ΟΜΙΛΟΣ ΕΛΛΗΝΙΚΑ ΧΡΗΜΑΤΙΣΤΗΡΙΑ
HELLENIC EXCHANGES GROUP

2011 ANNUAL FINANCIAL REPORT

The 2011 Annual Financial Report was prepared in accordance with article 4 of Law 3556/2007, has been approved by the BoD of Hellenic Exchanges S.A. on March 5th 2012, and has been posted on the Company's website www.helex.gr

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1. DECLARATIONS BY MANAGEMENT

ON THE FINANCIAL STATEMENTS OF 31.12.2011 AND THE REPORT OF THE BoD FOR FISCAL YEAR 2011

WE DECLARE THAT

to the best of our knowledge, the annual financial statements, which have been prepared in accordance with the international accounting standards in effect, reflect in a true manner the assets, liabilities and equity on 31.12.2011 and the results for fiscal year 2011 of HELLENIC EXCHANGES S.A. HOLDING, CLEARING, SETTLEMENT & REGISTRY, as well as of the companies that are included in the consolidation taken as a whole."

AND

"to the best of our knowledge, the 2011 annual report of the Board of Directors reports in a truthful manner the performance and position of HELLENIC EXCHANGES S.A. HOLDING, CLEARING, SETTLEMENT & REGISTRY, as well as of the companies that are included in the consolidation taken as a whole, including a description of the main risks and uncertainties that they face.

Athens, 5.3.2012

THE CHAIRMAN OF THE BoD	THE CHIEF EXECUTIVE OFFICER	THE MEMBER of the BoD
IAKOVOS GEORGANAS **ID: X-066165**	**SOCRATES LAZARIDIS** **ID:Λ-351782**	**NIKOLAOS MYLONAS** **ID: Θ-924730**

2. REPORT OF THE BOARD OF DIRECTORS FOR FISCAL YEAR 2011

The Board of Directors of **HELLENIC EXCHANGES SOCIETE ANONYME HOLDING, CLEARING, SETTLEMENT AND REGISTRY** (HELEX or the Company) publishes its report on the separate and consolidated Financial Statements for the fiscal year that ended on 31.12.2011, in accordance with article 136 of Common Law 2190/1920 and articles 4-5 of Law 3556/2007.

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

Developments in Greece

Greece is moving along the commitments of the new economic policy program, which was the product of tough negotiations between the country and the European Union, the European Central Bank and the International Monetary Fund, in order to ensure the servicing of the public debt. The new memorandum foresees measures that will, in the short term, lead to a reduction of revenues, and increase in unemployment, the closing of businesses and the continuation of the recession. The fact of the recession is being noted in the report of the new memorandum, where it is stressed that the gigantic efforts being made by the citizens of the country bump against the worsening recession of the Greek economy, which stifles the country, reducing revenues compared to expectations, and increasing public debt as a percentage of GDP.

In particular, public debt reached €340bn in 2010, or 149.7% of GDP, while in 2011, based on the latest figures, it will increase further, reaching €368bn, i.e. exceeding €170% of GDP. Most of this debt matures within the next few years, which means that the cash needs of the state are urgent and a matter of vital importance for the economy. The bleak prospects of the Greek economy are visibly being imprinted in the market prices for securities issued or guaranteed by the Greek state. These historically low prices reflect the expectations by investors that servicing the debt in its entirety by the Greek state is particularly difficult.

This debt dynamic, which is growing in an environment of negative growth rates of the Greek economy for the fourth straight year in 2012, and in an environment of financial insecurity worldwide, calls for immediate measures to be take in order to lighten the load. In particular, a substantial public debt restructuring must take place, in order for it to become viable both in the short term as well as in the long term. Lack of such a restructuring would have unforeseen consequences for the Greek economy and the Greek people, creditors, as well as the world financial system as a whole. If the country was unable to continue making payments, Greek debt certificates would lose almost their entire value, which would result in the need to support at least some of the Greek debt holders by their national governments. The transmission of these consequences would worsen the debt crisis in other fiscally weak countries of the Eurozone. These adverse consequences would be unpredictable for the European and the world economy.

The MoU report mentions among other that "in the maelstrom of the most severe economic crisis that the country is facing in its recent history, it is a survival challenge to ensure today those terms and conditions that will allow the country in the immediate future to regain its fiscal balance, to achieve primary surpluses and to be in a position to participate as an equal and with a strong currency in its relations with its partners in the Eurozone, in the European Union and among its international interlocutors. In order to transform the crisis into an opportunity, it is necessary for all political, social and economic forces of the country to come to terms with the fact that, the bid to overcome this crisis is irrevocably connected with strict adherence to all commitments undertaken by the country, as part of the framework of the required fiscal adjustment, and through the collective effort to create, by all political, social and economic forces, of a growth dynamic which will be based on the competitiveness, the comparative advantages of the country, and the potential of its human resources, especially in the potential and the skills of its young people, away from introversion."

The approval, by the Greek Parliament, of the new financial program, is no doubt a positive step in the direction of averting a disorderly default and in maintaining the European prospects of the country. Attention is now focused on the successful implementation of the PSI. The big bet however for the economy of the country is in the implementation of the measures of the economic program.

The Greek capital market

The capital market was visibly affected by the bad financial environment, and as a result is showing a deteriorating picture over the past few years, and in particular over the past few months culminating in December 2011, where the average daily trade value shrunk to €28.3m, the lowest in the last 15 years (since 1996). This low trading activity continues into the first few months of 2012 (Jan: €51.5m). At the same time, the decoupling from foreign markets has led to prices continuing their downwards trend, with the market capitalization dropping below 15% of GDP, and the General Index approaching the 650 point territory, posting a 19 year low (since 1992).

In particular, trading activity at Athens Exchange was reduced quarter-on-quarter throughout 2011, and as a result the total traded value in the last quarter of 2011 – the worst of the year – was €2.69bn compared to €6.42bn in the corresponding period of 2010, reduced by 58%. The total traded value in 2011 was €20.7bn vs. €35.1bn in 2010, a 41% drop. This drop in the traded value is due exclusively to the drop in stock prices, as the traded volume (number of shares) was unchanged. This drop in the traded value is due to the intense speculation regarding the default of the Greek economy, the concern regarding an exit from the euro, and the large increase in the spreads of the 10-year bonds, which resulted in investors avoiding Athens Exchange.

The average daily traded value in 2011 was €82.4m, compared to €139.4m last year, a 41% drop. The drop in the value traded continued into January 2012, dropping to €51m. In February, trading activity showed increasing tendencies.

The total volume in 2011 was unchanged, as 8.39bn shares changed hands compared to 8.37bn shares in 2010.

Contrary to the cash market, in the derivatives market, the average daily number of contracts increased by 14% in 2011, at 49,902 contracts compared to 43,698 contracts in 2010.

The Athens Exchange General Index closed at 680.42 points on December 31st 2011, down 52% from the beginning of the year. It is indicative that, in the beginning of January 2012, the General Index approached the 650 point mark, which in each of the four quarters of 2011 it was down, compared to the previous one.

The capitalization of Athens Exchange on 31.12.2011 was €26.9bn, reduced by 51% compared to 31.12.2010. The participation of foreign investors in the capitalization of the Greek exchange on 31.12.2011 was increased and amounted to 50.9%, compared to 50.4% on 31.12.2010.

Business Development

A) Shares

With the goals of repositioning the market and increasing liquidity, in May 2011 a new trading model was adopted, which went into effect in October 2011.

In accordance with this model, the stock market segments in the ATHEX cash market are the MAIN MARKET, LOW DISPERSION, SURVEILLANCE, UNDER DELETION, and the criteria for a stock to be included in one of them are related to the dispersion of shares, the number of shareholders and the annual total revenue of the companies. The criteria for a primary listing in the Main Market were adjusted to the main criteria for listing that used to be in effect for a listing in the Middle & Small Capitalization Market Segment. A rule was adopted for secondary listings in ATHEX. Finally, as part of these modifications, ATHEX simplified the fee table of the subscriptions paid by listed companies.

As part of the continuous effort of the Group to improve the services it offers, in 2011 the upgraded version of H.E.R.M.E.S., the system used for communicating with ATHEX, was made available to listed companies, in order to maximize its operational capabilities and adjust to the current needs of listed companies.

In January 2011 a conference was organized titled "The EU Shareholder Rights Directive – Effects and Practical Solutions", with the aim of informing listed companies with regards to the new regulatory framework for shareholder participation at General Meetings, the possibility of participating and voting at GMs remotely, as well as providing practical solutions to implement the new regulations by listed companies. In December 2011 a conference was organized titled, "Communication between companies and investors – Benefits and Challenges through the use of the institutional framework", aiming this time to inform listed companies about the effects and experience from the implementation of the regulatory framework as adopted in 2010, as well as the steps that ATHEX has taken in that direction, steps that constitute internationally accepted practice.

As part of the increase of ATHEX's extroversion and communication with listed companies, and in order to better understand their needs and to enrich the services provided to them, in June 2011 a round of meetings with listed companies headquartered in northern Greece took place. ATHEX aims to continue this effort in 2012.

ATHEX emphasizes the elevation of the importance of corporate governance, in order to improve the level of transparency of the Greek market, increase the trust of local and foreign investors in the

Greek companies, and modernize Greek management, signed a Memorandum of Understanding with SEV (Hellenic Federation of Enterprises), concerning matters of Corporate Governance. The goal of the cooperation of the two entities is the development of a methodology and tools for the assessment, measurement and monitoring of the actual level of implementation of the principles of Corporate Governance and especially of the SEV Corporate Governance Code by listed companies, the submission of proposals to improve the principles of corporate governance and to subsequently inform investors and enterprises.

During 2011 ATHEX continued to fulfill its main function as a mechanism for raising capital by listed companies.

Thirteen listed companies (MARFIN POPULAR BANK, PIRAEUS BANK, NEL, HIPPOTOUR, ATEBANK, IMPERIO, HELLENIC DUTY FREE SHOPS, KORRES, ALFA GRISSIN, HYGEIA, MAILLIS, HELLAS ON LINE and SAOS) raised a total of €2.9bn by rights issues in cash (out of which €1.3bn by ATEBANK, €807m by PIRAEUS BANK and €488m by MARFIN POPULAR BANK).

Five listed companies (TITAN CEMENT, FOURLIS, LAMDA DEVELOPMENT, FRIGOGLASS and COCA COLA EEE) raised capital through the exercise of stock options, raising €6.3m.

The listed companies BANK OF CYPRUS, CENTRIC MULTIMEDIA and G.E. DIMITRIOU issued corporate bonds, raising €917m (out of which €886m concern the issuance of 820m Convertible Enhanced Capital Securities in euro and 95m of Convertible Enhanced Capital Securities in USD by the BANK OF CYPRUS), while MARFIN POPULAR BANK raised €65m from the listing of Convertible Enhanced Capital Securities. In addition, three listed companies (NIREUS, G.E.DIMITRIOU and BANK OF CYPRUS) listed shares that resulted from the conversion of existing bonds.

Reflecting the current trend for a flexible and rational organization of its activities, four listed companies merged; in particular MARFIN POPULAR BANK merged with the listed company MARFIN EGNATIA BANK, and EFG EUROBANK merged with the listed company DIAS.

In addition, the shares of two companies which were issued as a result of dividend reinvestment plans were listed (BANK OF CYPRUS and ELTRAK), while MARFIN POPULAR BANK increased its share capital through the issue of new shares, which resulted from dividend distribution in the form of shares.

In addition, twelve companies listed shares that resulted from reverse splits (LIVANIS, ANEK LINES, SPRIDER STORES, HIPPOTOUR, ALAPIS, ATEBANK, SFAKIANAKIS, EUROMEDICA, MOCHLOS, EDRASIS - C. PSALLIDAS, OLYMPIC CATERING and ELECTRONIKI ATHINON), nineteen companies reduced their share capital and returned capital to shareholders (STELIOS KANAKIS, ALPHA TRUST ANDROMEDA, FLEXOPACK, AEOLIAN INVESTMENT FUND, PETROS PETROPOULOS, COCA-COLA EEE, VOGIATZOGLOU SYSTEMS, S&B, LOULIS MILLS, CRETE PLASTICS, FLOUR MILLS KEPENOU, F.H.L. KYRIAKIDIS MARBLES – GRANITES, FRIGOGLASS, MLS MULTIMEDIA, ELVE, HELLENIC EXCHANGES, MOTOR OIL, QUEST HOLDINGS AND JUMBO).

Promotion initiatives

In 2011 Athens Exchange designed a number of promotional activities for the listing of extroverted companies, especially from ocean-going shipping, energy, tourism, small and mid-sized enterprises (Alternative Market), and for the development of the Exchange Traded Funds (ETFs) market.

Towards that end, one-on-one meetings are taking place with all market participants, such as institutional investors, investment banks, brokerage companies, underwriters, venture capital firms, both in Greece and abroad, with the aim a) to attract businesses that are mature enough to be exposed to an environment of transparency and extroversion, with healthy financial characteristics, in order for them to list their shares in the ATHEX markets and to raise capital through them, b) to undertake initiatives toward Greek-owned ocean-going shipping companies, in order for them to list their shares in the ATHEX cash market, and c) to expand the ETFs market abroad, outside of Greece, in order to create a quality, low cost ETF market, aligned with international practice.

The aim of this effort is to widen the local and international investor network, especially at this period, when the path of our economy to growth will depend on capital which will become available to finance the investment plans of the private sector.

At the same time, the necessary regulatory changes (Shipping, EN.A. and ETFs market) went ahead, in order for ATHEX, compared to other developed markets worldwide, to be an equally quality, low cost, high technology and competitive exchange for raising capital and for companies to list in it.

As far as shipping is concerned, ATHEX actively participated in the main events of the international shipping community, and the frequency of contacts will all shipping industry participants intensified, in order to exploit the dynamism that ATHEX has recently developed and to define specific means and business plans in order to implement the first listing in our market. The adverse business environment with the contraction of our market during the last quarter of 2011 moved this event to a future time, depending on the financial environment.

In the ETFs market, the most important event of the year was the listing of the first Greek Exchange Traded Fund in the New York Stock Exchange; the name of the ETF is GREK. This security tracks the FTSE/ATHEX 20, the ATHEX large capitalization index, which includes the most important listed companies. The issuer is a foreign company, Global X Funds. This event proves the effort that ATHEX is making in order to be more extroverted and to showcase the advantages of the Greek market to the international investment community in order to attract significant capital. GREK's performance in the market is encouraging, and the issuing and listing of an additional ETF in foreign markets is being planned for the new future.

At the same time, contacts with issuers abroad are continuing, either for a dual listing of ETFs that are already listed in markets abroad in ATHEX, or, alternatively, for the listing of new ETFs tracking foreign exchange indices in the Greek market.

B) Derivatives

Given the fact that there is a high concentration of trading activity in particular products and among particular members in the derivatives market, a significant review and improvement of the institution and the structures of the market was a basic undertaking in 2011. As part of that effort, a thorough report and analysis of the derivatives market was prepared, in order to record the market's characteristics, so as to prepare the action plan for the medium term. The study and recording of these issues began in 2010 and continued into 2011, with the participation of all market participants, both local and foreign.

The first result of the abovementioned study was implemented in actions having to do with the more effective risk management in the derivatives market, where there was a review of both the list of acceptable stocks that can be blocked as collateral, as well as in the limits in the valuation of the acceptable bonds that are used for margin coverage.

At the same time, the total trade volume in the derivatives market increased compared to the previous years (12.5m contracts in 2011 vs. 11.3m in 2010). The more than 60% increase in the trade volume in the stock futures contributed to the overall increase. Of course, despite the trade volume increase, turnover was reduced due to the steep drop in the prices of the underlying securities.

