



## INVITATION

### TO AN EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY

#### "HELLENIC EXCHANGES S.A. HOLDING, CLEARING, SETTLEMENT & REGISTRY"

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

In accordance with the law and the Articles of Association of the Company, and the decision of the Board of Directors of 10.10.2013, the shareholders of HELLENIC EXCHANGES S.A. HOLDING, CLEARING, SETTLEMENT & REGISTRY are invited to an Extraordinary General Meeting, which will take place on **Monday November 11<sup>th</sup> 2013 at 18:00**, in Athens, at the headquarters of the Company (110 Athinon Ave., "HERMES" hall), in order to discuss and decide on the following items of the Daily Agenda:

1. Approval of the Draft Agreement and the Merger Act of the Company by absorption of the company "ATHENS EXCHANGE S.A.", by listening to the Merger Balance Sheet (accounting statement), the relevant Reports, certificates and documents; and granting the authority to sign the notary Merger Act and to carry out other acts and transactions. Discharge the members of the Board of Directors, plenipotentiaries, trustees, substitutes of the Company, and the auditors, from any liability for the preparation and implementation of the merger.
2. Approval of the Draft Agreement and the Spin-off Act of the Central Securities Depository Business and of the Registry and Settlement services, as well as the management of the Dematerialized Securities System which are provided by the Company acting as Central Depository in accordance with the provisions of articles 39ff. of Law 2396/1996, 74 and 83 of Law 3606/2007 and 1-7 of Law 3756/2009, as they apply, and contribution to the company "THESSALONIKI STOCK EXCHANGE CENTRE S.A.", by listening to the Spin-off Balance Sheet (accounting statement), the relevant Reports, certificates and documents; and granting the authority to sign the notary Spin-off Act and to carry out other acts and transactions. Discharge the members of the Board of Directors, plenipotentiaries, trustees, substitutes of the Company, and the auditors, from any liability for the preparation and implementation of the spin-off.
3. Modification of article 1 (Corporate & trade name) and article 2 (Purpose) of the Articles of Association of the Company.
4. Announcement of the election of a Member of the Board of Directors to replace a member that resigned.

In addition, and in accordance with the above decision of the Board of Directors, if the quorum, as required by the Law and the Articles of Association in order to decide any of the items of the original daily agenda, is not obtained during the meeting of 11.11.2013, the General Meeting will convene again in a **1<sup>st</sup> Repetitive Meeting on Friday November 22<sup>nd</sup> 2013 at 18:00**, in Athens, at the headquarters of the Company. If at that meeting on that date, the quorum, as required by the Law and the Articles of Association in order to decide any items of the original daily agenda, is not obtained, the General Meeting will convene again in a **2<sup>nd</sup> Repetitive Meeting on Tuesday December 3<sup>rd</sup> 2013 at 18:00**, in Athens, at the headquarters of the Company.

It should be noted that, in accordance with article 29 of codified law 2190/1920 as it applies, a new invitation for the repetitive General Meetings will not be published.

#### **RIGHT TO PARTICIPATE AND VOTE AT THE GENERAL MEETING**

At every General meeting, shareholders of the common shares of the Company of record in the Dematerialized Securities System (DSS) are allowed to participate and vote; The DSS is



administered by the Company (which is the "entity" under the meaning of article 28a §4 of codified law 2190/1920 where the transferable securities are maintained).

Specifically,

- i. On Wednesday November 6<sup>th</sup> 2013, i.e. at the start of the fifth (5<sup>th</sup>) day before the (initial) Extraordinary General Meeting is convened
- ii. On Monday November 18<sup>th</sup> 2013, i.e. at the start of the fourth (4<sup>th</sup>) day before the 1<sup>st</sup> Repetitive General Meeting is convened.
- iii. On Friday November 29<sup>th</sup> 2013, i.e. at the start of the fourth (4<sup>th</sup>) day before the 2<sup>nd</sup> Repetitive General Meeting is convened.

For the Company, those persons that have the status of shareholder on the corresponding record date have the right to participate and vote at the Extraordinary or at any Repetitive General Meetings. The status of shareholder is certified electronically by the Company itself, which has a direct electronic connection to DSS records, which it administers. Therefore, in order to participate and vote at the General Meeting (initial and repetitive meetings), shareholders are not required to submit paper certificates issued by the Company.

