



RESOLUTION No. 2

“Procedure for acquiring the capacity of Clearing Member in the Securities System and in the Derivatives System, resignation from the capacity of Clearing Member and other related issues”

Codified into a single text to include the decision of the Board of Directors dated 26.10.2015

THE BOARD OF DIRECTORS OF ATHENS EXCHANGE CLEARING HOUSE S.A.

(Meeting 109/17-11-2014)

Having regard to the provisions of Part 2, Section II of the Rulebook for Clearing Transactions in Book-Entry Securities (henceforth “Securities Rulebook”) and the provisions of Part 2, Section II of the Rulebook for Clearing Derivatives Transactions (henceforth “Derivatives Rulebook”).

HEREBY RESOLVES AS FOLLOWS

Purpose & scope

1. This Resolution sets out the following issues in connection with Clearing Members of the Securities System and Derivatives System:

- a) The procedure for acquiring the capacity of Clearing Member.
- b) The procedure for resigning from the capacity of Clearing Member.
- c) The procedure for the merger or acquisition of a Clearing Member.
- d) The procedure for the relocation of a Clearing Member.

2. The term ‘Clearing Member’ wherever used in this Resolution shall mean the Clearing Members both of the Securities System and of the Derivatives System as Direct Clearing Members and General Clearing Members, as the case may be, unless otherwise expressly stipulated.

3. Specifically with respect to Clearing Members of the Derivatives Rulebook, any reference to them also includes participation in the Securities Lending Mechanism of Athens Exchange.

Article 1. PROCEDURE FOR ACQUIRING THE CAPACITY OF CLEARING MEMBER

1.1 General

1. In order to acquire the capacity of Clearing Member, the following procedure must be observed.
2. Each capacity is acquired separately and on a case-by-case basis in accordance with the provisions of the Securities Rulebook and the Derivative Rulebook respectively.

1.2 Stages of the procedure

1. To acquire the capacity of Clearing Member, the prospective Investment Services Firm or the prospective Credit Institution (henceforth "prospective Member") must observe and successfully complete the procedure set out in this Article. The procedure involves the following three (3) stages:

- a) Application Submission & Approval of Clearing Member.
- b) Preparation for Activation of the Clearing Member.
- c) Activation of the Clearing Member.

2. ATHEXClear informs the prospective Member regarding the stages of the procedure and provides it with all necessary details and information for its participation in those stages. The participation of a prospective Member in each stage of the procedure presupposes successful completion of the preceding stages.

3. All supporting documents required in accordance herewith for the purpose of acquiring the capacity of Clearing Member, in the case of prospective Members whose registered office is in Greece, must be provided in the Greek language, while in the case of foreign prospective Members, in either Greek or English.

1.3 Stage 1: Application Submission & Approval of Clearing Member

1. The first stage involves the submission to the competent body of ATHEXClear of the Application for acquiring the capacity of Clearing Member.

2. The application is standardized as an application by Securities System or Derivatives System for acquiring either the capacity of Direct Clearing Member or the capacity of General Clearing Member.

3. In the case of the Derivatives System, acquiring the capacity of Clearing Member automatically entails also acquisition of the capacity of Lending or Borrowing Participant in the Securities Lending Mechanism of ATHEX.

4. The application is submitted by means of a standard form made available by ATHEXClear. The prospective Member must provide the data and information required by the aforesaid form.

5. In addition to the information and documents stipulated in the Securities Rulebook or Derivatives Rulebook, as the case may be, the application must also be accompanied by the following details and supporting documents.

1.3.1 Prospective Member with registered office in Greece

If the prospective Member has its registered office in Greece, it must submit to ATHEXClear the following information and supporting documents:

1. Certified copy of the operating licence of the Investment Services Firm for providing the ancillary service of safekeeping and administrative management of financial instruments, in accordance with Law 3606/2007 from the Hellenic Capital Market Commission or of its operating licence as a Credit Institution from the Bank of Greece.
2. Certified copy of the Articles of Association of the prospective Member, as in force at the time of application submission.
3. Government Gazette or certified copy of the minutes of the last meeting of the Board of Directors of the prospective Member with regard to its legal representation and the specimen signatures of its legal representatives.
4. Financial statements for the past two (2) years evidencing that the firm fulfils the financial prerequisites set out in the Securities Rulebook or Derivatives Rulebook, as the case may be, for acquiring the respective capacity or, in the case of a newly established firm, financial data certifying the above.