The new market segmentation of the ATHEX cash market, and the introduction of four decimal digits in share prices led to the introduction of four decimal digits in the prices in the derivatives market, a fact which also contributed to the increase in liquidity.

The change in the segments of the underlying market also had as a result the increase in the number of products being offered. In particular, Stock Repo and Reverse Stock Repo products on more stocks in the Main Market were introduced.

C) Alternative Market (EN.A)

The ATHEX Alternative Market (EN.A.) is a Multilateral Trading Facility (MTF), operating along the same standards as other similar markets abroad (AIM, Alternext etc.), and is managed by ATHEX. The creation of this particular market contributed to the increase in competitiveness of Athens Exchange, and in the provision of more choices to its investors.

Due to the flexible legal framework that governs its operation, EN.A. allows dynamic, medium and small companies that have growth potential, to raise capital and list on the Exchange at a lower cost, thus obtaining easier access to the secondary market, and preparing the ground, should they wish, to list in the organized cash market of Athens Exchange.

At the end of 2011, the Alternative Market numbered fourteen companies; since 2009, the "Alternative Market Price Index" is being calculated.

KRITON ARTOS raised €98 thousand through a rights issue, will FOODLINK completed a reverse split and share capital reduction and return to shareholders.

Finally, in November 2011, it was decided to review the regulatory framework governing ENA, based on the efforts been made by the European Commission regarding the support to small and medium sized enterprises in raising capital through Multilateral Trading Facilities (MTFs), as well as due to the desire on the part of ATHEX to incorporate improvements, based on the experience from the first few years of the market's operation. These modifications concern mainly the provision of pricing policy incentives in order to expand the share dispersion of ENA companies, the option of using a new ATHEX service, the Electronic Book Building through the System (BBTS), the option of obtaining the status of ENA advisor by newly formed companies, the option of creating separate trading segments depending on the core activity of the companies, and the harmonization of the ENA trading hours with those of the Main Market.

D) Emissions Trading

Based on the accumulated experience by the companies of the Group, and in particular ATHEX, which has been for quite some time the operator of the organized Cash Market, a Derivatives Market and an Alternative Market,, and in conjunction with the continuous effort to strategically support every development effort undertaken by the Greek state, ATHEX submitted a comprehensive proposal, in December 2010, for the auctioning through OASIS of the greenhouse gases emission allowances for the 2008-2012 period, on behalf of the Ministry of the Environment, Energy and Climate Change.

The Ministry accepted the proposal and the relevant contract was assigned on 31.05.2011 to ATHEX, stipulating that in 2011 10,000,000 allowances must be auctioned.

This effort was successfully completed, since within the timeframe foreseen, 10 million EUAs were distributed through ATHEX, at an average volume weighted price of €11.14, providing €111.4m to the Greek state coffers, and €100 thousand to HELEX.

This cooperation with the Ministry of the Environment, Energy and Climate Change for the primary distribution of emission allowances continues in 2012, while at the same time a full action plan for further developing this market has been prepared.

E) Operation of the ATHEX-CSE Common Platform

The operation of the ATHEX-CSE Common Platform, launched on 30.10.2006, completed 5 years of cooperation that was beneficial to both markets. The initial agreement foresaw that the two parties to the agreement, following the end of the above period, may reexamine, with a newer agreement, the terms that determine their cooperation.

At the end of 2010 the two Exchanges completed the negotiations for renewing the agreement for the next 5 years, and the signing of the relevant contract of operation of the Common Platform is expected to take place in the beginning of 2012.

During the time in which the Common Platform has been in operation, the basic goals of the cooperation, concerning the ease of access and use of the markets at a reduced cost, through the creation of common infrastructure and processes, to service their common growth strategy, especially since post-MiFID there cannot be any deviations, and that at the same time, the two Exchanges maintain their administrative independence (in matters of strategy, pricing policy, product/service availability etc.), in a climate of mutual understanding and coordination wherever required, but without one Exchange intervening in the relevant decisions of the other or with any action or decision to give the indication that there are any differences.

The operation of the Common Platform has increased the liquidity and the revenue of both markets, through the participation of remote members, and members in the two markets significantly increased, both qualitatively as well as quantitatively, the services that they provide to the network of their clients, and as a result their revenue.

On 31.12.2011, 11 CSE members and 1 CSE operator were full ATHEX remote members, while at the same time 11 ATHEX members were CSE remote members and therefore can carry out trading on listed companies in ATHEX and CSE respectively.

The net revenue of the HELEX Group from the operation of the ATHEX-CSE Common Platform in 2011 amounted to €890 thousand vs. €1.277 thousand in 2010, reduced by 30.3%.

The table below groups the results from the operation of the ATHEX-CSE Common Platform. These figures are not shown separately in the Statement of Comprehensive Income, but are included in the respective accounts.

Net revenue from the ATHEX-CSE Common Platform

	31.12.2011	31.12.2010
Trading	150	255
Clearing	74	392
Dual listing	117	143
Data feed	51	(54)
Fixed operation revenue	300	300
IT services	198	241
Net revenue	**890**	**1.277**

F) XNET

XNET was designed and implemented by the HELEX Group in response to the challenges being introduced in European capital markets to simplify cross-border trading. XNET's basic aim is to enable brokers to enrich the access to international market services that they offer, thus improving their competitiveness in this new European environment.

XNET takes advantage of the existing infrastructure of the HELEX Group, in order to provide additional data dissemination services, as well as order routing and the clearing and settlement of cross-border trades, to the international capital markets that are supported, achieving significant economies of scale. In order to provide access to markets, selected "XNET agents" are used, thus ensuring particularly competitive fees.

The unique advantage of XNET, compared to other platforms, is the fact that foreign securities are registered in the existing investor accounts in HELEX's registry, acting as an Investors' CSD, ensuring the level of transparency, security and the ability to provide additional services to investors, and additional services that are provided for Greek stocks such as corporate action services. This is achieved either through the online connection with other Depositories that HELEX can use through its participation in the LinkUp Markets joint venture, or through HELEX's cooperation with global custodians.

Another significant advantage that the XNET network provides is that no additional investment in infrastructure is required in order for brokers to participate and use the abovementioned services, since brokers already have and are using these same technology platforms to trade in the Greek market.

At the same time, the competitive fees of the Group, in conjunction with the option of registering securities in HELEX's registry, make XNET a valuable tool in order for members of Athens Exchange to provide quality services to their clients.

At the first stage, the markets that are supported through XNET are developed markets in North America (USA) and Europe (Great Britain, Germany, Belgium, France, Netherlands, Portugal, Switzerland, Italy, Spain, Ireland, Denmark, Finland, Norway, Sweden) for stocks and Exchange Traded Funds (ETFs).

At a second stage, regional developing markets of SE Europe, the Middle East and Africa (SEEMEA) will be supported, as well as developed bond and derivative markets.

On the 11th of March 2011 the first trade through XNET took place, and on the 16th of March 2011 the first full cycle (order entry and execution, clearing, settlement and registration in the DSS) was completed, for the first trade that took place through the XNET network.

The HELEX Group has developed a specific webpage www.xnet-markets.net for the XNET network, where all necessary information for all activities is provided, for interested investors as well as XNET Members.

In gradual recognition of the competitive advantages of the XNET network, more and more ATHEX Members are joining XNET; at the end of 2012 there were sixteen (16) activated Members and three (3) at the activation stage, doing an ever increasing volume of international trades.

G) Migration of the cash settlement for securities and derivatives trades to an ancillary system in the Target 2 environment

Since November 2006, the cash settlement of trades in the cash and derivatives markets supported or operated by ATHEX, has taken place in "central bank cash (euro)", using:

- The cash settlement accounts for trades (in euro) that are kept by participants (Members/DSS operators) in the BoG, and
- The SMART system that the BoG provides for this purpose to HELEX/ATHEXClear and to participants (Members/DSS operators).

On 19.5.2012, exactly four (4) years following the start of the participation (19.5.2008) of the Bank of Greece (BoG) in the eurosystem and the "Target2" common payment platform, the BoG is contractually obligated to abolish the START system. As a result, by the abovementioned date, the mandatory migration of cash settlement on securities and derivatives must take place, from the START system operated by the BoG today, to the ancillary system provided by Target2. The migration above is the only technical option available for HELEX, as a System for the Settlement of Securities and Derivatives trades (which are cleared by ATHEXClear), in order for the cash settlement of the trades in the cash and derivatives market to continue to take place using "central bank cash (euro)."

In order to implement the project on time, as part of the understanding with the BoG and in close cooperation with the Participants (Members/ DSS Operators), the goal is for the abovementioned obligatory migration to be completed by 26.3.2012, in absolute safety and without a material increase in the cost of settling securities and derivatives trades for both HELEX/ATHEXClear and Participants. In particular, through the participation solely of HELEX (and not ATHEXClear), as an ancillary system operator, and the because of technical improvements in the cash settlement process under the new environment, it is estimated that there will be a reduction in the total annual cost of the Group compared with the current environment (SMART) of the BoG.

On 24.2.2012, following the successful completion of the planned certification tests of the HELEX ancillary system by Target 2 and the Bank of Greece, and the completion of the general tests on 23.2.2012 with the participation of all sides involved (HELEX/ATHEXClear, settlement banks and operators), the relevant contract was signed with the Bank of Greece, for the provision of settlement services to ancillary systems (in accordance with the Rulebook of Operation of the Trans-European Automated Real-time Gross Settlement Express Transfer System Target2-GR) with a start date of 1.3.2012.

Comment on the results

Revenues

The turnover in 2011 amounted to €42.8m vs. €61.7m in 2010, posting a 31% drop.

56% of the turnover of the Group in 2011 derives from the trading, clearing and settlement of trades in the cash and derivatives markets (including revenue from the operation of the ATHEX-CSE Common Platform).

All of the revenue lines of the Group, except data feed and re-invoiced expenses were reduced. The revenue categories that posted the largest drop in absolute numbers are:

a) Revenue from trade clearing in the cash market amounted to €14.9m vs. €23.3m in FY 2010, an €8.4m (36%) reduction, mainly due on the one hand to the drop in the average daily traded value by 40.9%, and on the other to the reduction in the fees for stock transfers charged by ATHEXClear to 0.02% of the value of the trade per counterparty to the transaction (down from 0.025%).

b) Revenue from stock trading amounted to €7.9m vs. €12.8m in FY 2010, a €5.0m (39%) reduction, due on the one hand to the drop in the average daily value of transactions by 40.9%, and on the other to the reduction in the subscriptions paid by ATHEX members on the value of their daily trading activity by 16.7% (0.0125% vs. 0.015% in effect until 30.6.2010).

c) Revenue from exchange services amounted to €6.9m vs. €9.1m in FY 2010, reduced by €2.2m (24%), mainly due to the reduced rights issue activity by listed companies.

d) Revenue from depository services amounted to €4.0m vs. €6.0m in FY 2010, reduced by €2.0m (33%), mainly due to the drop in the value of the portfolios of operators, based on which their subscription fees are based.

e) Revenue from other services amounted to €462 thousand vs. €1.4m in 2010, posting a €924 thousand reduction (67%), mainly due to the lack of revenues in the 2011 fiscal year from the management of the Clearing Fund.

The operating revenue of the Group in 2011, after subtracting the Hellenic Capital Market Commission fee, amounted to €41.2m vs. €58.9m in 2010, a 30% drop.

Finally regarding revenues, it should be noted that in 2011 the HELEX Group booked the following non-recurring revenue:

a) The tax on the Hellenic Capital Market Commission fee for previous years, amounting to €2.4m, which was returned by the Greek state and was offset with the payment of the extraordinary tax (Law 3845/2010) in January 2011.

b) The amount of the extraordinary tax of 2009 corresponding to ATHEX dividends on which HELEX had already paid tax in the amount of €2.7m was returned by the Greek state and offset with the payment of the income tax for fiscal year 2010 in May 2011.

In 2010, the HELEX Group recorded non-recurring revenue of €477 thousand due to the accounting treatment of the compensation received from the insurance company for the damages sustained to the HELEX building by the bomb blast of 2.9.2009.

Thus, the total revenue of the Group, after including the non-recurring revenue, and subtracting the fee to the Hellenic Capital Market Commission, amounted to €46.3m in 2011 vs. €59.4m in 2010, posting a 20.2% drop.

Expenses

The operating expenses of the Group in 2011 were reduced for the seventh straight year. In particular, the total operating expenses of the Group, excluding the re-invoiced expenses and the expenses for new activities, in 2011 amounted to €20.4m vs. €21.0m in 2010, reduced by 2.8% (€600 thousand).

Personnel remuneration and expenses, which accounted for 55% of the total operating expenses of the Group, posted a 3.2% (€402 thousand) reduction compared to fiscal year 2010, and contributed significantly to the overall reduction of operating expenses.

The number of employees of the Group on December 31st 2011 was 263 persons, reduced from the 265 persons at the end of 2010.

The reduction in personnel remuneration and expenses in 2011 is mainly due to the fact that reductions in remuneration as well as in the number of employees.

Most expenses categories are reduced compared to last year. The exceptions are:

1) VAT expenses, which posted a 16% increase due to the increase in the VAT rate from 19% to21% on 1.4.2010 and to 23% on 1.7.2010.
2) Marketing expenses increased significantly – by €80 thousand – due to the increase in the number of marketing events (FESE event at the Acropolis museum, listed company events etc.)
3) XNET expenses, which amounted to €408 thousand, posting a large increase since a significant of last year's expenses were booked in 2009, and
4) Re-invoiced expenses, which amounted to €1.3m, posting a 36% increase due to the increase in expenses for network infrastructure for the disaster recovery site.

Total operating expenses including new activities and re-invoiced expenses amounted to €22.3m, remaining at the same level as 2010 fiscal year. Total operating expenses of the Company amounted to €9.5m, posting a 2% increase compared to fiscal year 2010.

Profitability

In 2011, the Earnings Before Interest and Taxes (EBIT) of the Group amounted to €22.1m versus €34.7mm in 2010, a 36.3% drop.

Including financial income, the consolidated Earnings Before Taxes (EBT) of the Group amounted to €26.0m in 2011 vs. €39.1m in 2010, a 33.6% drop.

The income tax for 2011 was calculated following the tax restatement of the accounts of all of the companies of the Group and amounted to €4.4m vs. €9.9m last year.

After accounting for the income tax, the net after tax profits amounted to €212.5m vs. €29.2m, reduced by 26.3%.

In accordance with Law 3845/6.5.2010 "Measures to implement the mechanism supporting the Greek Economy" an extraordinary tax was imposed on the total net income of fiscal year 2009 (2010 tax year) that exceeds €100,000. The amount of the extraordinary tax, which was paid at the end of

January 2011, amounts to €7.9m for the HELEX Group. The tax was recognized in its entirety in the results of 2010.

Thus, the net after tax profits of the Group in 2011, after the income tax and the extraordinary tax (Law 3845/2010), amounted to €21.5m vs. €21.3m in 2010, a 1.2% increase.

Following the application of IAS 1 (revised), the loss from the valuation of the bonds (less the corresponding tax), in the amount of €1,182 thousand, which is recorded in equity, is subtracted, and as a result the comprehensive total after tax income becomes €20.3m, corresponding to thirty one cents (€0.31) per share, against thirty two cents (€0.32) per share in 2010, a 3% reduction.

The net after tax profits of the Company in 2011, after the income tax and the extraordinary tax (Law 3845/2010), amounted to €11.5m vs. €22.3m in 2010, a 48.4% reduction.

