

# **RESOLUTION 4**

Procedure and supporting documents for corporate actions and the resumption of trading of shares of companies admitted to the Alternative Market of ATHEX, as replaced by the resolution dated 29-03-2019 of the Stock Markets Steering Committee of ATHEX.



#### **Article 1**

#### **General provisions**

- 1. Companies with transferable securities admitted to trading on the Alternative Market (ENA) must submit to Athens Exchange (ATHEX) the forms and supporting documents required for the implementation of each corporate action within twenty (20) days from date of the relevant decision of the company's competent body, unless otherwise stipulated in the articles below.
- 2. In cases of corporate actions involving an issue of new shares, companies must submit an application to ATHEX for the admission to trading of each additional series of new shares.
- 3. The company must announce to ATHEX the ex-date, the last trading date, the record date and the date on which the rights deriving can be exercised, depending on the corporate action.
- 4. **Ex-date** means the first (1<sup>st</sup>) business day on which the transferable securities, to which the corporate action relates, are traded without the right and it is mandatorily defined as one (1) business day before the record date, and is the same as the date of cessation of trading, if applicable.

**Last trading date** — where applicable — means the last business day on which the transferable securities are traded with the right.

**Record date** means the date on which investors must be registered or identified in the records of the Central Securities Depository in order to be beneficiaries of the corporate action.

**Date of commencement of trading** of new transferable securities means the date on which the relevant rights can be exercised by the shareholder.

- 5. In cases of corporate actions for which provision has been made (by virtue of a relevant decision of ATHEX) for the adjustment of the share price, this adjustment is made on the first (1<sup>st</sup>) day of trading without the right (ex-date).
- 6. The implementation of corporate actions and any adjustments must be preceded by an announcement from the company. In cases where a right is detached, this announcement must have been posted on the ATHEX website at least two (2) business days before the ex-date, unless otherwise stipulated in the articles below. In cases of commencement of trading of new shares, the relevant announcement must have been posted on the ATHEX website by no later than the business day preceding the date of commencement of trading.



- 7. In cases where corporate actions require the publication of a Prospectus/Information Document or other form, their implementation must be preceded by the approval and posting of the relevant document on the ATHEX website.
- 8. In order for the admission of new shares to be approved, (i) no shares from previous corporate actions must be pending admission, and (ii) no other change to the company's share capital must be pending.
- 9. In cases of corporate actions whose legal effects are produced only by and after their recording in the General Electronic Commercial Registry (GECR), the relevant decision of the competent body of the company is submitted along with its recording in the GECR. In cases of corporate actions whose legal effects commence as of their taking, the decision of the company's competent body is submitted along with the application filed for its recording in the GECR.

#### **Article 2**

Admission to trading of preemptive rights due to detachment of a right (i) in a share capital increase against cash payment, (ii) in a convertible bond issue, exchange-traded or not, (iii) in a warrants issue

For the admission to trading of preemptive rights and detachment of rights, the following procedure is observed:

## a) Approval by ATHEX of the admission to trading of the preemptive rights

Approval is granted provided that the company has submitted the supporting documents of TABLE 1.

# b) Detachment of the preemptive right

If the increase is wholly or partly in favour of existing shareholders, the issue price may not be higher than the market price at the time of detachment of the preemptive right, unless this has been made possible by express decision of the competent body that decided on the increase.

## c) Commencement of trading of preemptive rights

The trading of the rights on ATHEX and their exercise at a credit institution commence at the same time. Trading commences by no later than the third (3<sup>rd</sup>) business day from the record date.

Trading of the rights ceases three (3) business days prior to the expiry of the exercise period. During this time, only the execution of transactions of Methods 6-1, 6-2 and 6-3 are permitted, and on the condition that they are cleared by no later than the business day preceding the expiry date of the exercise period.



The period for the trading and exercise of rights may be extended provided that the company has submitted a relevant decision of its competent body to ATHEX and has informed the investing public accordingly by no later than four (4) business days prior to expiry of the exercise period.

Within three (3) business days from the expiry of the exercise period, the company must send to ATHEX an announcement for posting on the ATHEX website regarding:

- the percentage of the increase covered by the exercise of rights, and
- the existence and manner of disposal of any unsubscribed shares.

If disposal has not been completed by such time, the company must make a further announcement, to be published in the same manner as above, informing the investing public about their disposal.

#### **Article 3**

## Admission to trading of an additional series of shares

## 3.1 After a share capital increase against cash payment or capitalisation of liabilities

For the admission to trading of the new shares, the following procedure is observed:

## a) Approval by ATHEX of the admission to trading of the new shares

Approval is granted provided that the company has submitted the supporting documents of TABLE 2.

