



Press Release

14th Annual General Meeting

21 May 2015 – HELLENIC EXCHANGES-ATHENS STOCK EXCHANGE S.A. announces that on Wednesday May 20th 2015, the 14th Annual General Meeting of shareholders of the Company was held in the “HERMES” hall at the offices of the Company. Shareholders representing 30,683,497 common registered shares and voting rights, i.e. 46.9% of the 65,368,563 total common registered shares participated.

The General Meeting took the following decisions:

- On the first (1st) item of the Daily Agenda, shareholders approved the Annual Financial Report for the fourteenth (14th) fiscal year (1.1.2014 – 31.12.2014). The Annual Financial Report includes the Annual Financial Statements for the fourteenth (14th) fiscal year (1.1.2014 – 31.12.2014) together with the relevant declarations and reports by the Board of Directors and the Auditors, as presented for approval.
- On the second (2nd) item of the Daily Agenda, shareholders approved the distribution of profit of the Company for the fourteenth (14th) fiscal year (1.1.2014 – 31.12.2014), and the distribution of dividend of €0.21 per share.

Concerning the dividend, the ex-date and beneficiary determination date (based on the record date rule) of May 26th and 27th respectively were approved, and the corresponding amount will be paid to shareholders starting on Wednesday June 3rd 2015, through their operators. Shareholders that have not granted, or have revoked the relevant authorization to the operator to collect the dividend in the DSS, or have their shares in the Special Account of their Investor's Share Securities Account kept with DSS, will be able to receive the dividend through the branch network of Piraeus Bank starting on Tuesday June 9th 2015.

The abovementioned dividend amount, according to the relevant law, is subject to a 10% withholding tax (€0.021 per share), and therefore the net amount payable is € 0.189 per share.

- On the third (3rd) item of the Daily Agenda, shareholders discharged the Board of Directors and the Auditors from any liability for compensation for the Annual Financial Statements and management of the fourteenth (14th) fiscal year (1.1.2014 – 31.12.2014), and approved the management and representation acts of the Board of Directors of the Company.
- On the fourth (4th) item of the Daily Agenda, shareholders approved the remuneration of the Members of the Board of Directors in accordance with the proposal that was put forth for approval.
- On the fifth (5th) item of the Daily Agenda, shareholders pre-approved the remuneration of the Members of the Board of Directors for the next, fifteenth (15th), Fiscal Year (from 01.01.2015 to 31.12.2015), in accordance with the proposal that was put forth for approval.
- On the sixth (6th) item of the Daily Agenda, shareholders elected the auditing firm proposed as well as the regular and substitute Auditors for the fifteenth (15th) fiscal year, i.e.:

“Ernst & Young (Greece) Certified Auditors – Accountants” (Chimarras 8B, Marousi) was elected as the auditing firm. In particular Messrs. Panayotis Papazoglou (SOEL Reg. No 16631) and Dimitrios Konstantinou (SOEL Reg. No 16201) were elected as regular auditors and Mr. Vasilios Kaminaris (SOEL Reg. No 20411) and Mrs. Sofia Kalomenidou (SOEL Reg. No 13301) as substitutes.

The remuneration of the abovementioned Certified Auditors Accountants for the combined audit of the fifteenth (15th) fiscal year (1.1.2015 – 31.12.2015) was set at the amount of €20,000 plus VAT. In order to issue the Annual Tax Certificate, as provided for in article 82 §5 of Law 2238/1994, the remuneration was set at €10,000 plus VAT.

- On the seventh (7th) item of the Daily Agenda, shareholders certified the election of Mr. Konstantinos Vassiliou as non-executive member to replace the non-executive member Mr. Fokion Karavias who resigned.
- On the eighth (8th) item of the Daily Agenda, shareholders approved the item and elected the following thirteen (13) members of the new Board of Directors of the Company:
 1. Alexandros Antonopoulos, as independent non-executive member
 2. Konstantinos Vassiliou
 3. Iakovos Georganas
 4. Ioannis Emiris
 5. Dimitris Karaiskakis
 6. Sofia Kounenaki-Efraimoglou, as independent non-executive member
 7. Adamantini Lazari, as independent non-executive member
 8. Socrates Lazaridis
 9. Nikolaos Milonas, as independent non-executive member
 10. Alexios Pilavios
 11. Pola Hadjisotiriou
 12. Dionysios Christopoulos, as independent non-executive member
 13. Nikolaos Chrysochoidis
- On the ninth (9th) item of the Daily Agenda, shareholders appointed Messrs. Nikolaos Milonas, Alexandros Antonopoulos and Mrs. Adamantini Lazari as members of the Audit Committee of the Board of Directors, in accordance with article 37 of law 3693/2008.
- On the tenth (10th) item of the Daily Agenda, shareholders granted the specific approval for the contracts that have already been drafted with associated parties, as required by article 23a of codified law 2190/1920, as it applies.
- On the eleventh (11th) item of the Daily Agenda, shareholders granted permission to members of the Board of Directors of the Company as well as to executives of the Company, in accordance with article 23 §1 of codified law 2190/1920, to participate in the Boards of Directors or as executives in companies of the Group and associated with it companies, under the meaning of article 42e §5 of codified law 2190/1920.
- On the twelfth (12th) item of the Daily Agenda, shareholders approved the item and decided to enact a share buyback program in accordance with article 16 of codified law 2190/1920, as proposed to the Body, and authorized the Board of Directors to determine, in its judgment, any other detail and in general to carry out any relevant or necessary act for the implementation of the share buyback program as above, by appointing proxies of its choice. In particular, the terms of the program are as follows:
 1. The time period of the program will not exceed 24 months, starting on 20.05.2015, the date the program was approved by the General Meeting.
 2. The price range for purchasing shares is from €1.50 to €7.00.
 3. At least 95% of the shares that will be bought back (i.e. up to 9.5% of outstanding shares) will be cancelled. The remaining shares may be distributed to personnel.
- On the thirteenth (13th) item of the Daily Agenda, shareholders approved the increase of the share capital of the Company by €43,796,937.21 by capitalizing part of the “Share premium” reserve, by increasing the share par value by €0.67, and amend Article 5 of the Articles of Association of the Company concerning the share capital.

Discussion on the following item was postponed due to a lack of the necessary, by the law and the Articles of Association, quorum:



Item 14: Reduce the share capital by €7,190,541.93 through a reduction in the par value of each share by €0.11 and payment of this amount to shareholders, and amend Article 5 of the Articles of Association of the Company concerning the share capital.

In order to discuss and decide item 14, the General Meeting will convene again in a **1st Repetitive General Meeting** on **Wednesday 03.06.2015 at 18:00**, in Athens, at the headquarters of the Company, in accordance with the original Invitation of the BoD of the Company of 20.04.2015.

The detailed results of the voting will be announced at a later date, and will be published on the Company's website, www.athexgroup.gr, in accordance with article 32 §1 of Codified Law 2190/1920.