Important Events

- The Annual General Meeting of HELEX shareholders on 18.5.2011 decided to distribute €0.15 per share as dividend (in total €9.8m), while the Repetitive General Meeting of 30.5.2011 decided to distribute as special dividend (share capital return) €0.10 per share (in total €6.5m). The ex-date for the right to the special dividend was 28.9.2011 (record date: 30.9.2011), while the payment of the €0.10 commenced on 6.10.2011. From the dividend of €0.15 per share, 21% in tax was withheld, and a net dividend of €0.1185 per share was distributed to shareholders.
- In response to the continuing financial crisis, and the requests by its members, the HELEX Group continued its discount policy in fiscal year 2011. In particular: a) the additional terminals that were provided to ATHEX members based on their turnover in 2008 were not charged; b) the ODL service is being provided for free; c) a €1.000 discount per quarter (€4,000 annually) on technology services is being provided. The cost of these discounts to ATHEX for fiscal year 2011 is €802 thousand.
- The Boards of Directors of HELEX and ATHEX, at their meetings in June 2010, decided on a number of significant reductions in their fees to investors, listed companies, brokerage companies and custodians, in order to increase the competitiveness of the Greek capital market. Among the fee cuts is a reduction in the subscription of ATHEX members based on the value of their daily transaction activity from 0.015% to 0.0125%. At the same time, HELEX decided to provide incentives to brokerage companies in order to develop the new services provided by the Group. These changes went into effect on the 1st of July 2010. In addition, the increased turnover-based rebates of the new pricing policy for derivatives products, which went into effect on 1.8.2010, provided additional incentives in order to increase trading activity in that market.
- The Group, through its subsidiary ATHEX, has invested part of its liquidity in bank bonds which it had initially classified in its commercial portfolio. These bonds are not expected to be sold in the near future. Taking into consideration the recent modifications of IAS 39, the company on July 1st 2008 transferred the abovementioned bonds in the securities for sale portfolio. For 2011, the loss from the valuation of the bonds was €2,440 thousand and was recognized in equity. This valuation loss is reported in the other comprehensive income, in accordance with IAS 1 (revised) as of 1.1.2009.
- The Athens Prefecture approved (decision 20153/15.7.2010) the spin-off of the HELEX clearing business and its contribution to Athens Exchange Clearing House S.A., in accordance with law 2166/1993. The assets and liabilities corresponding to the clearing of trades business were transferred to ATHEXClear from HELEX on the date of the approval by the Prefecture of Athens on 15.7.2010. Starting on 16.7.2010 ATHEXClear clears trades at Athens Exchange.
- The Group continues its efforts to exploit the building which it owns on Acharnon & Mayer streets, since all departments of the Group have now been relocated to the building at 110 Athinon Ave. For this purpose, it has placed advertisements to sell or rent the building in question.
- The tax audit for fiscal years 2006, 2007, 2008 and 2009 of Athens Exchange has been postponed, due to the transfer of the company to the Large Enterprises tax office, and the changes that are taking place in the tax offices in the country. As such, there is no indication as to when the tax audit will be completed.
- The tax audit of the companies of the HELEX Group for fiscal year 2011 has begun and is being carried out by the certified auditors-accountants PWC, in accordance with the decision by the Ministry of Finance (Government Gazette B' 1657/26.7.2011), and a tax certificate is expected to be issued to the companies of the Group together with the audit report.

Share Capital

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

Following the decision of the Repetitive General Meeting of 30.05.2011 to return €0.10 per share, with an equal reduction in the par value of the share, the share capital became €56,870,649.81, divided into 65,368,563 shares with a par value of €0.87 each.

The Equity and liabilities of the Group on 31.12.2011 amounted to €165.7m, and the Company's amounted to €283.0m.

Treasury Stock

The companies of the HELEX Group on 31.12.2011 do not possess any treasury stock.

Dividend Policy

The Annual General Meeting of HELEX shareholders on 18.5.2011 decided to distribute €0.15 per share (€9.8m in total) as dividend for fiscal year 2010. Payment of the dividend commenced on 2.6.2011.

In addition, the Repetitive General Meeting of 30.05.2011 approved the proposal of the BoD for a special dividend (share capital return) in the amount of €0.10 per share. Payment of the special dividend commenced on 6.10.2011.

In total, profits distributed to shareholders for fiscal year 2010 amounted to 77%, at approximately the same level as last year.

Transactions between associated parties

All transactions with associated parties amount to €1,342 thousand and concern the remuneration of executives and members of the Boards of Directors of the companies of the Group; the figure for the company is €605 thousand. Besides these transactions, no transactions with associated parties, as defined by IAS 24, and which could materially affect the financial position or the performance of the HELEX Group have taken place in the period in question. There is no (credit or debit) balance from these transactions on 31.12.2011.

Use of financial instruments

The Company does not use financial means in order to value assets and liabilities, or in the financial position or in the profit and loss statement, and therefore does not apply hedge accounting.

Prospects for 2012

The voting, by the Greek Parliament, of the agreement by the Greek government with the troika, which includes the PSI, bank recapitalization and the new Memorandum, averts the country's default and puts an end to the scenaria regarding the return of the drachma. In addition however, it provides the prerequisites for the gradual financing of the Greek economy with €130bn, to the extent that the required reforms foreseen in the new Memorandum are implemented. To the extent additionally that the privatization and the moving ahead of specific-pilot development projects such as concessions, project financing by the European Investment Bank (EIB), it is possible to compress the duration and intensity of the unavoidable recession, leading to positive growth rates in 2013. This scenario is relatively optimistic, but not unattainable, since it requires the implementation of the already ambitious budget targets, and the drafting of a national plan for growth, that will be implemented at the same time as the Memorandum reforms.

The time frame that we are going through is extremely critical, perhaps the most critical for many years. The eyes and the attention of everyone are towards developments in Greece, and a positive outcome is sure to avert uncertainty that dominates, both in Greece as well as in markets abroad.

The course of the Greek economy materially affects trading activity and prices at Athens Exchange. The drop in share prices affects the value of trades on which the HELEX Group collects a significant part of its revenues. The potential drop in the daily trading value to a level lower than the 2011 average is expected to negatively affect the profitability of the Group and the company in the current fiscal year of 2012.

The Group, through its continuous effort to contain operating expenses over the past few years, is in a position to successfully face the challenges posed in this difficult economic environment in 2012, while with the new products and services that it develops, it strives to exploit opportunities to develop its business and to expand into new areas.

Based on the conditions that hold today, the HELEX Group expects, over the next two years, to move along eight basic axes in order to face the challenges that will arise internationally:

- Maintain the technological know-how of the Group through investments in disaster recovery and business continuity
- Participate in the drafting of the legal and regulatory framework shaping up by the European authorities, and exploit any potential opportunities that may arise from the adoption of the Directives a) Review of the Markets in Financial Instruments Directive (MiFID), b) European Market Infrastructure Regulation (EMIR), c) Securities Law Directive (SLD), d) Central Securities Depositories Regulation (CSDR) and e) Short Selling Directive (SSD)
- Strengthen the competitiveness of the Greek capital market, through the reduction in the cost of its operation
- Promote structural interventions in the market (derivatives, ETFs, bonds, ocean-going shipping)
- Improve the liquidity and size of the Greek capital market
- Strengthen the Greek institutional investor community
- Further develop and strengthen the network of the Group through XNET
- Exploit the opportunities to acquire exchanges in Southeastern Europe

Turnover – Risks and Uncertainties

The revenues of the HELEX Group depend, to a large extent, on factors over which it has no influence, since they are connected with developments in the Greek capital market, which in turn are affected by a series of factors such as, the financial results of listed companies, the fundamental macroeconomic data of the Greek economy as well as developments in international capital markets. During the last few months, the situation in the Greek economy and the large drop in share prices have reduced trading activity at Athens Exchange, and as a result the revenues of the HELEX Group were negatively affected; this trend continues in the first quarter of 2012, which has begun with very low level of trading activity.

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

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

Risk Management

Financial Risk Factors

The Group is exposed to a limited range of financial risks. The usual risks which the group is theoretically subjected to are market risk (changes in exchange rates, interest, market prices), credit risk, liquidity risk, cash flow risk.

The general risk management program of the HELEX Group (to which the company belongs) focuses on the management of risks that ATHEXClear assumes as central counterparty in the settlement of derivative products. Risk management is performed by the appropriate departments of the Group and the basic elements are described below.

Foreign exchange risk: This risk does not materially influence the operation of the Group, since there are very few transactions with customers and suppliers in foreign currencies.

Price risk: The Group is exposed to the risk of change in the value of the securities it possesses. On 31.12.2011 the Group possessed (through ATHEX) Greek bank bonds valued at €6.47m.

Credit risk: The turnover of the Group mainly consists of transactions with members of the cash and derivatives markets as well as with reliable foreign houses which have a high credit rating. On this basis, it is estimated that the credit risk is minimal.

The Hellenic Capital Market Commission, with decisions 5, 6/556/8.7.2010 and 7/556/8.7.2010 (Government Gazette B' 1172/4.8.2010) granted to Athens Exchange Clearing House (ATHEXClear) a license to manage and operate systems to clear trades on dematerialized securities (Securities System) and derivatives products (Derivatives System). In this capacity, ATHEXClear assumes the risk that Clearing Members renege on their obligations to clear and settle trades, as described in the Rulebook (credit counterparty risk).

ATHEXClear has enacted and is implementing a number of mechanisms and financial assets to cover risk, and is responsible for the smooth operation of the system in general, in conjunction with the scope and size of trades whose clearing it has undertaken. The mechanisms that ATHEXClear applies are described in the "Regulation of clearing of Transferable securities transactions in book entry form" and in the "Regulation on the clearing of transactions on derivatives."

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

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

As far as the derivatives system is concerned, ATHEXClear undertakes the clearing of trades as central counterparty. Every beneficiary of a clearing account, blocks in favor of ATHEX, under the responsibility of the Clearing Member that represents him, margin in order to fulfill all of his obligations from the transactions that take place on his account in the Derivatives Market. The requirement to provide margin is covered through the blocking of cash, liquid securities and dematerialized securities of the Greek government. Besides the blocking of margin at the final investor level, each Clearing Member is obliged to provide additional margin to reassure the fulfillment of his obligations to ATHEX, depending on his capacity and the risk that his trading activity entails. In particular, ATHEXClear applies a methodology based on which the minimum margin per Clearing Member is calculated, in order for this margin to be sufficient, at a minimum, to cover the loss under any extreme market conditions that may arise in case the Clearing Member is past due.

Liquidity risk: Liquidity risk is maintained at low levels by keeping adequate cash in hand and highly liquid securities while revenue from trading, both in the cash and derivatives market, is immediately collected (T+4 for stocks, T+2 for bonds).

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

Corporate Social Responsibility (CSR)

The HELEX Group is active in a continuously changing global environment. The Group is faced, on a daily basis, with challenges concerning its efficiency and its status as an integral part of society and business. The vision of the HELEX Group is to develop in a socially responsible manner its business activities, taking care that each action that takes place to be a moral obligation, a commitment, and a value to each one of us.

In response to a multitude of financial, social and environmental challenges, over the past few years the Hellenic Exchanges Group has integrated in its philosophy and strategy the spirit of Corporate Social Responsibility (CSR), by voluntarily assuming commitments that go beyond the limits of ordinary regulatory and contractual obligations, which must be fulfilled in any case.

The implementation of socially responsible practices is the creation of an interactive relationship, benefiting all of the parties that are involved. Such a network of social activities includes shareholders, suppliers as well as the society, in which we are active, as a whole. The protection of the environment, service to fellow human beings, education and culture, through a series of activities that provide financial support and through voluntary efforts, were some of the basic 'investments' of the Group.

Employees, through which our vision is being implemented, and the values of our Group become reality, form a basic component of the successful course that HELEX has charted. The constant improvement of the already high level of our work, sanitary and safety conditions is a priority for HELEX. The same holds true for education, which is not only an object of constant and intense interest to the Group, but is also a means to improve and enrich its social contributions.

The framework of our actions, which we recognize as important and necessary for the long term robustness of our Company within society, is along the following axes:

- Developing Corporate Governance based on transparency, an honest, direct and open dialog, trustworthy information, trust and reliability
- Investment in knowledge
- Investment in our human resources
- Protection of the environment
- Respect for human rights
- Providing to groups of people that are socially excluded
- Contribution to the development of culture
- Increasing knowledge of and developing the institution and the values of the exchange

Code of Conduct

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

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

The status of the services, their description and the relevant fee table are available at the website of the company (www.helex.gr), as required by the Code of Conduct.

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

Significant events after 31.12.2011

The Athens Administrative Court of First Instance rejected (decision 4857/2010), for procedural reasons, the recourse if the HELEX Group that the Hellenic Capital Market Commission fee, which is paid by the HELEX Group to the HCMC, is a deductible expenses and as such the Group should receive a refund on the tax paid on the HCMC paid in fiscal year 2002 totaling €432 thousand. HELEX appealed, and decision 3391/2011 issued was in favor of the company, and, provided no request for reversal is made by the State, will become irrevocable in our favor.

There is no other significant event worth noting, that took place or was completed after 31.12.2011, the closing date for the 2011 balance sheet, and until its approval by the HELEX BoD on 5.3.2012.

Corporate Governance Report

For the management of the Company, proper and responsible corporate governance is a basic prerequisite for the creation of value for its shareholders and for safeguarding corporate interests. The principles and practices that are applied by the Company are reflected in the Articles of Association, the Internal Rulebook of Operation and in other Rulebooks and policies of the company that regulate its operations.

The present Corporate Governance Report contains information as of 31.12.2011 concerning the matters of 43a §3d of codified law 2190/1920.

A. Declaration of compliance with the Corporate Governance Code in accordance with article 43a §3d of codified law 2190/1920

The company, being listed on Athens Exchange, applies the corporate governance provisions for listed companies that are included in law 3016/2002, as well as the principles and specific practices for listed companies that are foreseen in the Corporate Governance Code (Code) that was drafted and published by an initiative of the SEV Hellenic Federation of Enterprises and is available on SEV's website - http://www.sev.org.gr/Uploads/pdf/KED_SEV_InternetVersion_updatednew2132011.pdf (in Greek).

B. General Meeting - Shareholder rights

1. Mode of operation of the General Meeting - Powers

The General Meeting is the supreme body of the Company; it is convened by the Board of Directors and has the authority to decide on all matters that concern the Company. Shareholders have the right to participate at the General Meeting, either in person or through a legally authorized representative, in accordance with the legal procedure that is in effect.

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

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

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

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

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

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

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

2. Shareholder participation in the General Meeting

Every shareholder is allowed to participate and vote at the General Meeting of the Company that appears in that capacity in the records of the entity that holds the transferable securities of the Company at the start of the fifth (5^{th}) day before the date of the General Meeting, and, in the case of the Repetitive General Meeting, at the start of the fourth (4^{th}) day before the date of the Repetitive General Meeting. The exercise of these rights does not require the blocking of the shares of the holder, nor the observance of any other equivalent procedure. The shareholder can appoint a proxy if he or she wishes. In other respects, the Company complies with the provisions of codified law 2190/1920 (article 28a).

3. Procedure for participating and voting by proxy

Shareholders may participate in the General Meeting and vote either in person or by proxy. Each shareholder may appoint up to three (3) proxies and legal entities/shareholders may appoint up to three (3) 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 plenipotentiary document for appointing proxies will be available to shareholders in hard copy at the Strategic Planning, Communication and Investment Relations Division of the Company, and in electronic form on the website of the Company (www.helex.gr).

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

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

a) A shareholder that exercises control of 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 of the Company.

c) An employee or a certified auditor of the Company or a shareholder that exercises its control, or other legal person or entity that is controlled by a shareholders that exercises control of the Company.