These supporting documents must be submitted by the company to ATHEX within five (5) business days from the date of final subscription. In the event of partial subscription as per article 28 of Law 4548/2018, the above time limit begins on the date of entry in the GECR of the amendment of the relevant share capital clause of the articles of association.

# b) Commencement of trading of the new shares

The company must ensure the admission to trading of its new shares within three (3) business days from the approval of admission by ATHEX.

# 3.2 After a share capital increase due to merger by absorption, division by absorption, takeover of a business unit or contribution of assets

For admission to trading, the following procedure is observed:

## a) Approval by ATHEX of the admission to trading of the new shares

Approval is granted provided that the company has submitted the supporting documents of TABLE 3.

# b) Detachment of the right - cessation of trading

If the shares of the merging companies are being traded on ATHEX markets, trading in the shares of the absorbed company ceases as of the business day following the day on which the decision approving the merger was recorded in the GECR.



In cases where, due to the cessation of trading of shares of the absorbed company, it is not possible to ensure the equal treatment of shareholders, trading in the shares of the absorbing company may also be ceased until the date of commencement of trading of all the new shares.

## c) Commencement of trading of the new shares

The company must set as the date of commencement of trading of the new shares:

- at the latest, the third (3<sup>rd</sup>) business day from the date of approval of the admission to trading, provided the shares of the company being absorbed have not been admitted to ENA, and
- the third (3<sup>rd</sup>) business day from the date of detachment of the right/cessation of trading, provided the shares of the companies being merged have been admitted to ENA.

#### 3.3 After a share capital increase resulting from:

- i) conversion of bonds into shares after exercise of the right by the holder or the issuer;
- ii) exercise of a stock option;
- iii) a reinvestment plan, after exercise or not of the option by the shareholder, and
- iv) exercise of warrants, listed or not.

For admission to trading of the new shares, the following procedure is observed:

#### a) Approval by ATHEX of the admission to trading of the new shares

Approval is granted provided that the company has submitted to ATHEX the supporting documents of TABLE 4 within twenty (20) days:

- (i) from the date of expiry of the relevant conversion period, in the case of conversion of bonds into shares,
- (ii) from the date of expiry of the relevant exercise period, in the case of exercise of stock options,
- (iii) from the date of expiry of the period set for shareholder reinvestment requests, in the case of a reinvestment plan,
- (iv) from the date of expiry of the relevant exercise period, in the case of exercise of warrants.

## b) Commencement of trading of the new shares

The company must ensure the admission to trading of its new shares within three (3) business days from the approval of admission by ATHEX.

The share price is adjusted, where provided for, at the same time as the commencement of trading of the new shares.

# 3.4 After a share capital increase with capitalisation of reserves or undistributed profits



For admission to trading of the new shares, the following procedure is observed:

## a) Approval by ATHEX of the admission to trading of the new shares

Approval is granted provided that the company has submitted the supporting documents of TABLE 5.

# b) Detachment of the right

The company must set as the ex-date the second  $(2^{nd})$  or the third  $(3^{rd})$  business day from the date on which ATHEX approved the admission to trading and consequently as the record date the third  $(3^{rd})$  or the fourth  $(4^{th})$  business day from the date of approval by ATHEX.

## c) Commencement of trading of the new shares

The company must set as the date of commencement of trading of the new shares the second (2<sup>nd</sup>) business day from the record date.

#### **Article 4**

Admission to trading of new shares due to a change in the nominal value of the share following a split/reverse split

For admission to trading of the new shares, the following procedure is observed:

# a) Approval by ATHEX of the admission to trading of the new shares

Approval is granted provided that the company has submitted the supporting documents of TABLE 6.

#### b) Detachment of the right

- In the case of a split:

The company must set as the ex-date the second (2<sup>nd</sup>) or the third (3<sup>rd</sup>) business day from the date on which ATHEX approved the admission to trading and consequently as the record date the third (3<sup>rd</sup>) or the fourth (4<sup>th</sup>) business day from the date of approval by ATHEX.

- In the case of a reverse split:

The company must set as the ex-date the third (3<sup>rd</sup>) business day from the date on which ATHEX approved the admission to trading. Trading in the share ceases on the same date. The relevant announcement of the company must have been posted on the ATHEX website by no later than the third (3<sup>rd</sup>) business day prior to the ex-date.

## c) Commencement of trading of the new shares

The company must set as the date of commencement of trading of the new shares the second (2<sup>nd</sup>) business day from the record date.



