,368,563 shares outstanding. Thus, the share capital of the Company amounted to €36,606,395.28, divided into 65,368,563 shares with a par value of €0.56 per share.

The 1st Repetitive General Meeting of shareholders on 2.12.2014 decided to increase the share capital of the Company by one hundred six million eighty one thousand seven hundred ninety four euro and seventy one cents (€106,081,794.71), by capitalizing: a) the untaxed reserves in the amount of €55,702,157.60 formed based on law 2238/1994 in accordance with article 72 of law 4172/2013, and b) part of the "Share premium" reserve, in the amount of €50,379,637.11 by increasing the share par value by €1.62282586371067 (from €0.56 to €2.18282586371067)

The 1st Repetitive General Meeting of shareholders on 2.12.2014 decided to reduce the share capital of the Company by the amount of ninety four million three hundred fifteen thousand four hundred fifty three euro and thirty seven cents (€94,315,453.37) in order to offset losses from the "retained earnings" account, through a reduction in the share par value by €1.44282586371066 (from €2.18282586371067 to €0.74).

	Number of shares	Par value (€)	Share Capital (€)	Share Premium (€)
31.12.2006	70,271,463	1.75	122,975,060.25	91,874,226.91
Reduction/ share capital return	-	-0.5	(35,135,731.50)	-
30.6.2007	70,271,463	1.25	87,839,328.75	91,874,226.91
Stock Option 1st Program- 2nd Phase (Dec. 07)	105,500	1.25	131,875.00	316,500.00
TOTAL	70,376,963	1.25	87,971,203.75	92,190,726.91
Stock Option 2nd Program- 1st Phase (Dec.07)	108,600	1.25	135,750.00	2,088,378.00
TOTAL 31.12.2007	70,485,563	1.25	88,106,953.75	94,279,104.91
Cancellation of treasury stock (May 2009)	(5,117,000)	-	(6,396,250.00)	-
Reduction/ Return of share capital (June 2009)	-	-0.15	(9,805,284.45)	-
TOTAL 31.12.2009	65,368,563	1.1	71,905,419.30	94,279,104.91
Reduction/ Return of share capital (June 2010)	-	-0.13	(8,497,913.19)	-
TOTAL 31.12.2010	65,368,563	0.97	63,407,506.11	94,279,104.91
Reduction/ Return of share capital (May 2011)	-	(0.10)	(6,536,856.30)	0
TOTAL 31.12.2011	65,368,563	0.87	56,870,649.81	94,279,104.91
Reduction/ Return of share capital (June 2012)	-	-0.08	(5,229,485.04)	0
TOTAL 31.12.2012	65,368,563	0.79	51,641,164.77	94,279,104.91

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	Number of shares	Par value (€)	Share Capital (€)	Share Premium (€)
Reduction/ Return of share capital (June 2013)	-	-0.03	(1,961,056.89)	0
Addition to share premium (due to the merger with ATHEX) (December 2013)	0	0	0	54,553.56
TOTAL 31.12.2013	65,368,563	0.76	49,680,107.88	94,333,685.47
Reduction/ Return of share capital (June 2014)	-	(0.20)	(13,073,712.60)	0
Share capital increase / capitalization of untaxed reserves (December 2014)	-	0	55,702,157.60	0
Share capital increase / capitalization of share premium (December 2014)	-	1.62	50,379,637.11	(50,379,637.11)
Reduction of share capital (December 2014)	-	(1.44)	(94,315,453.37)	0
TOTAL 31.12.2014	65,368,563	0.74	48,372,736.62	43,954,048.36

b) Reserves

	GROUP		COMPANY	
	31.12.2014	31.12.2013	31.12.2014	31.12.2013
Regular Reserve	27,883	27,848	27,472	27,472
Untaxed and specially taxed reserves	10,141	79,253	10,141	78,908
Treasury stock reserve	6,396	6,396	6,396	6,396
Real estate revaluation reserves	15,819	15,819	14,383	14,383
Other	635	106	179	39
Special securities valuation reserve (1)	(661)	(1,284)	(661)	(1,284)
Reserve from stock option plan to employees	1,385	1,385	1,336	1,336
Total	**61,598**	**129,523**	**59,246**	**127,250**

(1) The Group has invested part of its liquidity in bank bonds which it had initially classified in its trading portfolio. Taking into consideration the modifications of IAS 39, the company on 1.7.2008 transferred the abovementioned bonds in the securities for sale portfolio. The result of the revaluation of the bonds from 01.01.2014 to 31.12.2014 was €843 thousand which was recognized directly in a special reserve (less applicable tax €219 thousand).