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

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

4. Minority shareholder rights

4.1. Shareholders representing one twentieth (1/20) of the paid-in share capital of the Company may request:

a) the convocation of an extraordinary General Meeting by the Board of Directors; the Board is obliged to set a meeting date that is no more than forty five (45) days from the day the request was submitted to the Chairman of the Board of Directors. The request must include the subject of the daily agenda.

b) The inclusion in the daily agenda of the General Meeting of additional items, with a request that must come before the Board of Directors at least fifteen (15) days before the General Meeting. The application for the registration of additional items on the daily agenda must be accompanied by explanation or a draft decision for approval by the General Meeting.

c) The provision to shareholders by the Board of Directors, at least six (6) days before the date of the General Meeting, as required by §3 article 27, of the draft decisions on the matters that are included in the initial or any revised daily agenda, upon their request, which must come before the Board of Directors at least seven (7) days before the start of the General Meeting.

4.2. Shareholders representing one twentieth (1/20) of the paid-in share capital of the Company may request, with a request submitted to the Company at least five (5) full days before the General Meeting, the provision of information regarding company affairs and the financial status of the company. The Board of Directors may refuse to provide the information for substantial reason; the reason for refusal is recorded in the minutes.

4.3. At the request of any shareholder, which must be submitted to the Company at least five (5) full days before the General Meeting, the Board of Directors is obliged to provide to the General Meeting the specific information requested regarding Company affairs, to the degree that this is indeed useful in order to consider the items on the daily agenda.

In all of the abovementioned cases, the requesting shareholders are obliged to prove their status of shareholder and the number of shares that they possess at the time of exercise of the right in question, which can be certified by their registration in HELEX's records.

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).

5. Available documents and information

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

C. Board of Directors

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

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

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

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

1. Composition – Tenure of the Board of Directors:

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

In accordance with the Company's Articles of Association, the term of office of the Board of Directors is four years, with the term being automatically extended until the Annual General Meeting of the shareholders of the Company which will meet or be convened after the end of its term of office. The election of its member takes place by the General Meeting of shareholders, in accordance with the provisions of codified law 2190/1920. The latter affirm any replacement members of the Board of Directors which has taken place during the fiscal year. The members of the Board of Directors can always be reelected and are freely recalled.

Name	Position
1. Iakovos **Georganas**	Chairman, non-executive member
2. Adamantini **Lazari**	Vice Chairman, non-executive member
3. Socrates **Lazaridis**	Chief Executive Officer, executive member
4. Alexandros **Antonopoulos**	Independent non-executive member
5. Konstantinos **Vousvounis**	Non-executive member
6. Dimitris **Karaiskakis**	Executive member
7. Sofia **Kounenaki – Efraimoglou**	Independent non-executive member
8. Konstantinos **Mitropoulos**	Independent non-executive member
9. Nikolaos **Milonas**	Independent non-executive member
10. Alexios **Pilavios**	Non-executive member
11. Nikolaos **Pimplis**	Independent non-executive member
12. Alexandros **Tourkolias**	Non-executive member
13. Nikolaos **Chryssochoides**	Non-executive member

The changes in the composition of the Board of Directors that took place in 2011 in accordance with the law will be announced in the upcoming Annual General Meeting.

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

2. Election – Replacement of members of the Board of Directors

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

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

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

3. Constitution of the Board of Directors in a body

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

4. Convening the Board of Directors

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

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

In fiscal year 2011, the Board of Directors met sixteen (16) times.

The attendance of each member of the Board of Directors at its meetings in fiscal year 2011 is shown in the following table:

Name	Number of meetings during the member's tenure	Number of meetings – present via proxy	Number of meetings - presence in person
Iakovos **Georganas**	16	1	15
Adamantini **Lazari**	16	1	14
Socrates **Lazaridis**	16	-	16
Alexandros **Antonopoulos**	16	2	13
Konstantinos **Vousvounis**	2	-	-
Artemis **Theodoridis**	11	4	3
Dimitrios **Karaiskakis**	11	-	9
Sofia **Kounenaki – Efraimoglou**	16	-	16
Konstantinos **Mitropoulos**	16	1	14
Nikolaos **Milonas**	16	2	14
Spyridon **Pantelias**	14	-	11
Alexios **Pilavios**	4	-	4
Nikolaos **Pimplis**	11	1	8
Alexandros **Tourkolias**	16	3	7
Nikolaos **Chryssochoides**	16	1	15

5. Quorum – Majority – Member representation - Minutes

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

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

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

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

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

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

6. Authority – Responsibilities of the Board of Directors

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

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

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

1. The Board of Directors is responsible for managing the Company and developing its strategic direction, having as its primary obligation and duty the constant effort to increase the long term economic value of the Company and to defend the general corporate interests.
2. The Board of Directors, during the discharge of its powers and the implementation of its obligations, has at its forefront the interest of shareholders, company employees, other interested parties and the social benefit of its actions. The BoD decides using its fairest entrepreneurial judgment.
3. The BoD maintains and takes care to comply with the provisions of the Law during the operation of the Company and the associated with it companies.
4. Decisions that are critical for the Company, especially the specification of its goals and the determination of its strategy are taken only by the BoD. In particular, the BoD:
    - Determines the general business strategy of the Company and its subsidiaries.
    - Drafts the business plan for the time frame that it deems necessary.
    - Approves the annual budget of the Company and monitors its execution on a quarterly basis.
    - Audits and decides on investments (capital expenditures) of the Company.
    - Audits the financial statements.
    - Determines the goals to be attained and the means of attaining them.
    - Decides on buyouts, mergers and spinoffs.
    - Decides on the first level of the organizational structure of the Company and its staffing.
    - Approves the General Governance Principles of the Company and its subsidiaries, and decides on the staffing of the bodies required to operate the regulated activities of the Group.
    - Determines and staffs the Committees of the Board of Directors that are foreseen by the Corporate Governance Code that is in effect by the Group at the time.

- Audits the effectiveness of the corporate governance practices of the Company and makes any necessary adjustments.
- Selects, monitors and replaces executive members, in case of resignation or forfeiture, and sets down the succession plan.
- Determines the remuneration of executive members and of other members of the BoD, based on the long term interests of the Company and its shareholders.
- Ensures that a transparent process is maintained in the proposals to elect new members to the BoD.
- Monitors and resolves potential conflicts of interest of members of management and shareholders, including the inappropriate management of assets of the Company and misappropriation in relation to transfers to persons associated with tight bonds with members of the BoD.
- Ensures the integrity of the system of financial reports and independent audit, as well as the excellent operation of the appropriate systems of internal audit, especially for financial and operation audit, risk management and compliance with the legal and regulatory framework in force.

5. In order to fulfill their obligations, the members of the BoD have the right of free access to correct, essential and timely information.
6. the BoD meets at least once a month, preferably on dates predefined at the start of the calendar year. The BoD has the flexibility to meet whenever deemed necessary.

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

- Constantly strive to increase the long term economic value of the Company, and to protect corporate interests in general.
- Form a vision, strategic direction, corporate goals and operational plans for all of the activities of the Company, in accordance with the decisions of the BoD.
- Develop, implement and communicate the policies and action plans, in accordance with the decisions of the BoD.
- Ensure that senior executive members are taking all necessary measures in order to effectively manage the Company.
- Ensure the systematic and continuous communication with clients, investors, staff, supervisory authorities, the public and other authorities.
- Define clear operational goals and policies for senior executives in their operational sectors of responsibility.
- Review the work of their operational sector of responsibility and brief the BoD.
- Consistently implement the operational strategy of the Company through the effective use of available resources.
- Ensure the completeness and reliability of the data and information that are required for the accurate and timely determination of the financial position of the Company.
- Comply with the legal and regulatory framework that governs the operation of the Company.
- Represent the Company.
- Be responsible for implementing the decisions of the General Meeting of the shareholders of the Company.

The responsibilities of the non-executive members of the BoD are to promote all corporate matters pertaining to the supervision of the management of corporate matters, and by providing direction concerning all corporate affairs, such as indicatively:

- Constantly strive to increase the long term economic value of the Company, and to protect corporate interests in general.
- Monitor the consistent implementation of the operational strategy of the Company through the effective use of the available resources.

- Monitor that the operational plan for achieving the corporate goals is in accordance with the decisions of the General Meeting of shareholders of the Company.

The independent members of the Board of Directors are responsible to promote all corporate matters.

7. Assigning responsibilities of the Board of Directors to consultants or third parties

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

8. Obligations of the members of the Board of Directors

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

It is allowed to pay compensation to the members of the Board of Directors; the compensation is determined by a special decision of the Annual General Meeting.

For fiscal year 2011, the Annual General Meeting of Shareholders of the Company has preapproved the remuneration of the members of the Board of Directors for their participation at the meetings of the BoD and in the Committees as follows:

a) The amount of €228.50 per meeting per member of the Board of Directors, excluding its executive members.

b) The amount of €184 per meeting per member of the Board of Directors participating in the Strategic Investments Committee.

c) The amount of €228.50 per meeting per member of the Board of Directors participating in the Audit Committee.

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

9. Assessment of the Board of Directors

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

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

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

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

- Draft the "Assessment Report" for the Board of Directors, by gathering the findings of the assessment process.

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

D. Committees of the Board of Directors

The Board of Directors may assign specific duties to special committees, which meet on a regular or irregular basis. These committees do not have decision-making powers. They simply prepare the decisions of the Board of Directors based to their assigned duties.

The Board of Directors of the Company has already setup the following Committees:

i. Audit Committee:

Responsibilities

Operates as a subcommittee of the Board of Directors and its main purpose is to supervise the quality and integrity of the accounting and auditing mechanisms, as well as the process by which the financial statements are produced. The Audit Committee reports to the Board of Directors.

Its basic responsibilities are to:

Supervision of the Internal Audit Department

- Examine and approve the Regulation of Operation of the Internal Audit Department, in order to assure that it is compliant with the International Internal Audit Standards.
- Ensure the independence and objectivity of the Internal Audit Department, by proposing to the Board of Directors the appointment and revocation of the head of the Internal Audit Department.
- Examine and revise, whenever necessary, the operation, the structure, the goals and the procedures of the Internal Audit Department.
- Examine the short and long term schedule of the Internal Audit Department, in order to assure its effectiveness.
- Examine and evaluate the audit reports of the Internal Audit Department, as well as management's comments.
- Evaluate, at least once a year, the competence, the quality and effectiveness of the internal audit system, in order to promote more effective approaches whenever deemed necessary.
- Examine and revise the Code of Conduct of the Internal Audit Department, whenever deemed necessary.
- Supervise the compatibility of the conduct of the staff of the Internal Audit Department with the Code of Conduct.

Supervision of the external auditors

- Propose to the Board of Directors to submit a proposal to the General Meeting, regarding the appointment, the reappointment and the revocation of the appointment of the external auditors, as well as approve the remuneration and hiring terms.
- Assure the Board of Directors that the work of the external auditors, insofar as the scope and the quality are concerned, is correct and sufficient.
- Examine and monitor the independence of the external auditors, as well as the impartiality and effectiveness of the auditing process, by taking into consideration the relevant professional and regulatory requirements,
- Examine and monitor the provision to the Company of additional services by the audit company in which the external auditors belong, in order to ensure their independence.

Supervising the Financial Statements

- Assist the Board of Directors in order to ensure that the financial statements of the Company are trustworthy and in accordance with accounting standards, tax principles and the legislation in force.
- Ensure the existence of an effective process of providing financial information,
- Ensure, on behalf of the Board of Directors, that there are no significant disagreements between management and the external auditors,
- Intervene in order to resolve critical matters that may arise during the audit process, such as a potential difference of opinion between the auditor and those being audited.
- Receive the Management Letter of the external auditors and submit it to the Board of Directors
- Inform the Board of Directors about matters for which the external auditors have expressed strong reservations

Supervising the Auditing Mechanisms

- Assure the Board of Directors that there exists a sufficient and systematic review of the auditing mechanisms and the risk management mechanisms of the Company, which ensure the effectiveness, the sufficiency and the saving of resources concerning the smooth operation of the Company and its subsidiaries.
- Assure the Board of Directors that the Company complies with the laws and regulations that govern its operation.
- Participate in the monitoring process and the implementation of the recommendations of the audit for improvements in the auditing mechanisms and the production process, in order to examine the course of implementation of the recommendations and any problems that arise in the relevant action plans.
- Being informed by the head of the Internal Audit Department about all important findings, for which management has decided to assume the risk of non-compliance, either due to the cost involved, or due to specific conditions.
- Being informed in cases of conflicts of interest in the transactions of the Company with associated with it persons, and submit to the Board of Directors the relevant reports.
- Ensure the existence of procedures in accordance with which the personnel of the Company, may, in secret, express its concerns about potential breaches of the law and irregularities in matters of financial information, or for other matters that concern the operation of the Company.
- Has the express right to assign the carrying out of an inspection into any activity of the Company and its subsidiaries.
- Direct both the external as well as the internal auditors in their audit work, for which there is suspicion of fraud.
- Determine the selection and assign to certified auditors-accountants, besides the regular ones, the assessment of the adequacy of the System of Internal Audit. The assignment of such an assessment project must take place periodically and at least once every five years.

Committee composition

1. Nikolaos Milonas, independent non-executive member, Chairman
2. Adamantini Lazari, non-executive member
3. Alexandros Antonopoulos, independent non-executive member

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

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

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

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

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

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

ii. Nomination and Compensation Committee:

Responsibilities

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

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

Committee composition

1. Alexandros Antonopoulos, independent non-executive member, Chairman of the Committee
2. Iakovos Georganas, Chairman of the Board of Directors, non-executive member
3. Sofia Kounenaki - Efraimoglou, independent non-executive member

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

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

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

Minutes are kept in all meetings of the Committee; the minutes are validated by the Chairman and the Secretary of the Committee.

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

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

iii. Strategic Investments Committee:

Responsibilities

The Strategic Investments Committee is comprised by members of the Board of Directors, and its main purpose is to determine investment strategy. The Investments Committee reports to the Board of Directors. Its main responsibilities are to:

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

Committee composition

1. Alexandros Tourkolias, non-executive member
2. Konstantinos Mitropoulos, independent non-executive member
3. Alexios Pilavios, non-executive member

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

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

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

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

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

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

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

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

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

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

- Drafting the policy of the Company in matters of internal audit.
- Planning and carrying out the annual internal audit schedule.
- Monitoring the observance of the operational procedures of the Company.
- Monitoring the observance of the corporate rules as well as the compliance with the laws, regulations and principles, codes of conduct and best practices of the market.
- Auditing the financial transactions and compliance with contractual obligations.
- Appraising the degree to which all available resources are used effectively.
- Assessing the degree of compliance and effectiveness of the risk management procedures that have been enacted by the Company
- Examining cases of conflict of interest during the transactions of the Company with parties associated with it, and submitting such reports to the BoD.
- Ensure the existence of procedures through which the personnel of the Company may, confidentially, express its concerns about potential irregularities or illegalities.
- Draft reports and communicate the findings of the audits to management and the Audit Committee.
- Provide for the smooth carrying out of the work of the external auditors (if they are used), and acts as a communication intermediary between them and the Group.
- Monitor the implementation of structural changes.

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

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

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

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

F. Report re items (c), (d), (f), (h), (i) of article 10 §1 of Directive 2004/25/EC

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

- With regards to the information required under item (d) of article 10 §1 of Directive 2004/25/EC, there are no securities of the Company that confer special control privileges on their holders.
- With regards to the information required under item (f) of article 10 §1 of Directive 2004/25/EC, there is no restriction of any kind on voting rights.
- With regards to the information required under item (h) of article 10 §1 of Directive 2004/25/EC, the modification of the Articles of Association of the Company requires the approval of the General Meeting, in accordance with the provisions of codified law 2190/1920. Members of the Board of Directors are appointed by the General Meeting following the proposal of the Board of Directors. If a member of the BoD is replaced, the decision is taken by the BOD and submitted to the following General Meeting for approval.
- The information required under item (i) of article 10 §1 of Directive 2004/25/EC is already included in another section of the Annual Financial Report that refers to the additional information of article 4 §7 of law 3556/2007.