#### **Article 5**

Change in share capital due to: (i) a change in the nominal value of the share and/or a return of capital in cash, (ii) a change in the nominal value of the share and a return of capital in kind (carve-out)

The change in share capital is carried out in accordance with the following procedure:

## a) Notification to ATHEX regarding the change in share capital

This is done by submitting the supporting documents of TABLE 7.

## b) Detachment of the right

The company must set the date for the commencement of trading of existing shares with the new nominal value between the second (2<sup>nd</sup>) and the fourth (4<sup>th</sup>) business day from the date on which ATHEX was notified as above.

Correspondingly, the company must set the record date between the third (3<sup>rd</sup>) and the fifth (5<sup>th</sup>) business day from the date on which ATHEX was notified.

For a return of capital in cash, the same procedure is followed (*mutatis mutandis*) as for the dividend payment, as this is specified in the applicable articles of the ENA Operating Rules.

## c) Commencement of trading of the new shares

The company must set the date of commencement of trading of the new shares, which in the case of a return of capital in kind must be no later than the second  $(2^{nd})$  business day from the record date.

#### **Article 6**

Admission to trading of shares resulting from the conversion of shares of a different class

For admission to trading of the new shares, the following procedure is observed:

## a) Approval by ATHEX of the admission to trading of the new shares

Approval is granted subject to submission of the supporting documents of TABLE 8.

# b) Detachment of the right

The company must set as the date of cessation of trading of the convertible shares the third (3<sup>rd</sup>) business day from the date of admission approval.

If deemed necessary, the cessation of trading may also extend to the class of shares to which the new shares belong.

## c) Commencement of trading of the new shares



The company must set as the date of commencement of trading of the new shares the second (2<sup>nd</sup>) business day from the record date.

#### **Article 7**

#### Cancellation of: i) own shares, ii) shares with replacement ratio, iii) listed bonds

For the cancellation of shares or bonds, the following procedure is observed:

# a) Notification to ATHEX regarding the cancellation

Notification may be made following submission of the supporting documents of TABLE 9.

#### b) Cancellation and deletion of the transferable securities

The shares or bonds are cancelled and deleted. The relevant announcement by the company must have been posted on the ATHEX website by no later than the business day preceding the cancellation date.

The company must set the date for the cancellation of the shares or bonds, which must be no later than the second (2<sup>nd</sup>) business day from the date on which ATHEX was notified.

## c) Detachment of right in the case of a replacement ratio

The issuer's relevant announcement must have been posted on the ATHEX website by no later than two (2) business days prior to the last day of trading.

The company must set as the date of cessation of trading the third (3<sup>rd</sup>) business day from the date on which ATHEX was notified.

# d) Commencement of trading of new shares in the case of a replacement ratio

The company must set as the date of commencement of trading of the new shares the second (2<sup>nd</sup>) business day from the record date.

## **Article 8**

# Corporate actions giving holders of transferable securities the option to exercise their rights or not

In the case of corporate actions giving holders of transferable securities the option to exercise their rights or not, such as, by way of example, the exercise of rights deriving from convertible bonds, the exercise of rights deriving from warrants, or bonds from dividend or other reinvestment, cash or not, provided the transferable securities have been admitted to ENA, the procedure for exercising the relevant rights must have been completed prior to implementation of the corporate action.

#### **Procedure**

If the convertible securities have been admitted to ATHEX markets, the procedure is as follows:



- a) The company must announce the period during which the option may be exercised and the manner in which it is exercised.
- b) After expiry of the exercise period, the company must announce the results of the option exercise.
- c) The company then cancels the convertible securities.
- d) For the commencement of trading of the new shares, the company must submit the supporting documents of TABLE 4.

If the convertible securities have not been admitted to ATHEX markets, the above procedure is followed only in respect of items (b) and (d).

#### **Article 9**

## Change of company's legal name / trading name

For a change of name, the procedure is as follows:

# a) Notification to ATHEX regarding the change

Notification is made by submitting the necessary supporting documents of TABLE 10.

# b) Date of change

The relevant announcement of the company must have been posted on the ATHEX website by no later than the business day preceding the date of change.

The company must set the date of change, which must be no later than the second  $(2^{nd})$  business day from the date of notification to ATHEX.

#### **Article 10**

#### **Admission to trading of warrants**

In cases of admission to trading of warrants or in corresponding cases of corporate actions pertaining thereto, the provisions of this decision shall be applied as appropriate. The necessary supporting documents and the procedure followed are adjusted in such a way as to take into consideration the particular characteristics of the specific transferable securities in each case.