Taxation of untaxed reserves (law 4172/2013)

In accordance with article 72 §13 of law 4172/2013, untaxed reserves that have been formed in accordance with the provisions of law 2238/1994, as clarified in interpretive circular (Circ. No 1007/2014), must by 31.12.2014 either be offset with accrued losses over the past 5 years until they are exhausted, or distributed / capitalized by paying tax at a 19% rate.

Payment of the 19% tax exhausts the tax obligation for these reserves, both for the Company as well as for its shareholders.

The reserves of the Group that have been formed in accordance with law 2238/1994 all belong to the parent company Hellenic Exchanges-Athens Stock Exchange, amounted to €68.9m and the tax paid in December 2014 amounted to €13.1m.

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5.46 Grants and other long term liabilities

It concerns grants a) by the Ministry of Northern Greece in the amount of €61 thousand for the purchase of equipment in order for ATHEXCSD (former TSEC) to promote its activities in northern Greece; b) withholding on compensation (Law 103/75) in the amount of €50 thousand.

In the Company figures, of the €23.36m the amount of €23.31m in short term liabilities on 31.12.2013 concerned the obligation of the Company to ATHEXClear for the acquisition of 10% of ATHEX shares in order to facilitate the restructuring of the Group. The debt was paid in July 2014.

5.47 Provisions

		GROUP		COMPANY	
		31.12.2014	31.12.2013	31.12.2014	31.12.2013
Staff retirement obligation	5.21	1,965	1,443	1,012	770
Other provisions	(a)	1,060	813	1,000	598
Total		**3,025**	**2,256**	**2,012**	**1,368**

GROUP	Balance on 31.12.2013	Adjustment – Group restructuring	Cost of current employment	Interest expense	Employer paid benefits	Redundancy / Settlement / Termination of employment cost	Actuarial loss / profit – Economic assumptions	Actuarial loss / profit – experience during the period	Other revenue / expense	Additional provision in the period	Revenue from unused provisions	Balance on 31.12.2014
Staff retirement obligations (a)	1,443		62	56	(21)	17	419	(11)	0	0	0	1,965
Provisions for other risk (b)	813									609	(362)	1,060
Total	**2,256**	**0**	**62**	**56**	**(21)**	**17**	**419**	**(11)**	**0**	**609**	**(362)**	**3,025**
Staff retirement obligations	**Balance on 31.12.2012**	**Adjustment – Group restructuring**	**Cost of current employment**	**Interest expense**	**Employer paid benefits**	**Redundancy / Settlement / Termination of employment cost**	**Actuarial loss / profit – Economic assumptions**	**Actuarial loss / profit – experience during the period**	**Used provision**	**Additional provision in the period**	**Revenue from unused provisions**	**Balance on 31.12.2013**
Staff retirement obligations (a)	576	904	73	55	(228)	141	(46)	(32)	0	0	0	1,443
Provisions for other risk (b)	719								(236)	330		813
Total	**1,295**	**904**	**73**	**55**	**(228)**	**141**	**(46)**	**(32)**	**(236)**	**330**	**0**	**2,256**

COMPANY	Balance on 31.12.2013	Adjustment – Group restructuring	Cost of current employment	Interest expense	Employer paid benefits	Redundancy / Settlement / Termination of employment cost	Actuarial loss / profit – Economic assumptions	Actuarial loss / profit – experience during the period	Other revenue / expense	Additional provision in the period	Revenue from unused provisions	Balance on 31.12.2014
Staff retirement obligations (a)	770		26	30	0	0	182	(3)	7	0	0	1,012
Provisions for other risk (b)	598								0	549	(147)	1,000
Total	**1,368**	**0**	**26**	**30**	**0**	**0**	**182**	**(3)**	**7**	**549**	**(147)**	**2,012**

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COMPANY	Balance on 31.12.2012	Adjustment – Group restructuring	Cost of current employment	Interest expense	Employer paid benefits	Redundancy / Settlement / Termination of employment cost	Actuarial loss / profit – Economic assumptions	Actuarial loss / profit – experience during the period	Used provision	Additional provision in the period	Revenue from unused provisions	Balance on 31.12.2013
Staff retirement obligations (a)	493	340	30	31	(228)	140	(23)	(13)	0	0	0	770
Provisions for other risk (b)	212								0	386	0	598
Total	**705**	**340**	**30**	**31**	**(228)**	**140**	**(23)**	**(13)**	**0**	**386**	**0**	**1,368**

(a) The Group has made provisions for unaudited fiscal years totaling €1,060 thousand (Company: 1,000 thousand) in order to be covered against their potential occurrence.