Transactions with associated companies of the HELEX Group for the 11th fiscal year from 1.1.2011 to 31.12.2011

In accordance with the provisions of Article 2 of Law 3016/2002 on "Corporate governance, payroll issues and other provisions", a report on transactions with associated companies of the Hellenic Exchanges SA Group (HELEX) has been prepared for the fiscal year 1.1.2011 - 31.12.2011.

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

1. **Dividends**
   These are the dividends which are received by HELEX and by its subsidiaries, based on their percentages of participation.

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

3. **Intra-Group Contracts**
   Due to the operating restructuring of the Group, by contract dated 25.4.2005, HELEX provides support and administrative services to the other companies of the Group.

   Furthermore, by contract, ATHEX provides user and IT services to the other companies of the Group; these services are specified in the individual contracts.

4. **Rents**
   TSEC collects rent from HELEX and ATHEX for the space leased to them. Following the completion of the new building and the relocation of the departments of the Group there, HELEX collects rent from ATHEX and ATHEXClear.

The value of transactions and the balances of the HELEX Group with related parties are analyzed in the following table:

	Group		Company	
	31.12.2011	31.12.2010	31.12.2011	31.12.2010
Remuneration of executives and members of the BoD	1.342	2.101	605	1.071

For the HELEX Group, the intra-Group transactions between the following associated companies according to article 42e of Codified Law 2190/1920 are attached:

- Athens Exchange (ATHEX)
- Hellenic Exchanges (HELEX)
- Thessaloniki Stock Exchange Centre (TSEC)
- Athens Exchange Clearing House (ATHEXClear)

INTRA-GROUP BALANCES (in €)				
Company	**HELEX**	**ATHEX**	**TSEC**	**ATHEXClear**
HELEX				
Claims	0,00	0,00	15.535,00	1.859.738,50
Liabilities	0,00	1.687.796,08	0,00	36.812,79
ATHEX				
Claims	1.687.796,08	0,00	394.589,31	11.070,00
Liabilities	0,00	0,00	2.348,09	0,00
TSEC				
Claims	0,00	2.348,09	0,00	0,00
Liabilities	15.535,00	394.589,31	0,00	0,00
ATHEXClear				
Claims	36.812,79	0,00	0,00	0,00
Liabilities	1.859.738,50	11.070,00	0,00	0,00

INTRA-GROUP REVENUES-EXPENSES (in €)				
Company	**HELEX**	**ATHEX**	**TSEC**	**ATHEXClear**
HELEX				
Revenue	0,00	325.315,80	9.000,00	12.779.543,30
Dividend income	0,00	0,00	0,00	0,00
Expenses	0,00	218.282,93	60.000,00	200,00
ATHEX				
Revenue	218.282,93	0,00	424.286,59	36.000,00
Dividend income	0,00	0,00	0,00	0,00
Expenses	325.315,80	0,00	90.757,63	0,00
TSEC				
Revenue	60.000,00	90.757,63	0,00	0,00
Dividend income	0,00	0,00	0,00	0,00
Expenses	9.000,00	424.286,59	0,00	0,00
ATHEXClear				
Revenue	200,00	0,00	0,00	0,00
Dividend income	0,00	0,00	0,00	0,00
Expenses	12.779.543,30	36.000,00	0,00	0,00

Intra-Group transactions concern support services (accounting, security, administrative service etc.), IT services as well as PC support services, which are invoiced at prices comparative to those between third parties.

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

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

1. Share Capital structure

The share capital of the Company amounts to €56,870,649.81 and is divided into 65.368.563 shares, with a par value of €0.87 each. All shares are listed for trading in the Main cash market of Athens Exchange. The Company's shares are common registered with a voting right.

2. Restriction on the transfer of shares of the Company

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

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

The following shareholders on 31.12.2011 possessed, directly and indirectly, more than 5% of the share capital of the Company:

Shareholder	% of the share capital of the Company
SKAGEN KON-TIKI VERDIPAPIRFOND (based on a declaration by the company on 17.11.2010)	5.69
FRANKLIN TEMPLETON INVESTMENTS CORP. (indirect participation, based on a declaration by the company on 17.11.2010)	5.02
TEMPLETON INVESTMENT COUNSEL LLC (indirect participation, based on a declaration by the company on 2.6.2011)	5.01

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

4. Shares that provide special control rights

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

5. Voting right restrictions

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

6. Agreements between the shareholders of the Company

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

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

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

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

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

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

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

No such agreement exists.

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

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

Information according to Article 10 of Law 3401/2005

In 2011, in order to inform investors the company released the following press releases and announcements:

Date	Subject
1.12.2011	Election of new member to the BoD of the Company
7.11.2011	HELEX 9M 2011 financial results
29.9.2011	Election of new member to the BoD of the Company
28.9.2011	Lapse of the right to the dividend for fiscal year 2005
11.8.2011	Special Dividend (Share capital reduction)
29.7.2011	Financial Calendar (updated for the special dividend)
28.7.2011	HELEX H1 2011 financial results
30.5.2011	1st Repetitive General Meeting of HELEX
19.5.2011	Formation of the Board of Directors as a Body
19.5.2011	Dividend for fiscal year 2010
19.5.2011	Tenth Annual General Meeting of HELEX
17.5.2011	New executives of the HELEX Group
16.5.2011	HELEX Q1 2011 financial results
9.5.2011	Publication of the draft modifications of the Articles of Association
12.4.2011	INVITATION to the 10th Annual General Meeting of HELEX
16.3.2011	Presentation of HELEX to Assoc. of Greek Inst. Investors (AGII)
9.3.2011	HELEX FY2010 financial results
18.1.2011	Financial Calendar 2011

In addition, in 2011 the Company published the following announcements of regulated information:

Date	Subject
28.12.2011	Announcement of regulated information according to Law 3556/2007
22.12.2011	Announcement of regulated information according to Law 3556/2007
21.12.2011	Announcement of regulated information according to Law 3556/2007
19.12.2011	Announcement of regulated information according to Law 3556/2007
15.12.2011	Announcement of regulated information according to Law 3556/2007
14.12.2011	Announcement of regulated information according to Law 3556/2007
12.12.2011	Announcement of regulated information according to Law 3556/2007
9.12.2011	Announcement of regulated information according to Law 3556/2007
9.12.2011	Announcement of regulated information according to Law 3556/2007
7.12.2011	Announcement of regulated information according to Law 3556/2007
16.11.2011	Announcement of regulated information according to Law 3556/2007
29.9.2011	Announcement of regulated information according to Law 3556/2007
28.9.2011	Announcement of regulated information according to Law 3556/2007
10.8.2011	Announcement of regulated information according to Law 3556/2007
5.8.2011	Announcement of regulated information according to Law 3556/2007
27.7.2011	Announcement of regulated information according to Law 3556/2007
22.7.2011	Announcement of regulated information according to Law 3556/2007
22.7.2011	Announcement of regulated information according to Law 3556/2007
19.7.2011	Announcement of regulated information according to Law 3556/2007
14.7.2011	Announcement of regulated information according to Law 3556/2007
13.7.2011	Announcement of regulated information according to Law 3556/2007
11.7.2011	Announcement of regulated information according to Law 3556/2007
7.7.2011	Announcement of regulated information according to Law 3556/2007
5.7.2011	Announcement of regulated information according to Law 3556/2007
1.7.2011	Announcement of regulated information according to Law 3556/2007
30.6.2011	Announcement of regulated information according to Law 3556/2007
29.6.2011	Announcement of regulated information according to Law 3556/2007

Date	Subject
24.6.2011	Announcement of regulated information according to Law 3556/2007
23.6.2011	Announcement of regulated information according to Law 3556/2007
21.6.2011	Announcement of regulated information according to Law 3556/2007
20.6.2011	Announcement of regulated information according to Law 3556/2007
16.6.2011	Announcement of regulated information according to Law 3556/2007
15.6.2011	Announcement of regulated information according to Law 3556/2007
9.6.2011	Announcement of regulated information according to Law 3556/2007
9.6.2011	Notification about a significant change in the number of voting rights (Law 3556/2007)
6.6.2011	Notification about a significant change in the number of voting rights (Law 3556/2007)
6.6.2011	Announcement of regulated information according to Law 3556/2007
3.6.2011	Announcement of regulated information according to Law 3556/2007
2.6.2011	Announcement of regulated information according to Law 3556/2007
27.5.2011	Announcement of regulated information according to Law 3556/2007
25.5.2011	Announcement of regulated information according to Law 3556/2007
23.5.2011	Announcement of regulated information according to Law 3556/2007
19.5.2011	Announcement of regulated information according to Law 3556/2007
19.5.2011	Announcement of regulated information according to Law 3556/2007
17.5.2011	Announcement of regulated information according to Law 3556/2007
13.5.2011	Announcement of regulated information according to Law 3556/2007
12.5.2011	Announcement of regulated information according to Law 3556/2007
10.5.2011	Announcement of regulated information according to Law 3556/2007
9.5.2011	Announcement of regulated information according to Law 3556/2007
5.5.2011	Announcement of regulated information according to Law 3556/2007
4.5.2011	Announcement of regulated information according to Law 3556/2007
3.5.2011	Announcement of regulated information according to Law 3556/2007
2.5.2011	Announcement of regulated information according to Law 3556/2007
28.4.2011	Announcement of regulated information according to Law 3556/2007
26.4.2011	Announcement of regulated information according to Law 3556/2007
26.4.2011	Announcement of regulated information according to Law 3556/2007
20.4.2011	Announcement of regulated information according to Law 3556/2007
20.4.2011	Announcement of regulated information according to Law 3556/2007
18.4.2011	Announcement of regulated information according to Law 3556/2007
14.4.2011	Announcement of regulated information according to Law 3556/2007
12.4.2011	Announcement of regulated information according to Law 3556/2007
8.4.2011	Announcement of regulated information according to Law 3556/2007
7.4.2011	Announcement of regulated information according to Law 3556/2007
5.4.2011	Announcement of regulated information according to Law 3556/2007
1.4.2011	Announcement of regulated information according to Law 3556/2007
30.3.2011	Announcement of regulated information according to Law 3556/2007
29.3.2011	Announcement of regulated information according to Law 3556/2007
24.3.2011	Announcement of regulated information according to Law 3556/2007
22.3.2011	Announcement of regulated information according to Law 3556/2007
21.3.2011	Announcement of regulated information according to Law 3556/2007
17.3.2011	Announcement of regulated information according to Law 3556/2007
15.3.2011	Announcement of regulated information according to Law 3556/2007
14.3.2011	Announcement of regulated information according to Law 3556/2007
10.3.2011	Announcement of regulated information according to Law 3556/2007
8.3.2011	Announcement of regulated information according to Law 3556/2007
4.3.2011	Announcement of regulated information according to Law 3556/2007
2.3.2011	Announcement of regulated information according to Law 3556/2007
25.2.2011	Announcement of regulated information according to Law 3556/2007
23.2.2011	Announcement of regulated information according to Law 3556/2007
21.2.2011	Announcement of regulated information according to Law 3556/2007
17.2.2011	Announcement of regulated information according to Law 3556/2007
15.2.2011	Announcement of regulated information according to Law 3556/2007
11.2.2011	Announcement of regulated information according to Law 3556/2007

Date	Subject
9.2.2011	Announcement of regulated information according to Law 3556/2007
8.2.2011	Announcement of regulated information according to Law 3556/2007
4.2.2011	Announcement of regulated information according to Law 3556/2007
1.2.2011	Announcement of regulated information according to Law 3556/2007
31.1.2011	Notification about a significant change in the number of voting rights (Law 3556/2007)
31.1.2011	Announcement of regulated information according to Law 3556/2007
25.1.2011	Announcement of regulated information according to Law 3556/2007
24.1.2011	Announcement of regulated information according to Law 3556/2007
21.1.2011	Announcement of regulated information according to Law 3556/2007
18.1.2011	Announcement of regulated information according to Law 3556/2007
14.1.2011	Announcement of regulated information according to Law 3556/2007
4.1.2011	Announcement of regulated information according to Law 3556/2007

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

Athens, March 5th 2012

The Board of Directors

3. AUDIT REPORT BY THE INDEPENDENT CERTIFIED AUDITOR ACCOUNTANT PRICEWATERHOUSECOOPERS

Independent Auditor's Report

[translation from the original text in Greek]

To the shareholders of HELLENIC EXCHANGES S.A.
Reg. No 45688/06/B/00/30

Report on the Separate and Consolidated Financial Statements

We have audited the accompanying separate and consolidated financial statements of "Hellenic Exchanges S.A" (the "Company") and its subsidiaries (the "Group") which comprise the separate and consolidated statement of financial position as of 31 December 2011 and the separate and consolidated statement of comprehensive income, statement of changes in equity and cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Separate and Consolidated Financial Statements

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

Auditor's Responsibility

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

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

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

Opinion

In our opinion, the separate and consolidated financial statements present fairly, in all material respects, the financial position of the Company and its subsidiaries as at December 31, 2011, and their financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards, as adopted by the European Union.

Reference on Other Legal and Regulatory Matters

a) Included in the Board of Directors' Report is the corporate governance statement that contains the information that is required by paragraph 3d of article 43a of Codified Law 2190/1920.

b) We verified the conformity and consistency of the information given in the Board of Directors' report with the accompanying separate and consolidated financial statements in accordance with the requirements of articles 43a, 108 and 37 of Codified Law 2190/1920.