#### **Article 11**

Resumption of trading in a company's shares after a suspension of more than six (6) months / admission of an additional series of shares

#### a) Procedure



Before trading in shares can resume, the relevant conditions set out in the ENA Operating Rules must be met cumulatively.

If the company has, during the suspension period, taken corporate actions that provide for the publication of a Prospectus/Information Document, approval for the resumption of trading of all its shares is granted after approval of the relevant disclosure document that must evidence fulfilment of all prerequisites for resumption of trading.

If the company has not, during the suspension period, taken corporate actions that provide for the publication of a Prospectus/Information Document, it must submit to ATHEX an Information Memorandum evidencing fulfilment of all prerequisites for resumption of trading.

A separate chapter of the aforesaid Information Memorandum must certify that the legal status of the company and of any corporate changes made during the suspension period are in compliance with the laws and regulations to which it is subject. It must also present the company's current activities and the steps it has taken to eliminate the reasons for the suspension.

ATHEX may make its approval of the request for resumption of trading of the company's shares dependent on any specific condition which it may deem necessary to protect the interests of investors or ensure the smooth operation of the market and which it shall announce to the company, taking into consideration the reason why trading in the shares was suspended.

By no later than the commencement of resumed trading of the shares, a sufficient free float must have been achieved. In this regard, the method of determining whether the free float is adequate does not necessarily take into account the same quantitative free float criteria set out in the ENA Operating Regulations, but rather adequacy is determined on a case-by-case basis. As part of this procedure, the company may be asked to undertake the commitment that it will submit to ATHEX a certificate evidencing the total percentage of shares owned by its main shareholders, so as to enable ATHEX to determine whether a sufficient free float has been achieved.

When submitting its request for resumption of trading, the company must also submit to ATHEX the supporting documents of TABLE 11.

## b) Commencement of resumed trading of all shares

ATHEX's decision on the company's request shall take into consideration the fulfilment of prerequisites for resumption of trading and the data contained in the relevant Prospectus/Information Document or Information Memorandum.

If the request is approved, trading in the company's shares will resume within fifteen (15) days from the date of ATHEX's approval for the admission to trading of all its shares.

The relevant announcement by the company must have been posted on the ATHEX website by no later than one (1) business day before commencement of resumption of trading of the company's shares.



## **Combination of corporate actions**

In the event of the simultaneous or subsequent implementation of a number of corporate actions involving transferable securities, the procedure, supporting documents and time limits stipulated in the preceding paragraphs of this resolution shall be applied in combination, taking into account the particularities of each corporate action and the company's decisions. When applying them in combination, the various time limits may be shortened.

#### **Article 13**

# Corporate actions of companies based abroad

In cases of corporate actions involving listed securities of foreign companies, the above procedure shall be applied *mutatis mutandis* and the relevant supporting documents shall be submitted. The relevant documentation may be submitted in English.

By decision of ATHEX, provision may be made for a derogation from the above time limits, for specific issuers and particularly for the purpose of coordinating the procedure with the procedures stipulated by the law that governs the foreign issuer or by the operation of the foreign stock exchange or other market on which the company may have listed or intends to list its securities.

#### Article 14

#### Other instances of corporate actions

In the event of corporate actions not explicitly provided for in this resolution, the procedure, supporting documents and time limits which are compatible with the kind of corporate action shall be applied *mutatis mutandis*.

# **Article 15**

# Additional – supplementary supporting documents

In the framework of the procedure for the implementation of corporate actions, ATHEX may, on a case-by-case basis, request any additional or supplementary supporting document – official document and/or written clarification from the company – which it deems necessary for the completeness and processing of the dossier submitted to it.

#### **Article 16**

**Tables of supporting documents for corporate actions** 

## **TABLE 1**



Admission to trading of preemptive rights due to detachment of a right (i) in a share capital increase against cash payment, (ii) in a convertible bond issue, exchange-traded or not, (iii) in a warrants issue

The company submits to ATHEX the following supporting documents:

**Attached** 

- 1. Application/Letter from the company regarding the admission to trading of the rights. The letter shall state i) whether the decision on the share capital increase expressly provides for the possibility of partial subscription of capital in accordance with article 28 of Law 4548/2018 or whether commitments have been made to take up any unsold shares, ii) whether the competent body that resolved on the share capital increase took a decision according to which the issue price can be higher than the market price at the time of detachment of the preemptive right.
- 2. Application from the company for issuance of an ISIN CFI & FISN codes for the preemptive rights.
- 3. The decision of the company's competent body concerning its valid legal representation and its relevant recording in the GECR. In the case of foreign companies, corresponding evidence of publicity (validity) of the respective representation. If there has been no change in the representation since the most recent notification to ATHEX, the company submits a certificate to this effect.
- 4. Copy of the minutes of the company's competent body that decided the share capital increase, or convertible bond issue, or warrants issue.
- 5. Copy of the approval decision of the competent authority, where required, and its recording in the GECR or recording of the decision of the company's competent body on the amendment of its articles of association. In the case of foreign companies, copy of the relevant decision of the competent authorities or bodies and of the relevant recordings in the respective register concerning the amendment of the articles of association.
- 6. Two (2) copies of the approved Prospectus or Information Document. One copy of the Prospectus or Information Document must be posted on the ATHEX website by no later than the last business day before the date of detachment of the preemptive right.
- 7. Letter from the company certifying that it has no outstanding obligations to ATHEX or ATHEXCSD.
- 8. Draft announcement of the company to the investing public for posting on the ATHEX website.

#### TABLE 2

Admission to trading of an additional series of shares from a share capital increase against cash payment or capitalisation of liabilities



The company submits to ATHEX the following supporting documents:

- 1. Application/Letter from the company regarding the admission to trading of the new shares.
- 2. The decision of the company's competent body concerning its valid legal representation and its relevant recording in the GECR. In the case of foreign companies, corresponding evidence of publicity (validity) of the respective representation. If there has been no change in the representation since the most recent notification to ATHEX, the company submits a certificate to this effect.
- 3. Copy of the minutes of the company's board of directors on certification of payment of the share capital increase accompanied by the report of a certified auditor-accountant or audit firm pursuant to par. 6, article 20 of Law 4548/2018, certifying full payment of the capital increase (share capital and paid-in capital in excess of par value). If shares were sold to third parties after the end of the rights trading period, the relevant decision of the company's competent body is submitted. In the case of foreign companies, corresponding confirmation from the competent authority or body of the company, according to the law to which it is subject.
- 4. Declaration from a credit institution lawfully operating in Greece or in a country of the European Economic Area (EEA) confirming that the total amount of the capital increase has been deposited in a special account in the name of the company.
- 5. Letter from the company certifying that it has no outstanding obligations to ATHEX or ATHEXCSD.
- 6. Letter from the company presenting:
- i) the total number of investors that participated in the increase;
- ii) the number of rights exercised by shareholders holding ≥ 5% of share capital, and
- iii) a table of the company's shareholder structure (showing holders of  $\geq$  5%) before and after completion of the share capital increase.
- 7. In the event of partial subscription, the following are also submitted: i) copy of the minutes of the company's competent body regarding the adjustment of its share capital and corresponding modification of the capital raised, ii) the recording in the GECR of the amendment of the clause in the articles of association on the company's share capital.
- 8. Beneficiary allocation file according to the format of the Central Securities Depository and a printout of the file signed by the company's legal representatives, along with a relevant declaration of the company signed by its legal representatives, confirming that the information provided in the above-mentioned list fully matches the allocation file submitted.
- 9. Draft announcement of the company to the investing public for posting on the ATHEX website.



Admission to trading of an additional series of shares from a share capital increase due to merger by absorption, division by absorption, takeover of a business unit or contribution of assets

The company submits to ATHEX the following supporting documents:

- 1. Application/Letter from the company regarding the admission to trading of the new shares, presenting the following:
- a) A table showing the company's shareholder structure (holders with  $\geq$  5%) before and after completion of the corporate action.
- b) In the case of a merger of companies with cancellation of shares, the Share of the absorbing company in which the shares for cancellation are kept, the Share of the absorbed company and the quantity for cancellation (the shares to be cancelled must have been transferred to the special account by no later than the last day of trading of the absorbed company).
- 2. Application from the issuer for issuance of an ISIN CFI & FISN codes (where required).
- 3. The decision of the company's competent body concerning its valid legal representation and its relevant recording in the GECR. In the case of foreign companies, corresponding evidence of publicity (validity) of the respective representation. If there has been no change in the representation since the most recent notification to ATHEX, the company submits a certificate to this effect.
- 4. Copies of the minutes of the competent bodies of the companies which decided the corporate transformation.
- 5. In the case of absorbed unlisted companies and companies that are included directly or indirectly in the consolidated financial statements for the most recent fiscal year and are categorised as holdings in the transformation balance sheet and provided they have not been audited by the tax authority or no tax certificates have been issued, a special report must be submitted by a Certified Auditor evidencing adequacy of the provisions recognized in the financial statements or the size of any tax liabilities for the unaudited fiscal years.
- 6. Letter from the company certifying that it has no outstanding obligations to ATHEX or ATHEXCSD.
- 7. Beneficiary allocation file according to the format of the Central Securities Depository and a printout of the file signed by the company's legal representatives, along with a relevant declaration of the company signed by its legal representatives, confirming that the information provided in the above-mentioned list fully matches the allocation file submitted (where required).
- 8. Copy of the approval decision of the competent authority, where required, and its recording in the GECR or recording of the decision of the company's competent body on the amendment of its articles of association. In the case of foreign companies, copy of the relevant decision of the



competent authorities or bodies and of the relevant recordings in the respective register concerning the amendment of the articles of association.