5.48 Suppliers and other commercial liabilities

All liabilities are short term and, therefore, no discounting on the date of the financial statements is required. The breakdown of suppliers and other liabilities are shown in the following table:

	GROUP		COMPANY	
	31.12.2014	**31.12.2013**	**31.12.2014**	**31.12.2013**
Suppliers	2,254	2,924	1,560	2,311
Capital Market Commission Fee (1)	936	880	374	328
Tax on stock sales 0.20% (2)	4,389	4,965	0	0
Dividends payable (3)	39	75	39	75
Accrued third party services	339	449	232	356
Employee holiday payment provision	456	33	127	32
Share capital return to shareholders (4)	107	92	107	92
Tax on salaried services	276	247	131	92
Tax on external associates	0	8	0	5
Other taxes	184	172	164	118
Various creditors	233	352	186	1,573
Total	**9,213**	**10,197**	**2,920**	**4,982**

(1) The Hellenic Capital Market Commission fee (€936 thousand) is calculated based on the value of the trades in the cash and derivatives market and is turned over to the Hellenic Capital Market Commission within two months following the end of each 6-month period. The amount in question concerns the second half of 2014.

(2) The ATHEX Group, as successor to the Central Securities Depository, based on article 9 §2 of Law 2579/88 as amended by Law 2742/99, acts as an intermediary and collects from ATHEX members the tax (0.20%) on stock sales that take place on ATHEX which it turns over to the Greek State. The amount of €4.4m corresponds to the tax (0.20%) on stock sales that has been collected for December 2014 and was turned over to the Greek State in January 2015. Starting on 1.4.2011 the tax rate on stock sales has been increased to 0.20%, from 0.15% previously.

(3) Includes the balance of the dividend for fiscal year 2012, as well as dividends for previous fiscal years that have been decided in the past by the Annual General Meeting of ATHEX.

(4) Includes the obligation to pay the share capital returns from previous fiscal years that have not been collected by shareholders.

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5.49 Third party balances in ATHEXClear account

It concerns effectively an information account for the collateral received by ATHEXClear for the Derivatives Market and starting on 16.2.2015 the Cash market. ATHEXClear manages Member collaterals; in accordance with the investments policy, they are deposited at the BoG (see note 5.5).

The amount is shown both in the assets and liabilities in the Statement of Financial Position on 31.12.2014 (see note 5.43).

	GROUP		COMPANY	
	31.12.2014	31.12.2013	31.12.2014	31.12.2013
Clearing Fund collaterals – Derivatives Market	(17,889)	0	0	0
Additional Clearing Fund collaterals – Derivatives Market	(84,167)	0	0	0
Third party balances in ATHEXClear Account	**(102,056)**	**0**	**0**	**0**

5.50 Current income tax and income taxes payable

The management of the Group plans its policy in order to minimize its tax obligations, based on the incentives provided by tax legislation.

Nondeductible expenses mainly includes provisions, various expenses as well as amounts which the company considers that they would not be justified as acceptable production expenses in a potential tax audit and which are readjusted by management when the income tax is calculated

Tax liabilities	Group		Company	
	31.12.2014	31.12.2013	31.12.2014	31.12.2013
Liabilities / (claims) 31.12.2013	20,171	492	18,329	(161)
Income tax expenses	7,874	16,915	3,893	7,751
Taxes paid	(25,514)	(10,324)	(23,030)	(2,349)
Taxes paid	0	13,088	0	13,088
Liabilities / (claims)	**2,531**	**20,171**	**(808)**	**18,329**

In accordance with §12 article 72 of law 4172/2013, if the undistributed or non-capitalized reserves of legal persons, as published in the last balance sheet that ended before 1.1.2014, and which arose from profits that were not taxed in the year they arose due to an exception from taxation in accordance with the provisions of law 2238/1994 as it applies, are distributed or capitalized – until 31.12.2014, they are as taxed separately at a tax rate of nineteen percent (19%). Payment of this tax exhausts all tax obligations of the legal persons and of the shareholders or partners.

The reserves of the Company that fall under these provisions and were subject to the separate taxation of 19% amounted in total to €68,768,095.80, and the tax due on those reserves amounted to €13,065,938.20.

The Group shows an income tax claim of €1.677 thousand, of which €808 thousand from the parent company and €869 thousand from the ATHEXClear subsidiary.