Athens, 5 March 2012
The Certified Auditors - Accountants

pwc

PriceWaterhouseCoopers
Certified Auditors - Accountants
268 Kifissias Avenue, Halandri 152 32
SOEL Reg. No. 113

Marios Psaltis SOEL Reg. No. 38081	Despina Marinou SOEL Reg. No. 17681

4. ANNUAL FINANCIAL STATEMENTS 2011

4.1. STATEMENT OF COMPREHENSIVE INCOME

STATEMENT OF COMPREHENSIVE INCOME	Notes	GROUP		COMPANY		
		01.01 31.12.11	01.01 31.12.10	01.10 31.12.11	01.10 31.12.07	
Revenue						
Trading	5.6	7.889	12.844	0	0	-38,6%
Clearing	5.7	14.875	23.269	0	9.389	-36,1%
Settlement	5.8	1.221	1.718	13.959	13.314	-28,9%
Exchange services	5.9	6.897	9.080	0	0	-24,0%
Depository services	5.10	4.051	6.026	4.051	6.026	-32,8%
Clearinghouse services	5.11	560	660	0	104	-15,2%
Data feed	5.12	4.256	4.142	0	1	2,8%
IT services	5.13	1.032	1.185	329	487	-12,9%
Revenue from re-invoiced expenses	5.14	1.090	916	0	0	19,0%
Other services	5.15	462	1.386	656	1.123	-66,7%
Turnover from main activities		**42.333**	**61.226**	**18.995**	**30.444**	**-30,9%**
X-NET	5.16	479	432	4	0	
Turnover including new activities		**42.812**	**61.658**	**18.999**	**30.444**	**-30,6%**
Hellenic Capital Market Commission fee	5.32	(1.638)	(2.691)	(78)	(733)	-39,1%
Operating revenue		**41.174**	**58.967**	**18.921**	**29.711**	**-30,2%**
Non-recurring revenue	5.19	5.107	477	5.107	409	970,65%
Total revenue		**46.281**	**59.444**	**24.028**	**30.120**	-22,14%
Costs & Expenses						
Personnel remuneration and expenses	5.20	12.201	12.603	4.766	5.456	-3,2%
Third party renumeration and expenses	5.21	656	1.014	179	135	-35,3%
Utilities	5.22	791	815	656	648	-2,9%
Maintenance / IT support	5.23	1.750	1.753	608	316	-0,2%
Taxes-VAT	5.24	1.321	1.138	726	483	16,1%
Building / equipment management	5.25	760	831	445	531	-8,5%
Marketing and advertising expenses	5.26	236	156	68	93	51,3%
Participation in organizations expenses	5.27	310	331	96	85	-6,3%
Insurance premiums	5.28	505	501	494	455	0,8%
Operating expenses	5.29	510	559	488	492	-8,8%
BoG - cash settlement	5.30	315	380	244	380	-17,1%
Other expenses	5.31	1.042	1.034	323	241	0,8%
Total operating expenses		**20.397**	**21.115**	**9.093**	**9.315**	**-3,4%**
X-NET	5.33	408	61	28	7	568,9%
Re-invoiced expenses	5.34	1.332	965	348	26	38,0%
VAT on new activities & re-invoiced expenses	5.35	247	198	80	6	24,7%
Total operating expenses, including new activities		**22.384**	**22.339**	**9.549**	**9.354**	**0,2%**
Earnings before Interest, Taxes, Depreciation & Amortization (EBIDTA)		**23.897**	**37.105**	**14.479**	**20.766**	**-35,6%**
Depreciation	5.36	(1.808)	(2.448)	(1.359)	(1.376)	-26,1%
Earnings Before Interest and Taxes (EBIT)		**22.089**	**34.657**	**13.120**	**19.390**	**-36,3%**
Capital income	5.39	5.888	4.456	215	375	32,1%
Dividend income	5.37	0	0	0	13.178	
Loss from securities impairment	5.39	(1.988)	0	0	0	-
Other financial income	5.39	(12)	(9)	(4)	(4)	33,3%
Earnings Before Tax (EBT)		**25.977**	**39.104**	**13.331**	**32.939**	**-33,6%**
Income tax	5.45	(4.451)	(9.895)	(1.837)	(5.102)	-55,0%
Profits after tax		**21.526**	**29.209**	**11.494**	**27.837**	**-26,3%**
Extraordinary tax		**0**	**(7.932)**		**(5.543)**	
Profits after tax including extraordinary tax		**21.526**	**21.277**	**11.494**	**22.294**	

(Amounts in thousand euro unless otherwise noted) 44

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

Net profit after tax (A)		**21.526**	**21.277**	**11.494**	**22.294**
Other comprehensive income					
Bond valuation result	5,39	(1.182)	(300)	0	0
Total other revenue (loss) after taxes (B)		**(1.182)**	**(300)**	**0**	**0**
Total comprehensive income after tax (A) + (B)		**20.344**	**20.977**	**11.494**	**22.294**
Distributed to					
Minority shareholders		0	0		
Company shareholders		20.344	20.977		
Profits after tax per shares (basic & weighted)	5,48	0,31	0,32		

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

(Amounts in thousand euro unless otherwise noted) 45

4.2. STATEMENT OF FINANCIAL POSITION

STATEMENT OF FINANCIAL POSITION Amounts in € thousand	Notes	Group		Company	
		31.12.11	31.12.10	31.12.11	31.12.10
ASSETS					
Non current Assets					
Tangible assets for own use	5.36	26.124	26.969	23.101	23.922
Intangible assets	5.36	9	51	8	19
Real estate investments	5.36	5.158	5.415	5.158	5.415
Participations & other long-term receivables	5.37	1.474	1.476	241.880	241.882
Deferred tax	5.40	2.236	1.749	964	1.007
		35.001	**35.660**	**271.111**	**272.245**
Current Assets					
Clients	5.38	5.205	5.560	4.532	7.676
Other claims	5.38	6.883	6.083	5.722	4.471
Financial assets available for sale	5.39	6.470	9.670	0	0
Cash and cash equivalents	5.39	112.169	114.673	1.687	6.600
		130.727	**135.986**	**11.941**	**18.747**
TOTAL ASSETS		**165.728**	**171.646**	**283.052**	**290.992**
LIABILITIES & SHAREHOLDERS' EQUITY					
Equity & Reserves					
Share capital	5.41	56.870	63.408	56.870	63.408
Share premium	5.41	94.279	94.279	94.279	94.279
Reserves	5.41	81.449	81.162	61.797	60.388
Retained earnings		(79.936)	(90.188)	60.872	60.592
Shareholder equity		152.662	148.661	273.818	278.667
Minority interest		5	5		
Total Equity		**152.667**	**148.666**	**273.818**	**278.667**
Long term liabilities					
Subsidies and other long term liabilities	5.42	478	502	0	0
Provisions	5.43	2.301	2.869	844	1.499
Deferred tax	5.36	3.192	3.192	3.192	3.192
		5.971	**6.563**	**4.036**	**4.691**
Short term liabilities					
Suppliers & other liabilities	5.44	6.620	7.707	5.036	2.097
Taxes payable	5.45	0	8.248	0	5.368
Social security		470	462	162	169
		7.090	**16.417**	**5.198**	**7.634**
TOTAL LIABILITIES & SHAREHOLDERS' EQUITY		**165.728**	**171.646**	**283.052**	**290.992**

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

4.3. STATEMENT OF CHANGES IN EQUITY

4.3.1. HELEX GROUP

	Share Capital	Treasury Stock	Share Premium	Reserves	Retained Earnings	Minority Interest	Total Equity
Balance on 01.01.2010	**71.906**	**0**	**94.279**	**79.398**	**(95.020)**	**5**	**150.568**
Result for the period					21.277		21.277
Reserve transfer				2.064	(2.064)		0
Special securities valuation reserve				(300)			(300)
Stock option plan reserve							0
Dividends paid					(14.381)		(14.381)
Special dividend (share capital return)	(8.498)						(8.498)
Balance on 31.12.2010	**63.408**	**0**	**94.279**	**81.162**	**(90.188)**	**5**	**148.666**
Result for the period					21.526		21.526
Special securities valuation reserve				(1.182)			(1.182)
Dividends paid					(9.805)		(9.805)
Regular reserve				1.469	(1.469)		0
Special dividend (share capital return)	(6.538)						(6.538)
Balance on 31.12.2011	**56.870**	**0**	**94.279**	**81.449**	**(79.936)**	**5**	**152.667**

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

(Amounts in thousand euro unless otherwise noted) 47

4.3.2. HELEX

	Share Capital	Treasury Shares	Share Premium	Reserves	Retained Earnings	Total Equity
Balance on 01.01.2010	**71.906**	**0**	**94.279**	**58.329**	**54.738**	**279.252**
Results for the period					22.294	22.294
Dividends paid					(14.381)	(14.381)
Special dividend (share capital return)	(8.498)					(8.498)
Reserve transfer				2.059	(2.059)	0
Balance on 31.12.2010	**63.408**	**0**	**94.279**	**60.388**	**60.592**	**278.667**
Results for the period					11.494	11.494
Reserve transfer				1.409	(1.409)	0
Dividends paid					(9.805)	(9.805)
Special dividend (share capital return)	(6.538)					(6.538)
Balance on 31.12.2011	**56.870**	**0**	**94.279**	**61.797**	**60.872**	**273.818**

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

(Amounts in thousand euro unless otherwise noted)

4.4. CASH FLOW STATEMENT

	Notes	Group		Company	
		31.12.11	31.12.10	31.12.11	31.12.10
Cash flows from operating activities					
Profit before tax		25.977	39.104	13.331	32.939
Plus / minus adjustments for					
Depreciation	5.36	1.808	2.448	1.359	1.376
Provisions		517	765	170	540
Interest/ securities provisions		0	91	0	16
Interest income		(24)	(24)	0	0
Dividend received	5.39	(5.902)	(4.456)	(215)	(375)
Other non cash changes		0	0	0	(13.178)
Interest and related expenses paid		11	9	4	4
Profit from asset sale		0	(5)	0	0
Provisions reversal		(735)	(360)	(735)	(360)
Provisions used		0	(255)	0	(255)
		1.988	0	0	0
Plus/ minus adjustments for changes in working capital or concerning operating activities					
Decrease / (increase) in receivables		2.710	4.800	3.157	(29)
(Decrease)/ increase of liabilities (except banks)		(3.485)	(14.743)	1.432	(13.537)
Interest received		5.902	4.391	215	359
Taxes paid	5.45	(14.256)	(11.782)	(8.516)	(7.263)
Total inflows / (outflows) from operating activities (a)		**14.511**	**19.983**	**10.202**	**237**
Investing activities					
Loan from ATHEX		0	0	1.500	0
Purchases of PP&E & intangible assets		(663)	(1.099)	(270)	(582)
Increase / decrease of participations		2	3.365	2	(2.200)
Dividends received		0	0	0	13.178
Total inflows / (outflows) from investing activities (b)		**(661)**	**2.266**	**1.232**	**10.396**
Financing activities					
Interest and related expenses paid		(11)	(9)	(4)	(4)
Business contribution		0	0	0	(6.592)
Special dividend (share capital return)	5.41	(6.538)	(8.498)	(6.538)	(8.498)
Dividends paid		(9.805)	(14.381)	(9.805)	(14.381)
Total inflows / (outflows) from financing activities (c)		**(16.354)**	**(22.888)**	**(16.347)**	**(29.475)**
Net increase/ (decrease) in cash and cash equivalents from the beginning of the period (a) + (b) + (c)		(2.504)	(639)	(4.913)	(12.250)
Cash and cash equivalents at start of period		**114.673**	**115.312**	**6.600**	**18.850**
Cash and cash equivalents at end of period		**112.169**	**114.673**	**1.687**	**6.600**

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

(Amounts in thousand euro unless otherwise noted) 49

5. NOTES TO THE FINANCIAL STATEMENTS OF 31.12.2011

5.1. Information about the Company

The Company "HELLENIC EXCHANGES S.A. HOLDING, CLEARING, SETTLEMENT & REGISTRY" was founded in 2000 (Government Gazette 2424/31.3.2000) and is registered in the Companies Register (No 45688/06/B/00/30). Its head office is in the Municipality of Athens at 110 Athinon Ave, Postal Code 10442. The shares of the Company are listed in the Main Market segment of the Athens Exchange cash market. Based on its Articles of Association, the company's scope of business is the participation into any business of any legal form with activities related to the support and operation of organized capital markets, the provision of support services to the operation of organized capital markets and Multilateral Trading Facilities, and the participation in contracts on derivatives products that take place on ATHEX.

The fiscal year 2011 financial statements have been approved by the Board of Directors of HELEX on 5.3.2012.

5.2. Basis of preparation of the financial statements

The consolidated and corporate financial statements of December 31st 2011 have been drafted on the basis of historical cost as modified by the revaluation of specific assets and liabilities to fair values (mainly the trading portfolio of securities and real estate), and are in accordance with the International Financial Reporting Standards (IFRS) issued by the International Accounting Standard Board (IASB) and their interpretations issued by the International Financial Reporting Interpretations Committee (IFRIC) of IASB and adopted by the European Union with regulation 1606/2002 up until 31.12.2010.

The accounting principles mentioned below have been applied consistently in all the periods presented.

The preparation of financial statements in accordance with the IFRS requires the use of estimates and judgment during the application of the accounting principles by the Group. The most important of the assumptions that have been made are mentioned in the notes to the Financial Statements, whenever deemed necessary. It should be noted that, despite the fact that these estimates are based on the best possible knowledge of the management of the Company and the Group as regards the current conditions and actions, actual results may differ in the end.

Modifications that concern the published data of the Group and the Company for fiscal year 2011

In order to provide greater transparency and more material information to investors, the presentation of the Statement of Comprehensive Income in the financial statements was modified. In particular, changes were made in the classification and grouping of the revenue and expense accounts. As a result of these changes, it is necessary to adjust the corresponding data from last year, in order to make it comparable.

The following table presents the classification of the published data (revenues and expenses) of the twelve month period last year for the Group and HELEX, in the new revenue structure that the Group has been using from fiscal year 2011 onwards.

The changes below do not in any way affect either the total turnover or the results of the Group and the Company.

a) Modifications in the published revenue data in the statement of comprehensive income for 2010

GROUP

STATEMENT OF TOTAL COMPREHENSIVE INCOME FOR FISCAL YEAR 2010	GROUP (PUBLISHED) 01.01 31.12.10	STATEMENT OF TOTAL COMPREHENSIVE INCOME FOR FISCAL YEAR 2010	COMPANY (NEW STRUCTURE) 01.01 31.12.10
Revenue		**Revenue**	
Revenue from stock trading	10.114	Revenue from trading	12.844
Revenue from stock clearing & settlement	16.660	Revenue from clearing	23.269
Revenue from listed companies & new listings	10.335	Revenue from settlement	1.718
Revenue from subscr. & member terminals	911	Revenue from exchange services	9.080
Central Registry Management	3.257	Revenue from depository services	6.026
Off exchange transfers / OTC	1.707	Revenue from clearinghouse services	660
Revenue from derivatives trading	2.907	Revenue from data feed	4.142
Revenue from derivatives clearing	6.301	Revenue from IT services	1.185
Revenue from data vendors	4.698	Revenue from other services	916
Revenue from ATHEX-CSE Common Platform	875		1.386
Clearing Fund management	488		432
Revenue from IT services	1.792		
Revenue from other activities	1.613		
Turnover	**61.658**	**Turnover**	**61.658**

COMPANY

STATEMENT OF TOTAL COMPREHENSIVE INCOME FOR FISCAL YEAR 2010	COMPANY (PUBLISHED) 01.01 31.12.10	STATEMENT OF TOTAL COMPREHENSIVE INCOME FOR FISCAL YEAR 2010	COMPANY (NEW STRUCTURE) 01.01 31.12.10
Revenue		**Revenue**	
Revenue from stock clearing & settlement	18.861	Revenue from trading	9.389
Revenue from listed companies & new listings	2.611	Revenue from clearing	13.314
Central Registry Management	3.176	Revenue from settlement	6.026
Off exchange transfers / OTC	1.707	Revenue from exchange services	104
Revenue from derivatives clearing	1.931	Revenue from depository services	1
Revenue from ATHEX-CSE Common Platform	263	Revenue from clearinghouse services	487
Clearing Fund management	188	Revenue from data feed	1.123
Revenue from IT services	484	Revenue from IT services	
Revenue from other activities	1.223	Revenue from other services	
Turnover	**30.444**	**Turnover**	**30.444**

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b) Modifications in the published expense data in the statement of comprehensive income for 2010

GROUP

STATEMENT OF TOTAL COMPREHENSIVE INCOME FOR FISCAL YEAR 2010	GROUP (PUBLISHED) 01.01 31.12.10	STATEMENT OF TOTAL COMPREHENSIVE INCOME FOR FISCAL YEAR 2010	COMPANY (NEW STRUCTURE) 01.01 31.12.10
Expenses		**Expenses**	
Personnel remuneration and expenses	12.603	Personnel remuneration and expenses	12.603
Third party remuneration and expenses	1.393	Third party remuneration and expenses	1.014
Utilities	1.677	Utilities	815
Maintenance / IT support	1.753	Maintenance / IT support	1.753
Taxes - VAT	1.335	Taxes - VAT	1.138
Building / equipment management	868	Building / equipment management	831
Marketing & advertising expenses	228	Marketing & advertising expenses	156
Other expenses	2.380	Participation in organizations expenses	331
Non-recurring expenses	102	Insurance premiums	501
		Operation expenses	559
		Bank of Greece - cash settlement	380
		Other expenses	1.034
		X-NET	61
		Re-invoiced expenses	965
		VAT on new activities & re-invoiced expenses	198
Total	**22.339**	**Total**	**22.339**

COMPANY

STATEMENT OF TOTAL COMPREHENSIVE INCOME FOR FISCAL YEAR 2010	COMPANY (PUBLISHED) 01.01 31.12.10	STATEMENT OF TOTAL COMPREHENSIVE INCOME FOR FISCAL YEAR 2010	COMPANY (NEW STRUCTURE) 01.01 31.12.10
Expenses		**Expenses**	
Personnel remuneration and expenses	5.456	Personnel remuneration and expenses	5.456
Third party remuneration and expenses	515	Third party remuneration and expenses	135
Utilities	665	Utilities	648
Maintenance / IT support	316	Maintenance / IT support	316
Taxes - VAT	489	Taxes - VAT	483
Building / equipment management	558	Building / equipment management	531
Marketing & advertising expenses	95	Marketing & advertising expenses	93
Other expenses	1.161	Participation in organizations expenses	85
Non-recurring expenses	99	Insurance premiums	455
		Operation expenses	492
		Bank of Greece - cash settlement	380
		Other expenses	241
		X-NET	7
		Re-invoiced expenses	26
		VAT on new activities & re-invoiced expenses	6
Total	**9.354**	**Total**	**9.354**

5.3. Basic Accounting Principles

The accounting principles adopted by the Group for the preparations of its financial statements are the following:

5.3.1. Companies Consolidated and Methods of Consolidation

Subsidiaries: These are companies which are controlled, directly or indirectly, by another company (parent) either via the possession of the majority of their voting rights or, when not possessing the majority of the shares, following an agreement of the parent company with other shareholders. Subsidiaries are consolidated with the full consolidation method (acquisition method) starting on the date of acquisition of control; they stop being consolidated from the date when such control no longer exists.