The supporting document referred to in the first paragraph may be acquired directly from the official website of the Hellenic Capital Market Commission, while the supporting documents of the second through to fourth paragraph may be obtained from the website of the prospective Member.¹

1.3.2 Foreign prospective Member applying for Clearing Member capacity through a branch or remotely

1. A foreign prospective Member applying for the capacity of Clearing Member through a branch in Greece or remotely must submit the following to ATHEXClear:

- a) Certified copy of the operating licence of the Investment Services Firm for providing the ancillary service of safekeeping and administrative management of financial instruments or of its operating licence as a Credit Institution in accordance with Directive 2004/39/EC from the competent authority as applicable.
- b) Certified copy of the Articles of Association of the prospective Member, as in force at the time of application submission.
- c) Certified copy of the minutes of the last meeting of the Board of Directors of the prospective Member with regard to its legal representation and the specimen signatures of its legal representatives.
- d) Financial statements for the past two (2) years evidencing that the firm fulfils the financial prerequisites set out in the Securities Rulebook or Derivatives Rulebook, as applicable, for acquiring the respective capacity or, in the case of a newly established firm, other financial data certifying the above.

e) In the case of an EU investment firm or EU credit institution operating in Greece on a notification procedure basis in accordance with provisions in force, information in writing about the notification procedure.

f) If the prospective Member intends to operate through a branch in Greece, the Government Gazette evidencing the lawful establishment of the branch.

2. The supporting document under instance a) of paragraph 1 may be acquired directly from the official website of the competent authority, while the supporting documents under instances b) through to d) of paragraph 1 may be obtained from the website of the prospective Member.

1.3.3 Memorandum of prospective Member

1. The prospective Member must also submit to ATHEXClear a memorandum that contains at least the details stipulated in the Securities Rulebook or Derivatives Rulebook, as the case may be, and follows the main guidelines, as set out in the indicative Memorandums guide in the Annex to this Resolution, which is attached hereto and forms an integral part hereof.

1.3.4 Application evaluation

1. Following submission of the above, the competent body of ATHEXClear decides on the application of the prospective Member.

2. If the application is approved, the steps described in the following stage then follow.

1.4 Stage 2: Preparation for the Activation of the Clearing Member

If the Clearing Member completes the steps described in the previous stage (Stage 1), it must successfully complete the following procedure for its activation:

1. The Clearing Member must have installed the necessary technological infrastructures that ensure its successful connection to the Athens Exchange Network (ATHEXNet), in accordance with the provisions of the relevant decisions or procedures of ATHEXClear.

2. In order to assess the readiness of the Clearing Member and its officers for the purpose of its activation, ATHEXClear may request its participation in mock clearing sessions or other simulation scenarios of actual clearing and settlement conditions.

3. The Clearing Member must have a sufficient number of Certified Clearers for each ATHEXClear System in which it is to participate, in accordance with the terms of the Securities Rulebook or Derivatives Rulebook, as the case may be, as well as of the relevant decisions issued by ATHEXClear in implementation thereof.

1.5 Stage 3: Activation of the Clearing Member in the Production system

1.5.1 Required supporting documents

1. If activation involves the capacity of Clearing Member in the Securities System, the Clearing Member must submit to Athens Exchange, in accordance with its procedures², the following supporting documents:

a) Copy of the receipt evidencing the deposit of ATHEXClear registration fees.

- b) Copy of the receipt evidencing the deposit of ATHEXClear annual subscription fees.
- c) Certificate evidencing the deposit of the initial contribution to the Default fund as stipulated in the Securities Rulebook.
- d) Opening of an Own Clearing Account and Clientele Clearing Account or Client Clearing Account, in accordance with the stipulations of the Securities Rulebook. The request for activation of Clearing Accounts is submitted by means of the form “Application for Securities Market Clearing Account” which is provided by ATHEXClear and posted on its website.
- e) Written declaration confirming and accepting ATHEXClear’s right of use on collateral and contributions in the Default Fund. ATHEXClear provides a relevant specimen titled “Confirmation & Terms of Acceptance of ATHEXClear’s Right of Use in respect of collateral and contributions in the Default Fund”, which is posted on the ATHEXClear website. Specifically in the case of a declaration relating to a client clearing account, the declaration of confirmation may be submitted to ATHEXClear with content that is different to the aforesaid specimen, but it shall be subject to legal review by ATHEXClear prior to its formal submission.
- f) The form “Declaration of Securities Accounts for the commitment of transferable securities as collateral for the Own Clearing Account in the Securities Market”, which is provided by ATHEXClear and posted on its website.
- g) The “Members Profile” form:

Using this form, a Member must declare the persons who will be responsible for its communication with ATHEXClear, as well as the duties of each such person at the Member.³
- h) Application for the Capacity of Clearing Member.
- i) Application for activation of Terminals in the Clearing System.
- j) Application for activation of Users in the Clearing System.
- k) Application for technological services for use of the DSS-API, in cases where a Member wishes to have such a service.
- l) Opening of Cash Settlement Accounts at the cash settlement entities specified by ATHEXClear in accordance with its procedures.

2. For the activation of a Clearing Member in the Derivatives System (including the Securities Lending Mechanism), the Clearing Member must submit to Athens Exchange, in accordance with its procedures⁴, the following supporting documents:

- a) Copy of the receipt evidencing the deposit of ATHEXClear registration fees.
- b) Copy of the receipt evidencing the deposit of ATHEXClear annual subscription fees.
- c) Certificate evidencing the deposit of the initial contribution to the Default fund as stipulated in the Derivatives Rulebook.
- d) Opening of an Own Clearing Account and Clientele Clearing Account or Client Clearing Account, in accordance with the stipulations of the Derivatives Rulebook. The request for activation of Clearing Accounts is submitted by means of a form which is provided by ATHEXClear and posted on its website.
- e) Written declaration confirming and accepting ATHEXClear's right of use on collateral and contributions in the Default Fund. ATHEXClear provides a relevant specimen titled "Confirmation & Terms of Acceptance of ATHEXClear's Right of Use in respect of collateral and contributions in the Default Fund", which is posted on the ATHEXClear website. Specifically in the case of a declaration relating to a client clearing account, the declaration of confirmation may be submitted to ATHEXClear with content that is different to the aforesaid specimen, but it shall be subject to legal review by ATHEXClear prior to its formal submission.
- f) The "Members Profile" form:

Using this form, a Member must declare the persons who will be responsible for its communication with ATHEXClear, as well as the duties of each such person at the Member.⁵
- g) Application for the Capacity of Clearing Member.
- h) Application for activation of Terminals in the Clearing System.
- i) Application for activation of Users in the Clearing System.
- j) Application for technological services for use of the DSS-API, in cases where a Member wishes to have such a service.
- k) Opening of Cash Settlement Accounts at the cash settlement entities specified by ATHEXClear in accordance with its procedures.

The Clearing Member's users are assigned roles in the Clearing System as set out in the internal policy on roles and accessibility.

1.5.2 Information to ATHEXClear

1. By no later than five (5) days before the time stated for its activation, the Clearing Member must have completed all the above steps and submitted to ATHEXClear all the above-mentioned supporting documents required for its activation.
2. The Clearing Member must notify ATHEXClear in writing of any change pertaining to its contact details or the particulars of its Certified Clearers having access to the Clearing System. Until notification of any such change, all documents shall be sent to the address provided by the Clearing Member in its activation application.
3. Upon activation of a Clearing Member, ATHEXClear shall immediately update its electronic database of Members and its website with the details of that Clearing Member.

1.5.3 Participation in the Securities Lending Mechanism of ATHEX

1. Each Clearing Member in the Derivatives System also has access to the Securities Lending Mechanism of ATHEX.
2. A Member of the Securities Market which is not a Member of the Derivatives Market but wishes to be activated in the Securities Lending Mechanism of ATHEX in order to engage in stock borrowing transactions, must appoint at least one General Clearing Member of the Derivatives System to transfer the clearing of the relevant securities lending transactions in accordance with the transfer terms stipulated in the Derivatives Rulebook. The aforesaid interested Member of the Securities Market must send to the competent department of Athens Exchange the relevant Application and submit a joint declaration with the General Clearing Member of the Derivatives System with which it will be collaborating in order to be activated in the Securities Lending Mechanism.
3. DSS Operators and even non-members of ATHEX/ATHEXClear may have access only to the Securities Lending Mechanism exclusively as Lending Participants by submitting a relevant Application to the competent department of Athens Exchange.