Exercising these rights does not entail either the blocking of the shares of the beneficiary, or any other similar process, which restricts the ability to sell and transfer these shares, during the time between the record date and the Extraordinary or the Repetitive General Meeting.

Each common share has one vote.

## **PARTICIPATION PROCESS AND VOTING BY PROXY**

Shareholders may participate in the Extraordinary 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) natural persons as proxies. In cases where a shareholder owns shares of the Company that are held in more than one Investor Securities Account, the above limitation does not prevent the shareholder from appointing separate proxies for the shares appearing in each Account. A proxy holding proxies from several shareholders may cast votes differently for each shareholder.

A proxy appointment form will be available to shareholders:

- a) in hard copy at the Strategic Planning, Communication and Investor Relations Division of the Company (110 Athinon Ave, 5th floor, tel. +30-210 3366 616), and
- b) in electronic form on the website of the Company ([www.helex.gr](http://www.helex.gr)).

The abovementioned document must be filled-in, signed and submitted to the Company, at the address mentioned in a) above, at least three (3) days before the date of the Extraordinary / Repetitive General Meeting.

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

A conflict of interest may arise in particular when the proxy is:

- a) A shareholder that exercises control over the Company, or other legal person or entity that is controlled by that shareholder.
- b) A member of the Board of Directors or in general of the management of the Company or a shareholder that exercises control of the Company, or other legal person or entity that is controlled by that shareholder, which exercises control over the Company.
- c) An employee or a certified auditor of the Company or a shareholder that exercises control over it, or other legal person or entity that is controlled by a shareholder that exercises control over the Company.



- d) A spouse or first-degree relative with one of the physical persons that are mentioned in cases a) to c).

## **RIGHTS OF MINORITY SHAREHOLDERS**

1. Shareholders representing one twentieth (1/20) of the paid-in share capital of the Company can request:
  - a) The inclusion of additional items in the daily agenda of the General Meeting, with a request that must be received by the Board of Directors at least fifteen (15) days before the General Meeting. The request for the inclusion of additional items on the daily agenda must be accompanied by an explanation or a draft decision for approval by the General Meeting. The Board of Directors is obliged to include the additional items in the daily agenda, and to publish it at least thirteen (13) days before the General Meeting.
  - b) The provision to shareholders by the Board of Directors, at least six (6) days before the General Meeting, of draft decisions on the matters that are included in the initial or any revised daily agenda, upon request; the request must be received by the Board of Directors at least seven (7) days before the General Meeting.
  - c) The announcement, at the General Meeting, of the amounts that were paid, over the last two years, to each member of the Board of Directors or to Directors of the Company, as well as all benefits provided to those persons through any means or by a contract between them and the Company; the request to do so must be received by the Board of Directors at least five (5) days before the General Meeting.
2. Shareholders representing one fifth (1/5) of the paid-in share capital of the Company may request, with a request submitted to the Company at least five (5) days before the General Meeting, that information be provided to the General Meeting regarding company affairs and the status of the assets of the company.
3. Any shareholder may request, with the request being submitted to the Company at least five (5) days before the General Meeting, that information regarding Company affairs be provided to the General Meeting, to the extent that this information is indeed useful in order to consider the items on the daily agenda.

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.helex.gr](http://www.helex.gr)).

## **AVAILABILITY OF DOCUMENTS AND INFORMATION**

The information of article 27 §3 of codified law 2190/1920, and in particular, the Invitation to the General Meeting, the full text of the documents that will be submitted to the General Meeting, the documents for exercising voting rights by proxy and the draft decisions on the items of the daily agenda, are available in hard copy at the Strategic Planning, Communication and Investor Relations Division of the Company (110 Athinon Ave, 5<sup>th</sup> floor, tel. +30-210 3366 616), from where shareholders can request copies, and in electronic form on the website of the Company ([www.helex.gr](http://www.helex.gr)).

Athens, October 10<sup>th</sup> 2013

The Board of Directors