- 9. Two (2) copies of the Prospectus, Information Document or other form (where required).
- 10. Draft announcement of the company to the investing public for posting on the ATHEX website.

#### **TABLE 4**

Admission to trading of new shares from:

- i) conversion of bonds into shares after exercise of the right by the holder or the issuer;
- ii) exercise of a stock option;
- iii) a reinvestment plan, after exercise or not of the option by the shareholder, and
- iv) exercise of warrants, listed or not.

The company submits to ATHEX the following supporting documents:

- 1. Application/Letter from the company regarding the admission to trading of the new shares.
- 2. The decision of the company's competent body concerning its valid legal representation and its relevant recording in the GECR. In the case of foreign companies, corresponding evidence of publicity (validity) of the respective representation. If there has been no change in the representation since the most recent notification to ATHEX, the company submits a certificate to this effect.
- 3. Letter from the company specifying: i) the relevant time period for the conversion of bonds into shares or the exercise of a stock option or shareholder reinvestment requests or the exercise of warrants, ii) the total capital raised from the conversion or exercise or reinvestment, the subscription or conversion price, iii) the percentage of new shares for admission in relation to the total number of the company's shares already admitted, as well as the percentage of all shares admitted through stock option exercise, including the shares to be admitted in relation to the total number of the company's shares already admitted.
- 4. Copy of the minutes of the company's competent body evidencing the decision on the convertible bond issue or stock option or reinvestment or warrants, along with any subsequent minutes of the competent body which amends or supplements the aforementioned decisions.
- 5. Copy of the minutes of the company's board of directors on certification of payment of the share capital increase accompanied by the report of a certified auditor-accountant or audit firm pursuant to par. 6, article 20 of Law 4548/2018, certifying full payment of the capital increase (share capital and paid-in capital in excess of par value). If shares were sold to third parties after the end of the



rights trading period, the relevant decision of the company's competent body is submitted. In the case of foreign companies, corresponding confirmation from the competent authority or body of the company, according to the law to which it is subject (where required).

- 6. Copy of the approval decision of the competent authority, where required, and its recording in the GECR or recording of the decision of the company's competent body on the amendment of its articles of association. In the case of foreign companies, copy of the relevant decision of the competent authorities or bodies and of the relevant recordings in the respective register concerning the amendment of the articles of association (where required).
- 7. Declaration from a credit institution lawfully operating in Greece or in a country of the European Economic Area (EEA) confirming that the total amount of the capital increase has been deposited in a special account in the name of the company (where required).
- 8. Letter from the company certifying that it has no outstanding obligations to ATHEX or ATHEXCSD.
- 9. Table showing the conversion over time of bonds into shares or the exercise of stock options, from the beginning of the bond issue or stock option program(s) or warrant exercise.
- 10. Two (2) copies of the Prospectus, Information Document or other form (where required).
- 11. Draft announcement of the company to the investing public for posting on the ATHEX website.
- 12. Beneficiary allocation file, where required, according to the format of the Central Securities Depository and a printout of the file signed by the company's legal representatives, along with a relevant declaration of the company signed by its legal representatives, confirming that the information provided in the above-mentioned list fully matches the allocation file submitted.

#### TABLE 5

Admission to trading of new shares from a share capital increase with capitalisation of reserves or undistributed profits

The company submits to ATHEX the following supporting documents:

- 1. Letter from the company regarding the approval of admission to trading of the new shares, specifying the ex-date, the record date and the date of commencement of trading of the new shares.
- 2. The decision of the company's competent body concerning its valid legal representation and its relevant recording in the GECR. In the case of foreign companies, corresponding evidence of publicity (validity) of the respective representation. If there has been no change in the representation since the most recent notification to ATHEX, the company submits a certificate to this effect.