For the Company, the change in income tax liability in 2014 was a credit balance (claim) and as such was transferred to assets in order claims (note 5.40).

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	GROUP		COMPANY	
	31.12.2014	31.12.2013	31.12.2014	31.12.2013
Income Tax	7,874	16,916	3,893	7,751
Deferred Tax	(1,234)	815	(953)	922
Income tax	**6,640**	**17,730**	**2,940**	**8,673**

Reconciliation of the income tax with profits/losses before tax on the basis of the applicable ratios and the tax expense is as follows:

	Group		Company	
Income tax	31.12.2014	31.12.2013	31.12.2014	31.12.2013
Profits before taxes	27,653	63,102	13,268	21,774
Income tax rate	26%	26%	26%	26%
Expected income tax expense	7,190	16,407	3,450	5,661
Tax effect of non-taxable income	(550)	0	(510)	0
Tax effect of non-deductable expenses	0	1,324	0	3,012
Income tax expense	**6,640**	**17,731**	**2,940**	**8,673**

Non-taxable income refers mainly to dividend income from subsidiaries, which is eliminated on a consolidated basis. Thus the tax rate calculated on the accounting profits increases, since the corresponding taxable profits are larger. Furthermore, the resulting effective tax rate on the consolidated profits is larger than the nominal tax rate in effect because – during the current fiscal year- there are intra-Group transactions.

The losses from the bank bonds have a different accounting treatment in IFRS compared to tax accounting, and are the main reason for the creation of deferred tax. All of the above result in the sum (from the individual subsidiary companies) of the tax to be greater than that which would have been, had the nominal tax rate (26%) applied on consolidated profits, since it is the profits of each company separately that are subject to taxation, and not the consolidated profits.

All the companies of the Group have been audited up to and including fiscal year 2009, except Athens Exchange, for which fiscal years 2008 and 2009 remain unaudited. Fiscal year 2010 is unaudited for all companies of the Group.

The status of the tax audits for the companies of the Group, by fiscal year, is as follows:

	2008	2009	2010	2011	2012	2013	2014
ATHEX 31.12.2014	x	x	-	x	x	x	x
ATHENS EXCHANGE (ATHEX)	-	-	-	x	x	x	x
ATHEXCSD (former TSEC)	x	x	-	x	x	x	x
ATHEXClear	x	x	-	x	x	x	x

(-) Tax audit has not begun

(x) Tax audit completed

ATHENS EXCHANGE (ATHEX): Fiscal year 2010 remains unaudited.

ATHEXCSD: Fiscal year 2010 remains unaudited.

ATHEX: Fiscal years 2008, 2009 and 2010 remain unaudited.

ATHEXClear: Fiscal year 2010 remains unaudited.

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For fiscal year 2013, the Company and its subsidiaries have been audited as part of the tax audit by their regular auditors, as provided for in the provisions of article 82 §5 of Law2238/1994. The relevant tax certificates with a concurrent opinion by the auditors were provided on 09.07.2014. There was no additional tax obligation, which would have a material impact on the annual financial statements of the Group and the Company.

The tax audit of the companies of the Athens Exchange Group for fiscal year 2014, in accordance with article 65a of law 4174/2013 and the decision that will be issued by the General Secretary for State Revenue as foreseen in §2 article 65a of law 4174/2013, is in progress and the relevant tax certificate is expected to be issued, following the publication of the Financial Statements for fiscal years 2014, by the auditors. If by the time the tax audit is completed additional tax obligations arise, it is expected that they will not have a material impact in the financial statements of the Group and the Company

5.51 Notifications of Associated parties

The value of transactions and the balances of the Group with associated parties are analyzed in the following table:

	GROUP		COMPANY	
	31.12.2014	31.12.2013	31.12.2014	31.12.2013
Remuneration of executives and members of the BoD	1,482	1,450	725	658

The balances and the intra-Group transactions of the companies of the Group on 31.12.2014 are shown in the following tables:

INTRA-GROUP BALANCES (in €) 31-12-2014				
		ATHEX	ATHEXCSD	ATHEXCLEAR
ATHEX	Claims	0	429,508.61	0
	Liabilities	0	0	0
ATHEXCSD	Claims	0	0	3,675,558.58
	Liabilities	429,508.61	0	1,600.00
ATHEXCLEAR	Claims	0	1,600.00	0
	Liabilities	0	3,675,558.58	0