Article 2. PROCEDURE FOR RESIGNING FROM THE CAPACITY OF CLEARING MEMBER

1. In order to relinquish the acquired capacity of Clearing Member, in addition to the requirements stipulated in the Securities Rulebook or Derivatives Rulebook, as the case may be, the Member must also:
 - a) Take all necessary measures to put in order any outstanding matters arising from transactions concluded or assigned to it, including open positions, and relating to the capacity from which it is resigning. By way of indication, the Clearing Member must fulfil its clearing obligations, close any open positions and deactivate all kinds of codes or accounts it has in the aforesaid capacity.

b) Comply with the instructions of ATHEXClear for the final settlement of any outstanding matters in connection with the capacity of Clearing Member from which it is resigning.

2. Collateral in Clearing Accounts of the resigning Clearing Member is returned immediately after the full payment of all liabilities relating to the relevant Clearing Accounts. The balance of the Share of the Clearing Member in each Default Fund is returned after its resignation has been approved by the competent body of ATHEXClear, which (approval) shall be granted on the condition that all of its obligations in general to ATHEXClear have been completely fulfilled in accordance also with the specific provisions of article 2.6 of the Rulebook for Clearing Transactions in Book-Entry Securities and of article 2.6 of the Rulebook for Clearing Derivatives Transactions.

3. Upon completion of the Clearing Member's resignation, ATHEXClear shall immediately update its electronic database of Members and its website accordingly.

Article 3. PROCEDURE FOR MERGER/ACQUISITION OF A CLEARING MEMBER

The provisions set out in this article shall be applicable in the following specifically mentioned cases:

- 1) When both the absorbing or acquiring and the absorbed or acquired Clearing Member is a Clearing Member in the Securities System with such capacity.
- 2) When both the absorbing or acquiring and the absorbed or acquired Clearing Member is a Clearing Member in the Derivatives System with such capacity.

3.1 Merger of a Clearing Member by virtue of its absorption/acquisition by another Clearing Member

3.1.1 Actions by the absorbing or acquiring Clearing Member

1. In the case of merger of a Clearing Member by virtue of its absorption or acquisition by another Clearing Member in the same Securities System or Derivatives System, as the case may be, the absorbing/acquiring Clearing Member continues to operate in its capacity, automatically succeeding the absorbed Clearing Member in respect of all of the latter's rights and obligations relating to the System in question, unless otherwise stipulated in the Securities Rulebook or Derivatives Rulebook (including all relevant Decisions). In such a case, the absorbing or acquiring Clearing Member is not required to gain anew the capacity of the absorbed or acquired Clearing Member.

2. Such types of merger or acquisition cannot be ruled out, even if the absorbing or acquiring Clearing Member is a Direct Clearing Member or General Clearing Member and the absorbed or

acquired party is a General Clearing Member or Direct Clearing Member respectively, subject to the following more specific terms which relate exclusively to the Derivatives System:

a) If the absorbing or acquiring Clearing Member is a Direct Clearing Member and the absorbed or acquired Clearing Member is a General Clearing Member, the absorbing party must take all necessary steps to ensure that transactions can be carried out for clientele codes of the absorbed party which retain positions at the time of the merger, at least until the expiration or exercise of rights in respect of these positions.

b) If the absorbing or acquiring Clearing Member is a General Clearing Member and the absorbed or acquired Clearing Member is a Direct Clearing Member, the absorbing party must take all necessary steps to ensure that transactions can be carried out through Derivatives Market Members collaborating with it for clientele codes of the absorbed party which retain positions at the time of the merger, at least until the expiration or exercise of rights in respect of these positions.

3.1.1.1 Stage 1

1. At least sixty (60) calendar days before the date declared by the Clearing Member on which it wishes to be activated in the Securities System or Derivatives System, as the case may be, with its new particulars arising from the merger or acquisition and provided the merger has been completed, the absorbing or acquiring Clearing Member sends an information letter with the details of the forthcoming merger or acquisition to the competent department and works with the latter to:

a) Plan any changes to the IT structure of the absorbing Clearing Member (hubs, terminals, API service, etc.).

b) Calculate the relevant cost.

c) Plan the time schedule for completing the above necessary steps.