- 3. Copy of the minutes of the company's competent body evidencing the decision to increase its share capital.
- 4. Copy of the approval decision of the competent authority, where required, and its recording in the GECR or recording of the decision of the company's competent body on the amendment of its articles of association. In the case of foreign companies, copy of the relevant decision of the competent authorities or bodies and of the relevant recordings in the respective register concerning the amendment of the articles of association (where required).
- 5. Letter from the company certifying that it has no outstanding obligations to ATHEX or ATHEXCSD.
- 6. Two (2) copies of the Prospectus, Information Document or other form (where required).
- 7. Draft announcement of the company to the investing public for posting on the ATHEX website.

## **TABLE 6**

Admission to trading of new shares due to a change in the nominal value of the share (split/reverse split)

The company submits to ATHEX the following supporting documents:

- 1. Letter from the company regarding the approval of admission to trading of the new shares, specifying the ex-date, the record date and the date of commencement of trading of the new shares. In the case of a reverse split, the date of the last trading day of the shares is also provided.
- 2. The decision of the company's competent body concerning its valid legal representation and its relevant recording in the GECR. In the case of foreign companies, corresponding evidence of publicity (validity) of the respective representation. If there has been no change in the representation since the most recent notification to ATHEX, the company submits a certificate to this effect.
- 3. Copy of the minutes of the company's competent body evidencing the split or reverse split decision.
- 4. Copy of the approval decision of the competent authority, where required, and its recording in the GECR or recording of the decision of the company's competent body on the amendment of its articles of association. In the case of foreign companies, copy of the relevant decision of the competent authorities or bodies and of the relevant recordings in the respective register concerning the amendment of the articles of association (where required).
- 5. Letter from the company certifying that it has no outstanding obligations to ATHEX or ATHEXCSD.
- 6. Draft announcement of the company to the investing public for posting on the ATHEX website.



#### **TABLE 7**

Change in share capital due to a change in the nominal value of the share and/or a return of capital in cash or a return of capital in kind (carve-out)

The company submits to ATHEX the following supporting documents:

**Attached** 

- 1. Letter from the company requesting the change in the nominal value of its shares and specifying the date of commencement of trading of existing shares at the new nominal value. In the case of a return of capital in cash, the date of detachment of the respective right is also specified, which is the same as the date of change of the nominal value of the share.
- 2. The decision of the company's competent body concerning its valid legal representation and its relevant recording in the GECR. In the case of foreign companies, corresponding evidence of publicity (validity) of the respective representation. If there has been no change in the representation since the most recent notification to ATHEX, the company submits a certificate to this effect.
- 3. Copy of the minutes of the company's competent body evidencing the decision on the change in share capital.
- 4. Copy of the minutes of the company's board of directors certifying the share capital increase (where required).
- 5. Copy of the approval decision of the competent authority, where required, and its recording in the GECR or recording of the decision of the company's competent body on the amendment of its articles of association. In the case of foreign companies, copy of the relevant decision of the competent authorities or bodies and of the relevant recordings in the respective register concerning the amendment of the articles of association (where required).
- 6. Letter from the company certifying that it has no outstanding obligations to ATHEX or ATHEXCSD.
- 7. Draft announcement of the company to the investing public for posting on the ATHEX website.

#### **TABLE 8**

Admission to trading of shares resulting from the conversion of shares of a different class



The company submits to ATHEX the following supporting documents:

**Attached** 

- 1. Letter from the company on the approval of admission to trading of the new shares, specifying the date of cessation of trading and the date of their resumed trading on ATHEX.
- 2. Application from the issuer for issuance of an ISIN CFI & FISN codes.
- 3. The decision of the company's competent body concerning its valid legal representation and its relevant recording in the GECR. In the case of foreign companies, corresponding evidence of publicity (validity) of the respective representation. If there has been no change in the representation since the most recent notification to ATHEX, the company submits a certificate to this effect.
- 4. Copy of the minutes of the competent body of the company which decided the conversion.
- 5. Copy of the approval decision of the competent authority, where required, and its recording in the GECR or recording of the decision of the company's competent body on the amendment of its articles of association. In the case of foreign companies, copy of the relevant decision of the competent authorities or bodies and of the relevant recordings in the respective register concerning the amendment of the articles of association.
- 6. Letter from the company certifying that it has no outstanding obligations to ATHEX or ATHEXCSD.
- 7. Draft announcement of the company to the investing public for posting on the ATHEX website.

## **TABLE 9**

Cancellation of: i) own shares, ii) shares with replacement ratio, iii) listed bonds

The company submits to ATHEX the following supporting documents:

**Attached** 

1. Letter from the company requesting cancellation of the shares/bonds and specifying the date of their cancellation by ATHEX, the Share in which they are kept pending deletion and their quantity (it should be noted that the securities for deletion must have been transferred to the special account).