INTRA-GROUP BALANCES (in €)				
		ATHEX	ATHEXCSD	ATHEXClear
ATHEX	Claims	0	456,509.80	17,712.00
	Liabilities	0	1,278,648.36	23,311,600.00
ATHEXCSD	Claims	1,278,648.36	0	3,906,149.24
	Liabilities	456,509.80	0	0
ATHEXClear	Claims	23,311,600.00	0	0
	Liabilities	17,712.00	3,906,149.24	0

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INTRA-GROUP REVENUES-EXPENSES (in €) 31-12-2014				
		ATHEX	ATHEXCSD	ATHEXCLEAR
ATHEX	Revenue	0	500,437.79	0
	Expenses	0	147,536.52	0
ATHEXCSD	Revenue	147,536.52	0	14,602,217.53
	Expenses	500,437.79	0	0
ATHEXCLEAR	Revenue	0	0	0
	Expenses	0	14,602,217.53	0

INTRA-GROUP REVENUES-EXPENSES (in €)				
		ATHEX	ATHEX	ATHEXClear
ATHEX	Revenue	0	390,952.15	7,661,115.34
	Expenses	0	92,951.95	0
ATHEXCSD	Revenue	92,951.95	0	3,902,596.94
	Expenses	390,952.15	0	0
ATHEXClear	Revenue	0	0	0
	Expenses	7,661,115.34	3,902,596.94	0

Intra-Group transactions concern: the annual fee for trade settlement (art. 1 decision 1 on fees), settlement instructions (art. 1 decision 1 on fees), support services (accounting, security, administrative services etc.), IT services, as well as PC support services, which are invoiced at prices comparative to those between third parties.

5.52 Hellenic Corporate Governance Council (HCGC)

The Hellenic Corporate Governance Council expanded its international network in 2014 by participating in Committees of the International Finance Corporation - World Bank Group (IFC). It closely cooperated with the Permanent Representation of Greece and other European institutions in Brussels to process matters of competence during the Greek Presidency of the European Union Council. In addition, it is a member of the Committee of the Ministry of Development to review corporate law (Law 2190).

In addition, under the Auspices of the Greek Presidency, and in cooperation with the Hellenic Capital Market Commission and the support of the Athens Exchange, HCGC organized the 14th European Corporate Governance Conference and Experts Roundtable on March 27th and 28th 2014, as is customary for countries that assume the Presidency of the Council of the European Union. The Conference was organized in Greece for the first time and attracted significant interest, especially by European participants. In addition, and at the same time as the Conference, HCGC organized for the first time in Athens the meeting of the members of the European Corporate Governance Codes Network (ECGCN).

In July 2014 HCGC was tasked with evaluating the corporate governance of certain listed and non-listed companies by using the monitoring and evaluating system for the implementation of the Code. The project consisted of the drafting of a study for the evaluation of the corporate governance rules and processes, including the operation of the Board of Directors of the companies.

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HCGC established a work group for the purpose of drafting a Good Corporate Practices Code for non-listed companies; this group now consists of representatives of non-listed companies, entities and specialists that have experience in the management and operation of non-listed companies - large, small and mid-sized.

Together with the Athens Exchange, and in cooperation with the Ministry of Development, they raised Greece from 157th place to 62nd place in the Protecting Investors index of the World Bank's DOING BUSINESS in 2015.

It should be noted that ISS, the international proxy advisor firm, who advises institutional investors on how to vote in General Meetings, adjusted in 2013 its policies for Greece based on the Hellenic Corporate Governance Code and is now monitoring the presence of independent members in the BoDs.

5.53 Composition of the BoDs of the companies of the Group

The current members of the Boards of Directors of the companies of the ATHEX Group are listed in the following tables:

HELLENIC EXCHANGES - ATHENS STOCK EXCHANGE S.A. HOLDING	
Name	**Position**
Iakovos Georganas	Chairman, non-executive member
Adamantini Lazari	Vice Chairman, non-executive member
Socrates Lazaridis	Chief Executive Officer
Alexandros Antonopoulos	Independent non-executive member
Ioannis Emiris	Independent non-executive member
Fokion Karavias	Non-executive member
Dimitrios Karaiskakis	Executive member
Sofia Kounenaki – Efraimoglou	Independent non-executive member
Nikolaos Milonas	Independent non-executive member
Alexios Pilavios	Non-executive member
Dionysios Christopoulos (*)	Independent non-executive member
Paula Hadjisotiriou(**)	Non-executive member
Nikolaos Chryssochoidis	Non-executive member

(*)At the meeting on 30.04.2014 Mr. Dionysios Christopoulos replaced Mr. Nikolaos Pimplis as independent non-executive member.