Control of the subsidiary by the Group is reported using the acquisition method. The acquisition cost of a subsidiary consists of the fair value of the:

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- assets provided;
- shares issued;
- liabilities assumed on the exchange date;

Assets, liabilities and contingent liabilities acquired through a business combination are assessed at their fair values at the time of the acquisition. At each acquisition, the Group recognizes any non-controlling participation of the subsidiary either at the fair value, or at the value of the share of the non-controlling participation in the equity of the subsidiary.

The difference between the acquisition cost and the fair value of the acquired assets is recognized as goodwill, provided that the acquisition cost is higher. If the total acquisition cost is lower than the fair value of the acquired assets, the difference is directly recognized in total income.

Intra-Group transactions, balances and non-realized profits from transactions between the companies of the Group are eliminated. Non realized losses are also eliminated unless the transaction includes impairment indications of the transferred asset. The accounting principles of the subsidiaries have been modified so that there is uniformity between them and the principles adopted by the Group.

In the individual Financial Statements of HELEX, the participation in subsidiary companies is valued at the acquisition value minus any provision for impairment of their values. Impairment indications can be drawn from the current value of similar companies, the assets and the results of each subsidiary and the expected cash flows. As the subsidiaries of HELEX are not listed so as to have an indication of their current value, a valuation study was done (conducted by independent estimators) on their "purchase cost", as provided for by IAS 36.

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

Company	Head Office	Activity	% of direct participation	% of Group
Athens Exchange	Athens	Organization and support of the operation of stock and derivatives markets as well as other financial instruments	90%	100%
Athens Exchange Clearing House	Athens	Management of clearing systems and / or central counterparty, as well as comparable mechanisms with similar characteristics and / or a combination of these systems in order to carry out, in Greece and/or abroad, the activities of finalizing or reconciling or settling the finalization of transactions in financial instruments and in general the operation as a System administrator in accordance with the provisions of article 72 of Law 3606/2007 (Government Gazette A/195/17.8.2007), as it applies.	100%	100%
Thessaloniki Stock Exchange Centre	Thessa-loniki	The provision of financial services and any other comparable activity. The undertaking, based on a contract with Athens Exchange and in cooperation with it, of organizing exchange transactions in northern Greece; the carrying out of commercial activities to promote and provide software services and the use / rebroadcast of information from capital markets.	66.10%	99.9%

When a minority interest in a subsidiary company is purchased, the difference between the book value and the price paid to purchase the shares of the minority shareholders is charged to the equity of the purchasing company. This principle was applied for the purchase of the minority interest in ADECH on 27.7.2006.

(Amounts in thousand euro unless otherwise noted) 54

On 5.3.2010 HELEX purchased 100% of the shares of the company YPSIPILI S.A., with headquarters in Athens, for €130 thousand. At the General Meeting of 22.3.2010, the Articles of Association of the company were modified and the company was renamed "Athens Exchange Clearing House S.A." with the commercial title "ATHEXClear". The company's purpose is to clear trades that take place on Athens Exchange.

5.3.2. Tangible assets

Real Estate

Real estate belonging to the fixed assets is presented in the financial statements at its fair value, minus accumulated depreciation and possible value impairment. Real estate earmarked for sale is reported separately in the financial statements (IFRS-5), in the fiscal year in which the decision to sell, as well as in the following one. The last estimation of the value of the buildings took place at the end of 2007 and during the first months of 2008 and management believes that there are no significant deviations concerning the conditions of the estimate.

Real Estate investments

Investments in real estate include a plot of land and a building that are not being used by the Group with the aim of disposing or leasing these properties. Investments in real estate are presented at cost minus depreciation. When the book values of the real estate investments exceed their recoverable value, the difference (impairment) is recorded directly as an expense in the results.

Plots of land that are included in real estate investments are not depreciated. Buildings are depreciated with the straight line method during their useful life, which is 20 years.

Other tangible assets

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

The acquisition cost includes all the direct expenses for the acquisition of the assets. Later expenses are recognized as an increase in the book value of the tangible fixed assets or as a separate asset only to the extent that these expenses increase the future financial benefits expected to flow in from the use of the fixed asset and their cost can be reliably measured. The cost of repairs and maintenance is recognized in the comprehensive income when incurred. Assets with an acquisition value less than €1,200 per unit are expensed in full in the fiscal year in which they are acquired.

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

	Depreciation rate
– Plots of land	0%
– Buildings	5%
– Machinery and equipment	12%-20%
– Automobiles	15%-20%
– Other equipment	10%-30%

The useful life of the tangible fixed assets is periodically revised and the depreciation rates are readjusted for the current and future periods, if they are substantially different from previous estimates. When the book value of the fixed assets exceeds their recoverable value, the difference (impairment) is recognized as an expense in comprehensive income.

When tangible assets are sold, the differences between the benefit obtained and their accounting value are booked as profits or losses in the results.

5.3.3. Intangible assets

Intangible assets include software licenses valued at the acquisition cost minus depreciation. Only intangible assets of a considerable value are recognized as assets. Depreciation is calculated using the straight line method during the useful life of these assets, which is estimated to be approximately 3 years.

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5.3.4. Asset impairment

Depreciated assets are subjected to an impairment check when there are indications that their book values shall not be recovered. The recoverable value is the greater of the net selling price (selling price minus selling expenses) and the value-in-use (as calculated from the net cash flows). Loss due to a reduction in the value of the assets is recognized when the book value of these assets (or the Cash Flow Generating Unit) is greater than their recoverable amounts.

5.3.5. Financial instruments

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

The financial receivables and financial liabilities in the Statement of Financial Position consist of cash at hand and at bank, securities, other receivables, participations, short and long-term liabilities.

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

Securities (IAS 32 & 39) are documents (titles) incorporating a right on a specific asset which can be valued in cash. These titles are either registered or bearer. The main types of securities are shares, bonds (government, bank or corporate), treasury bills, mutual funds etc.

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

For the HELEX Group, securities were initially characterized as securities at fair value through profit or loss; that is they were considered as being purchased and kept with the aim of being liquidated in the short-term for profit. Therefore, they were classified under IAS 39 "Financial Instruments: Recognition and Measurement" and their valuation was at their fair value while the profits or losses from the valuation are recognized in the results of the period. Starting on 1.7.2008, the modifications of IAS 39 were adopted, and as a result these securities were classified in the portfolio available-for-sale, and the result of the valuation of the bonds is recognized in a special reserve. The estimated profits or losses that arise from the changes in the fair value of the securities that are classified in the available-for-sale portfolio are recognized in a special reserve in equity. When the securities from the available-for-sale portfolio are sold, the corresponding accumulated profits/losses are transferred from the special reserve to the corresponding accounts in the Statement of Comprehensive Income.

Financial assets are classified in the following categories:

a) financial assets at fair value through total comprehensive income b) loans and claims, c) investments held until maturity and d) securities available-for-sale. The decision on the classification is taken by management when the asset is initially recognized.

Financial assets designated at fair value through profit or loss

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

Available-for-sale investment securities

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

Accounting treatment and valuation

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

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

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

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

5.3.6. Other long term receivables

Other long-term receivables may include rental guarantees, guarantees to utilities (OTE, PPC etc) and other long term duration amounts. If these amounts are material, they are discounted to the present value for the following years during which they are expected to be collected.

5.3.7. Derivative financial instruments

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

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

5.3.8. Commercial receivables

Receivables from customers are short-term in nature (due in a period less than 12 months from the date of entry) and recognized at their fair value, while if there is a delay in the collection, or indications of impairment in the value of the claim, a provision is calculated for the reduction in its value. In that case, the claim is valued at its recoverable amount; that is at the current value of the future flows estimated to be collected.

The relevant loss is directly recognized in the statement of comprehensive income.

5.3.9. Cash and cash equivalents

Cash and cash equivalents are cash at hand and at bank as well as highly liquid short-term investments, such as bank deposits having a duration of up to three months from their commencement date.

5.3.10. Share Capital

Share capital includes the common stock of the Company. Common stock is included in equity. Direct expenses incurred when issuing stock are reported after deducting the relevant income tax, as a reduction of the issue, in the share premium account.

5.3.11. Income tax and deferred tax

The recognition of income tax in the period includes current and deferred taxes; that is, taxes or tax relief associated with financial benefits arising during the current period that have already been assessed or shall be assessed by the tax authorities in different periods.

The liabilities or claims from the income tax presented in the Statement of Financial Position include short term liabilities or claims to the tax authorities associated with the taxes payable on the taxable income of the period and possible additional income tax as regards previous periods.

Current taxes are calculated in accordance with the tax rates and tax laws applicable in the accounting periods on the relevant taxable profits. All changes in the short term taxation items of the assets or liabilities are recognized as part of the tax expenses in the statement of comprehensive income.

Deferred income tax is calculated with the liability method on the basis of the temporary differences arising between the book value of the assets and liabilities included in the Financial Statements and the tax value attributed to them in accordance with the tax legislation.

In order to determine the deferred income tax, tax rates are used which have come into effect or are effectively in force until the date of the Statement of Financial Position.

The Group recognizes deferred tax claims when it is likely that the future taxable profits will be sufficient for the offsetting of the temporary differences.

Deferred income tax for temporary differences arising from investments in subsidiaries is recognized, with the exception of a deferred tax liability where the reversal of the temporary differences is controlled by the Group and it is likely that the temporary differences will not be reversed in the foreseeable future.

Most of the changes in the deferred tax claims or liabilities are recognized as part of the tax expenses in the statement of comprehensive income. Only when changes in the assets or liabilities influencing temporary differences are directly recognized in the equity of the Group (such as revaluation of the value of real estate), is the corresponding change in the deferred tax claims or liabilities presented against the relevant equity account.

5.3.12. Employee benefits

Short term employee benefits

Current benefits to employees (except benefits for the termination of employment) in cash and in kind are recognized as an expense in the fiscal year they are paid.

Any unpaid amount on the date the financial statements are prepared is recognized as a liability while in the case that the amount already paid exceeds the amount of the provisions, the Group recognizes the excess amount as an asset item (prepaid expense) only to the extent that this prepayment shall lead to a reduction in future payments or to a return.

Staff retirement obligations

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

Defined contribution plan

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

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

Defined benefits plan

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

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

The commitment to the defined benefit is calculated on an annual basis by an independent actuary using the projected unit credit method. For discounting, the interest of the long term Greek Government bonds is used.

The actuarial profits or losses that arise from the adjustments based on historical data are directly recognized in the result, as they occur (note 5.20).

Stock Option Plans for employees

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

The fair value is arrived at through a valuation model that is appropriate for similar cases. The cost of the stock option plans is recognized during the period, in which the prerequisites for exercising the relevant options are gradually satisfied, with that period ending on the date which the executives participating in the plan establish their right to receive/purchase the shares (vesting date). For options which never vest, no such expense is recognized, except for options whose vesting depends on the fulfillment of specific, external market conditions. It is assumed that these options vest when all the performance criteria have been satisfied, irrespective of the satisfaction of the external market conditions.

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

Given that the total cost of the plans in question is not significant compared to size of the financial statements, the Group only provides information about the most important elements, as required based on IFRS 2 "Share based payment."

5.3.13. Grants

Government subsidies are not included in the financial statements of the Group unless there is a substantiated certainty that:

a) The company has complied or is going to comply with the terms of the subsidy; and

b) The amount of the subsidy will be collected.

The fair value of the collected consideration is recognized as revenue in a systematic way on the basis of the principle of associating subsidies with the relevant costs which they subsidize.

Subsidies concerning fixed assets are included in the long term liabilities as future period revenue and are systematically recognized as revenue during the useful life of the subsidized fixed asset.

5.3.14. Provisions

Provisions are recognized in accordance with the requirements of IAS 37, when:

- the Group has a current commitment (legal or inferred) as a result of a past event;

- it is likely that an outflow of resources shall be required incorporating financial benefits for the settlement of the commitment; and
- it is possible to estimate the amount of the commitment reliably.

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

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

5.3.15. Revenue Recognition

Revenue is recognized only when it is likely that the financial benefits associated with the transaction shall flow in the company and in particular:

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

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

Revenue from derivatives products

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

Revenue from Members (fees)

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

Revenue from listed companies

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

Revenue from market data vendors

Revenue from this source is recognized at the time the service provided is completed, provided that the relevant claim is certain and recoverable.

Technological support services

Revenue from technological support services is recognized at the time the service provided is completed, provided that the relevant claim is certain and recoverable.

Other services

Revenue from other services is recognized at the time the service provided is completed, provided that the economic benefits connected with the transaction will flow to the Company.

Interest

Interest income is recognized in accordance with the principle of accrued income (taking into account the true yield of the asset).

Dividends

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

5.3.16. Dividend distribution

The distribution of dividends to HELEX shareholders is recognized as a liability in the consolidated financial statements on the date the distribution is approved by the General Meeting of the shareholders.

5.3.17. New standards, modified standards and interpretations

Certain new standards, amendments to standards and interpretations have been issued that are mandatory for periods beginning during the current financial year and subsequent years. The Group's evaluation of the effect of these new standards, amendments to standards and interpretations is provided below.

Standards and Interpretations effective for the current financial year

IAS 24 (Revised) "Related Party Disclosures"

This amendment attempts to reduce disclosures of transactions between government-related entities and clarify related-party definition. More specifically, it removes the requirement for government-related entities to disclose details of all transactions with the government and other government-related entities, clarifies and simplifies the definition of a related party and requires the disclosure not only of the relationships, transactions and outstanding balances between related parties, but of commitments as well in both the consolidated and the individual financial statements. This revision does not affect the Group's financial statements.

IAS 32 (Amendment) "Financial Instruments: Presentation"

This amendment clarifies how certain rights issues should be classified. In particular, based on this amendment, rights, options or warrants to acquire a fixed number of the entity's own equity instruments for a fixed amount of any currency are equity instruments if the entity offers the rights, options or warrants pro rata to all of its existing owners of the same class of its own non-derivative equity instruments. This amendment is not relevant to the Group.