In the case of cancellation of shares with a specific replacement ratio of old to new shares, the period of temporary cessation of trading and the date of commencement of trading of the new shares shall also be specified.

- 2. The decision of the company's competent body concerning its valid legal representation and its relevant recording in the GECR. In the case of foreign companies, corresponding evidence of publicity (validity) of the respective representation. If there has been no change in the representation since the most recent notification to ATHEX, the company submits a certificate to this effect.
- 3. Copy of the minutes of the company's competent body which decided the cancellation of shares/bonds.
- 4. Copy of the approval decision of the competent authority, where required, and its recording in the GECR or recording of the decision of the company's competent body on the amendment of its articles of association. In the case of foreign companies, copy of the relevant decision of the competent authorities or bodies and of the relevant recordings in the respective register concerning the amendment of the articles of association.
- 5. Letter from the company certifying that it has no outstanding obligations to ATHEX or ATHEXCSD.
- 6. Draft announcement of the company to the investing public for posting on the ATHEX website.
- 7. Beneficiary allocation file according to the format of the Central Securities Depository and a printout of the file signed by the company's legal representatives, along with a relevant declaration of the company signed by its legal representatives, confirming that the information provided in the above-mentioned list fully matches the allocation file submitted (where required).

#### TABLE 10

Change of company's legal name / trading name

The company submits to ATHEX the following supporting documents:

- 1. Letter from the company requesting the change of its legal name and/or trading name, specifying the date from which the change will have effect in the documents and systems of ATHEX.
- 2. The decision of the company's competent body concerning its valid legal representation and its relevant recording in the GECR. In the case of foreign companies, corresponding evidence of



publicity (validity) of the respective representation. If there has been no change in the representation since the most recent notification to ATHEX, the company submits a certificate to this effect.

- 3. Copy of the minutes of the company's competent body which decided the change of name.
- 4. Copy of the approval decision of the competent authority, where required, and its recording in the GECR or recording of the decision of the company's competent body on the amendment of its articles of association. In the case of foreign companies, copy of the relevant decision of the competent authorities or bodies and of the relevant recordings in the respective register concerning the amendment of the articles of association.
- 5. Letter from the company certifying that it has no outstanding obligations to ATHEX or ATHEXCSD.
- 6. Draft announcement of the company to the investing public for posting on the ATHEX website.

#### **TABLE 11**

Resumption of trading in a company's shares after a suspension of more than six (6) months and/or admission of an additional series of shares

When applying for resumption of trading, the company submits the following supporting documents:

Attached

- 1. Application/Letter from the company and the Nominated Adviser:
- a) certifying fulfilment of all the terms and conditions for the resumption of trading of shares of companies which have been suspended;
- b) certifying that all the financial data contained in the Information Memorandum are an accurate copy from the financial/accounting statements of the company;
- c) specifying the price and date of resumed trading of the shares;
- d) identifying the representative of the company and of the Nominated Adviser who binds the company in its communication with ATHEX in matters pertaining to the respective dossier.
- 2. The decision of the company's competent body concerning its valid legal representation and its relevant recording in the GECR. In the case of foreign companies, corresponding evidence of



publicity (validity) of the respective representation. If there has been no change in the representation since the most recent notification to ATHEX, the company submits a certificate to this effect.

- 3. Where necessary, a statement affirming that the Hellenic Capital Market Commission (HCMC) has approved the relevant Prospectus or Information Document in accordance with the relevant HCMC decision.
- 4. The most recently published, before examination of the resumption of trading application, financial statements as per IFRS.
- 5. Declaration confirming that there are no outstanding obligations to third parties which have not been made the subject of a settlement arrangement.
- 6. Letter from the company certifying that the legal status of the company is in compliance with the laws and regulations to which it is subject.
- 7. Letter signed by the members of the company's board of directors in which they state that they have been made fully aware of and agree with the content of the Information Memorandum.
- 8. Letter from the company stating the percentage of shares owned by its main shareholders (those holding  $\geq$  5%).
- 9. Two copies of the Prospectus/Information Document or other form (where required).
- 10. Beneficiary allocation file according to the format of the Central Securities Depository and a printout of the file signed by the company's legal representatives, along with a relevant declaration of the company signed by its legal representatives, confirming that the information provided in the above-mentioned list fully matches the allocation file submitted (where required).
- 11. Letter from the company certifying that it has no outstanding obligations to ATHEX or ATHEXCSD.
- 12. Draft announcement of the company to the investing public for posting on the ATHEX website.

#### **Publication of resolution**

This resolution shall have effect as of its posting on the ATHEX website.