(**)At the meeting on 28.05.2014 Mrs. Paula Hadjisotiriou replaced Mr. Petros Christodoulou as independent non-executive member

(***) At the meeting on 16.02.2015 Mr. Konstantinos Vassiliou replaced Mr. Fokion Karavias as non-executive member

ATHENS EXCHANGE CLEARING HOUSE S.A. (*)	
Name	**Position**
Iakovos Georganas	Chairman, non-executive member
Gikas Manalis	Vice Chairman, non-executive member
Socrates Lazaridis	Chief Executive Officer
Andreas Mitafidis	Independent non-executive member
Nikolaos Pimplis	Non-executive member
Charalambos Saxinis	Independent non-executive member
Dionysios Christopoulos	Independent non-executive member

(*) At the meeting on 16.02.2015 Mr. Alexios Pilavios replaced Mr. Iakovos Georganas as non-executive Chairman

HELLENIC CENTRAL SECURITIES DEPOSITORY S.A.	
Name	**Position**

Iakovos Georganas	Chairman, non-executive member
Socrates Lazaridis	Chief Executive Officer
Nikolaos Pimplis (*)	Non-executive member
Nikolas Porfyris	Executive member
Dionysios Christopoulos (*)	Non-executive member

(*)At the BoD meeting on 6.5.2014 Messrs. Nikolaos Pimplis and Dionysios Christopoulos replaced Messrs. Vasilios Govaris and Dimitris Karaiskakis respectively.

The members of the Boards of Directors of the companies of the Group which participate in the capital of other companies with a stake larger than 20% are listed in the following table:

	BoD Member of a Company of the ATHEX GROUP	Company participating in	Relationship	Participation (%)
1	Sofia Kounenaki - Efraimoglou	Vek Holdings	Shareholder	47.95
2	Konstantinos Vassiliou	Kulta	Shareholder	49
3	Nikolaos Chryssochoides	N. Chryssochoides Brokers	Shareholder	70

No business relationship, agreement, contract or transaction exists between the Company and companies in the equity and management of which members of the Board of Directors or/ and the main shareholders of the Company participate that are not part of their usual activity.

As part of IAS 24 "Related-Party Disclosures" it is declared that there are no relations, transactions, control or material influence of related parties that must be reported in application of paragraph 3 of IAS 24 in conjunction with the definitions of paragraph 5 of IAS 24.

5.54 Profits per share and dividends payable

The 1st Repetitive General Meeting of 17.06.2014 approved the share capital return (special dividend) of €0.20 per share for the 65,368,563 shares of the Company.

The net after tax profit of the Group and the Company in 9M 2014 amounted to €17,251 thousand and €8,772 thousand or €0.26 and €0.13 per share respectively; if other comprehensive income is included, it amounted to €18,002 thousand and €9,523 thousand or €0.28 and €0.15 per share respectively.

5.55 Contingent Liabilities

The Group is involved in legal proceedings with employees, members of the Athens Exchange, listed companies as well as with third parties. The management of the Group and its legal counsel estimate that the outcome of these cases will not have a significant effect on the financial position or the results of the operation of the Group and the Company.

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5.56 Events after the date of the financial statements

Starting on 16.2.2015, the cash balances that concerned cash collaterals of the Clearing Members in the cash markets and are maintained in a Company account as a direct participant in Target2 are maintained at the Bank of Greece (BoG). The amount transferred to the BoG from the commercial banks amounted on 16.2.2015 to €301.2m and is added to the existing cash collaterals of the Clearing Members in the Derivatives Market that had already begun being maintained starting on 1.12.2014 and is shown in the Statement of Financial Position on 31.12.2014.

There are no significant events in the results of the Group and the Company which has taken place or was completed after 31.12.2014, the date of the annual financial statements for 2014 and up until the approval of the 2014 financial report by the Board of Directors of the Company on 16.03.2015.

Athens, March 16th 2015

THE CHAIRMAN OF THE BoD
IAKOVOS GEORGANAS

THE CHIEF EXECUTIVE OFFICER
SOCRATES LAZARIDIS

THE CHIEF FINANCIAL OFFICER
VASILIS GOVARIS

THE DIRECTOR OF FINANCIAL MANAGEMENT
CHRISTOS MAYOGLOU

THE DEPUTY DIRECTOR OF FINANCIAL CONTROLLING & BUDGETING
CHARALAMBOS ANTONATOS