3.1.1.2 Stage 2

1. By no later than ten (10) business days prior to the date declared for the Clearing Member's activation in the Clearing System with the new particulars, the absorbing/acquiring Member sends to the competent department the relevant forms required on the basis of the planning of the preceding Stage.

2. In addition, the Clearing Member pays any costs and charges relating to installation services for the IT structure as well as services provided by ATHEXClear for the completion of the merger.

3.1.1.3 Stage 3

1. By no later than ten (10) business days prior to the date declared for the Clearing Member's activation in the Clearing System, the absorbing/acquiring Member sends to the competent department the relevant form completed with the Clearing Member's new details arising from the merger/acquisition, which (form) is available on the official website.

3.1.2 Actions by the absorbed/acquired Clearing Member

The actions that must be performed by the absorbed/acquired Clearing Member involve the following three (3) stages:

3.1.2.1 Stage 1

1. By no later than ten (10) business days prior to the date declared by the Clearing Member on which it wishes to be activated in the System with its new particulars arising from the merger and provided the merger/acquisition has been completed, the absorbed/acquired Clearing Member terminates any contracts it has signed with ATHEXClear and submits (if necessary) the following forms which are available on the official website:

- a) for the deletion of users,
- b) for the deletion of the Clearing Member, and
- c) for the deactivation of Clearing System terminals.

3.1.2.2 Stage 2

1. The deletion of a Clearing Member on account of merger/acquisition is approved by the competent body of ATHEXClear on the condition that the merger/acquisition has been completed and the relevant copy of the recording in the Register of Sociétés Anonymes of the decision of the Development Minister approving the merger has been furnished.

3.1.2.3 Stage 3

1. Completion of the merger/acquisition presupposes the following:

- a) Settlement by the absorbed/acquired Clearing Member of outstanding business arising from transactions concluded or assigned to it and open positions.
- b) A joint letter from the two Clearing Members requesting transfer of declarations of Use, transfer of quantities, transfer of collateral portfolio and change of operator for the return of pledged quantities and lending balances (cash or book balances), if any.
- c) Deactivation of the Share of the absorbed/acquired Member in the Default Fund.

d) Deactivation of the Cash Settlement Accounts at the cash settlement agencies designated by ATHEXClear in accordance with its procedures.

e) Payment of additional contributions to the Default fund whenever required pursuant to the Rulebooks for the Clearing of Securities and Derivatives.

2. Following approval of the merger/acquisition from the competent body of ATHEXClear and upon completion of the procedures described above, any collaterals deposited or committed in its favour are returned along with Default Fund contributions, without prejudice to the specific relevant provisions of the Securities Rulebook or Derivatives Rulebook as the case may be.

3.1.3 Activation of the Clearing Member arising from the merger/acquisition

1. The activation in the Clearing System of the Member with its new legal form arising from the merger/acquisition takes place on the date specified in the relevant standard form and on the condition that the previous stages of the merger/acquisition have been completed.

2. Upon completion of the merger/acquisition, ATHEXClear shall immediately update its electronic database of Members and its website with the new details of the absorbing/acquiring Clearing Member which (details) result from the merger/acquisition.

3.2 Merger of Clearing Member by virtue of its absorption or acquisition by a non-Clearing Member

The following paragraphs describe the procedure in the case of a Clearing Member's merger by virtue of its absorption or acquisition by a non-Clearing Member. This procedure is not applicable in cases of mandatory transfer of the capacity as the consequence of special provisions.

3.2.1 Actions by the absorbing/acquiring Member seeking to acquire Clearing Member capacity

1. In the case of the merger of a Clearing Member through its absorption or acquisition by a legal entity that is not a Clearing Member, the legal entity arising from the merger or that acquires the Member in accordance with article 79 of Law 2190/1920 or, in the case of a foreign Clearing Member, in accordance with the provisions governing it, and which wishes to become a Clearing Member, must first of all follow the procedure for acquiring the relevant capacity, including its obligations in respect of payment of registration fees or Member subscription pursuant to the stipulations of the above-mentioned Rulebooks and the relevant decisions of ATHEXClear.

2. The decision approving the new Clearing Member, which is taken by the competent body of ATHEXClear, is conditional upon the completion of the merger/acquisition and the furnishing of a

copy of the recording in the Register of Sociétés Anonymes of the decision of the Development Minister approving the merger.

3. The absorbing/acquiring Clearing Member must also take the steps stipulated, as applicable, in article 1 of this Resolution.

3.2.2 Actions by the absorbed/acquired Member

1. The absorbed/acquired Clearing Member must take the steps stipulated, as applicable, in article 3.1.2 of this Resolution.

3.2.3 Activation of the Clearing Member resulting from the absorption/acquisition

1. Completion of the merger/acquisition presupposes fulfilment of the requirements set out in article 3.1.2.3 of this Resolution.

2. The activation in the Clearing System of the Member with its new legal form arising from the merger/acquisition takes place on the date specified in the relevant standard form and on the condition that the previous stages of the merger/acquisition have been completed.

3. Upon completion of the merger/acquisition, ATHEXClear shall immediately update its electronic database of Members and its website with the new details of the absorbing/acquiring Clearing Member which (details) result from the merger/acquisition.

Article 4. RELOCATION OF A CLEARING MEMBER

1. In cases of the relocation of the IT structure of a Clearing Member to other premises, either at the same or a different address, the Clearing Member must take the following steps.

4.2 Stage 1

1. At least sixty (60) calendar days before the date declared by the Clearing Member on which it wishes its IT structure to operate at the new premises, it sends an information letter with the details of the relocation premises to the competent department and works with the latter to:

- a) Plan any changes to its IT structure (hubs, terminals, etc.).
- b) Calculate the relevant cost.
- c) Plan the time schedule for completing the above necessary steps.

4.3 Stage 2

1. By no later than ten (10) business days prior to the date declared for the operation of its IT structure at the new premises, the Clearing Member must have completed the necessary technical preparations according to the instructions of the competent department.

4.4 Stage 3

1. By no later than ten (10) business days prior to the date declared for the operation of its IT structure at the new premises, the Clearing Member sends to the competent department the new details of its headquarters.
2. In addition, the Clearing Member pays any costs and charges relating to installation services for the IT structure.
3. Upon completion of the Clearing Member's relocation, ATHEXClear shall immediately update its electronic database of Members and its website with the new details of the Clearing Member.

Article 5. EFFECT

1. This Resolution shall have effect as of the date of commencement of ATHEXClear's operation as System Administrator with the exception of provisions on General Clearing Members of the Securities System, which entered into force on 27 September 2010. ATHEXClear shall announce, in accordance with the provisions of par. 2.1, subpar. 8, Section VII of the Securities Rulebook, within a reasonable period of time from its entry into force, the date of commencement of the procedure for the submission of applications from interested parties, in accordance with the terms hereof, for acquiring, in accordance with the provisions of the Securities Rulebook, the capacity of Direct or General Clearing Member.

This Resolution is to be posted on the Company's website.

¹ *At the end of subparagraph 4, paragraph 1.3.1 of this Resolution, a new and separate subparagraph was added as above by virtue of decision 125/26.10.2015 of the Board of Directors of ATHEXClear and has effect as of 2/11/2015.*

² *The first part of subparagraph 1, paragraph 1.5.1 of this Resolution was amended as above by virtue of decision 125/26.10.2015 of the Board of Directors of ATHEXClear and has effect as of 2/11/2015.*

³ *Instance g) of subparagraph 1, paragraph 1.5.1 of this Resolution was amended as above by virtue of decision 125/26.10.2015 of the Board of Directors of ATHEXClear and has effect as of 2/11/2015.*

⁴ *The first part of subparagraph 2, paragraph 1.5.1 of this Resolution was amended as above by virtue of decision 125/26.10.2015 of the Board of Directors of ATHEXClear and has effect as of 2/11/2015.*

⁵ *Instance f) of subparagraph 2, paragraph 1.5.1 of this Resolution was amended as above by virtue of decision 125/26.10.2015 of the Board of Directors of ATHEXClear and has effect as of 2/11/2015.*