IFRIC 19 "Extinguishing Financial Liabilities with Equity Instruments"

This interpretation addresses the accounting by the entity that issues equity instruments to a creditor in order to settle, in full or in part, a financial liability. This interpretation is not relevant to the Group.

IFRIC 14 (Amendment) "The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction"

The amendments apply in limited circumstances: when an entity is subject to minimum funding requirements and makes an early payment of contributions to cover those requirements. The amendments permit such an entity to treat the benefit of such an early payment as an asset. This interpretation is not relevant to the Group.

Amendments to standards that form part of the IASB's 2010 annual improvements project (International Accounting Standards Board)

The amendments set out below describe the key changes to IFRSs following the publication in May 2010 of the results of the IASB's annual improvements project. Unless otherwise stated the following amendments do not have a material impact on the Group's financial statements.

IFRS 3 "Business Combinations"

The amendments provide additional guidance with respect to: (i) contingent consideration arrangements arising from business combinations with acquisition dates preceding the application of IFRS 3 (2008); (ii) measuring non-controlling interests; and (iii) accounting for share-based payment transactions that are part of a business combination, including un-replaced and voluntarily replaced share-based payment awards.

IFRS 7 "Financial Instruments: Disclosures"

The amendments include multiple clarifications related to the disclosure of financial instruments.

IAS 1 "Presentation of Financial Statements"

The amendment clarifies that entities may present an analysis of the components of other comprehensive income either in the statement of changes in equity or within the notes.

IAS 27 "Consolidated and Separate Financial Statements"

The amendment clarifies that the consequential amendments to IAS 21, IAS 28 and IAS 31 resulting from the 2008 revisions to IAS 27 are to be applied prospectively.

IAS 34 "Interim Financial Reporting"

The amendment places greater emphasis on the disclosure principles that should be applied with respect to significant events and transactions, including changes to fair value measurements, and the need to update relevant information from the most recent annual report.

IFRIC 13 "Customer Loyalty Programmes"

The amendment clarifies the meaning of the term 'fair value' in the context of measuring award credits under customer loyalty programmes.

Standards and Interpretations effective from periods beginning on or after 1 January 2012

IFRS 9 "Financial Instruments" *(effective for annual periods beginning on or after 1 January 2015)*

IFRS 9 is the first Phase of the Board's project to replace IAS 39 and deals with the classification and measurement of financial assets and financial liabilities. The IASB intends to expand IFRS 9 in subsequent phases in order to add new requirements for impairment and hedge accounting. The Group is currently investigating the impact of IFRS 9 on its financial statements. The Group cannot currently early adopt IFRS 9 as it has not been endorsed by the EU. Only once approved will the Group decide if IFRS 9 will be adopted prior to 1 January 2015.

IFRS 13 "Fair Value Measurement" *(Effective for annual periods beginning on or after 1 January 2013)*

IFRS 13 provides new guidance on fair value measurement and disclosure requirements. These requirements do not extend the use of fair value accounting but provide guidance on how it should be applied where its use is already required or permitted by other standards within IFRSs. IFRS 13 provides a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across IFRSs. Disclosure requirements are enhanced and apply to all assets and liabilities measured at fair value, not just financial ones. This standard has not yet been endorsed by the EU.

IFRS 7 (Amendment) "Financial Instruments: Disclosures" – transfers of financial assets *(effective for annual periods beginning on or after 1 July 2011)*

This amendment sets out disclosure requirements for transferred financial assets not derecognised in their entirety as well as on transferred financial assets derecognised in their entirety but in which the reporting entity has continuing involvement. It also provides guidance on applying the disclosure requirements.

IAS 12 (Amendment) "Income Taxes" *(effective for annual periods beginning on or after 1 January 2012)*

The amendment to IAS 12 provides a practical approach for measuring deferred tax liabilities and deferred tax assets when investment property is measured using the fair value model in IAS 40 "Investment Property". This amendment has not yet been endorsed by the EU.

IAS 1 (Amendment) "Presentation of Financial Statements" *(effective for annual periods beginning on or after 1 July 2012)*

The amendment requires entities to separate items presented in other comprehensive income into two groups, based on whether or not they may be recycled to profit or loss in the future. This amendment has not yet been endorsed by the EU.

***IAS 19 (Amendment) "Employee Benefits"** (effective for annual periods beginning on or after 1 January 2013)*

This amendment makes significant changes to the recognition and measurement of defined benefit pension expense and termination benefits (eliminates the corridor approach) and to the disclosures for all employee benefits. The key changes relate mainly to recognition of actuarial gains and losses, recognition of past service cost / curtailment, measurement of pension expense, disclosure requirements, treatment of expenses and taxes relating to employee benefit plans and distinction between "short-term" and "other long-term" benefits. This amendment has not yet been endorsed by the EU.

***IFRS 7 (Amendment) "Financial Instruments: Disclosures"** (effective for annual periods beginning on or after 1 January 2013)*

The IASB has published this amendment to include information that will enable users of an entity's financial statements to evaluate the effect or potential effect of netting arrangements, including rights of set-off associated with the entity's recognised financial assets and recognised financial liabilities, on the entity's financial position.This amendment has not yet been endorsed by the EU.

***IAS 32 (Amendment) "Financial Instruments: Presentation"** (effective for annual periods beginning on or after 1 January 2014)*

This amendment to the application guidance in IAS 32 clarifies some of the requirements for offsetting financial assets and financial liabilities on the statement of financial position. This amendment has not yet been endorsed by the EU.

Group of standards on consolidation and joint arrangements (effective for annual periods beginning on or after 1 January 2013)

The IASB has published five new standards on consolidation and joint arrangements: IFRS 10, IFRS 11, IFRS 12, IAS 27 (amendment) and IAS 28 (amendment). These standards are effective for annual periods beginning on or after 1 January 2013. Earlier application is permitted only if the entire "package" of five standards is adopted at the same time. These standards have not yet been endorsed by the EU. The Group is in the process of assessing the impact of the new standards on its consolidated financial statements. The main provisions are as follows:

IFRS 10 "Consolidated Financial Statements"

IFRS 10 replaces all of the guidance on control and consolidation in IAS 27 and SIC 12. The new standard changes the definition of control for the purpose of determining which entities should be consolidated. This definition is supported by extensive application guidance that addresses the different ways in which a reporting entity (investor) might control another entity (investee). The revised definition of control focuses on the need to have both power (the current ability to direct the activities that significantly influence returns) and variable returns (can be positive, negative or both) before control is present. The new standard also includes guidance on participating and protective rights, as well as on agency/ principal relationships.

IFRS 11 "Joint Arrangements"

IFRS 11 provides for a more realistic reflection of joint arrangements by focusing on the rights and obligations of the arrangement, rather than its legal form. The types of joint arrangements are reduced to two: joint operations and joint ventures. Proportional consolidation of joint ventures is no longer allowed. Equity accounting is mandatory for participants in joint ventures. Entities that participate in joint operations will follow accounting much like that for joint assets or joint operations today. The standard also provides guidance for parties that participate in joint arrangements but do not have joint control.

IFRS 12 "Disclosure of Interests in Other Entities"

IFRS 12 requires entities to disclose information, including significant judgments and assumptions, which enable users of financial statements to evaluate the nature, risks and financial effects associated with the entity's interests in subsidiaries, associates, joint arrangements and unconsolidated structured entities. An entity can provide any or all of the above disclosures without having to apply IFRS 12 in its entirety, or IFRS 10 or 11, or the amended IAS 27 or 28.

IAS 27 (Amendment) "Separate Financial Statements"

This Standard is issued concurrently with IFRS 10 and together, the two IFRSs supersede IAS 27 *"Consolidated and Separate Financial Statements"*. The amended IAS 27 prescribes the accounting and disclosure requirements for investment in subsidiaries, joint ventures and associates when an entity prepares separate financial statements. At the same time, the Board relocated to IAS 27 requirements from IAS 28 "Investments in Associates" and IAS 31 "Interests in Joint Ventures" regarding separate financial statements.

IAS 28 (Amendment) "Investments in Associates and Joint Ventures"

IAS 28 *"Investments in Associates and Joint Ventures"* replaces IAS 28 *"Investments in Associates"*. The objective of this Standard is to prescribe the accounting for investments in associates and to set out the requirements for the application of the equity method when accounting for investments in associates and joint ventures, following the issue of IFRS 11.

5.4. Risk Management

Financial Risk Factors

The Group is exposed to a limited range of financial risks. The usual risks to which the group is theoretically subjected are market risk (changes in exchange rates, interest, market prices), credit risk, liquidity risk, cash flow risk.

The general risk management program of the Group focuses on the management of risks that ATHEXClear, a subsidiary of HELEX, assumes as central counterparty in the settlement of derivative products.

Risk management is performed by the appropriate departments of the Group and the basic elements are described below.

Foreign exchange risk

This risk does not materially influence the operation of the Group, since there are very few transactions with customers and suppliers in foreign currencies.

Price risk

The Group is exposed to the risk of change in the value of the securities it possesses. On 31.12.2011 the Group possessed Greek Bank bonds.

Credit risk

The turnover of the Group mainly consists of transactions with members of the cash and derivatives markets as well as with reliable foreign houses which have a high credit rating. On this basis, it is estimated that the credit risk is minimal.

The Hellenic Capital Market Commission, with decisions 5, 6 and 7/556/8.7.2010 (Government Gazette B' 1172/4.8.2010) granted to Athens Exchange Clearing House (ATHEXClear) a license to manage and operate systems to clear trades on dematerialized securities (Securities System) and derivatives products (Derivatives System). In this capacity, ATHEXClear assumes the risk that Clearing Members renege on their obligations to clear and settle trades, as described in the Rulebook (credit counterparty risk).

ATHEXClear has enacted and is implementing a number of mechanisms and financial assets to cover risk, and is responsible for the smooth operation of the system in general, in conjunction with the scope and size of trades whose clearing it has undertaken. The mechanisms that ATHEXClear applies are described in the "Regulation of clearing of Transferable securities transactions in book entry form" and in the "Regulation on the clearing of transactions on derivatives."

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

In particular, in order to protect the securities system from credit risk of Clearing Members, ATHEXClear administers the Clearing Fund which acts as a risk sharing fund to which Clearing

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

As far as the derivatives system is concerned, ATHEXClear undertakes the clearing of trades as central counterparty. Every beneficiary of a clearing account, blocks in favor of ATHEX, under the responsibility of the Clearing Member that represents him, margin in order to fulfill all of his obligations from the transactions that take place on his account in the Derivatives Market. The requirement to provide margin is covered through the blocking of cash, liquid securities and dematerialized securities of the Greek government. Besides the blocking of margin at the final investor level, each Clearing Member is obliged to provide additional margin to reassure the fulfillment of his obligations to ATHEX, depending on his capacity and the risk that his trading activity entails. In particular, ATHEXClear applies a methodology based on which the minimum margin per Clearing Member is calculated, in order for this margin to be sufficient, at a minimum, to cover the loss under any extreme market conditions that may arise in case the Clearing Member is past due.

Liquidity risk

Liquidity risk is maintained at low levels by keeping adequate cash in hand and highly liquid securities while the revenue from transactions, both in the cash and derivatives market, is immediately collected (T+4 for stocks, T+2 for bonds).

Cash flow risk and risk from the change of the fair value due to interest rate changes

The operating revenue, as well as the cash flows of the Group are independent of interest rate changes

5.5. Segment Information

A **business sector** is defined as a group of assets and operations which provide products and services, each of which has different risks and returns from other business sectors. A **geographical sector** is defined as a geographical area in which products and services are provided and each of which is subject to different risks and returns from other areas. For the HELEX Group, the main interest for financial information focuses on business sectors while the geographical distribution of the Group's activity is not of particular interest since the company's electronic systems – located at its headquarters - are at the disposal of investors irrespective of their location.

On December 31st 2011 the main activities of the Group broken down by business sector were as follows:

GROUP	Segment information (1) on 31.12.2011						
	Trading	Clearing	Settlement	Data Feed	IT	Other *	Total
Revenue	7.889	14.875	1.221	4.256	1.032	18.646	47.919
Capital income	1.766	2.650	471	294	118	589	5.888
Expenses	(6.142)	(11.846)	(946)	(2.820)	(1.490)	(9.037)	(32.281)
Result	**3.513**	**5.679**	**746**	**1.730**	**(340)**	**10.198**	**21.526**
Assets	9.387	14.081	2.503	1.565	626	3.129	31.291
Cash & cash equivalents	33.651	50.476	8.974	5.608	2.243	11.217	112.169
Other assets	6.680	10.021	1.781	1.113	445	2.227	22.268
Total assets	**49.718**	**74.578**	**13.258**	**8.286**	**3.314**	**16.573**	**165.728**
Total Liabilities	3.918	5.877	1.045	653	261	1.306	13.061

** includes revenue from Exchange, Depository, Clearinghouse, settlement and other services.*

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

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GROUP	Segment information (1) on 30.09.2010						
	Trading	Clearing	Settlement	Data Feed	IT	Other *	Total
Revenue	12.844	23.269	1.718	4.142	1.185	18.977	62.135
Capital income	1.337	2.005	356	223	89	446	4.456
Expenses	(10.574)	(18.215)	(1.385)	(2.529)	(1.453)	(11.158)	(45.314)
Result	**3.607**	**7.059**	**689**	**1.836**	**(179)**	**8.265**	**21.277**
Assets	9.731	14.596	2.595	1.622	649	3.244	32.435
Cash & cash equivalents	34.402	51.603	9.174	5.734	2.293	11.467	114.673
Other assets	7.361	11.042	1.963	1.227	491	2.454	24.538
Total assets	**51.494**	**77.241**	**13.732**	**8.582**	**3.433**	**17.165**	**171.646**
Total Liabilities	6.894	10.341	1.838	1.149	460	2.298	22.980

** includes revenue from Exchange, Depository, Clearinghouse, settlement and other services.*

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

5.6. Trading

Total revenue from trading in FY 2011 amounted to €7.9m vs. €12.8m in 2010, a 38.6% reduction. Revenue is broken down in the table below:

Revenue from trading	Group		Company	
	30.12.2011	31.12.2010	30.12.2011	31.12.2010
Shares	5.848	10.344	0	0
Derivatives	2.034	2.484	0	0
EFTs	7	16	0	0
Total	**7.889**	**12.844**	**0**	**0**

Revenue from stocks, which consists of revenue from the organized market and the Common Platform, amounted to €5.9m vs. €10.3m in 2010, a 43.5% reduction. This significant reduction is due first to the drop in the average daily value of transactions by 40.9% (€82.4m vs. €139.4m), and second to the reduction in the subscriptions paid by ATHEX members on the value of their daily trading activity by 16.7% (0.0125% vs. 0.015%), starting on 1.7.2010.

Revenue from derivatives amounted to €2m vs. €2.5m in 2010, reduced by 18.1%, due to the new pricing policy and the increased rebates that are given to members of the derivatives markets starting on 1.8.2010, despite the 14.2% increase in the number of contracts.

5.7. Clearing

Revenue from clearing amounted to €14.9m vs. €23.2m in 2010, a 36.1% reduction, and is broken down in the following table:

Revenue from clearing	Group		Company	
	31.12.2011	31.12.2010	31.12.2011	31.12.2010
Shares	7.721	16.621	0	7.476
Derivatives	4.754	5.791	0	1.770
EFTs	11	26	0	13
Transfers - Allocations (special settlement instructions)	841	395	0	130
Trade notification instructions	1.548	436	0	0
Total	**14.875**	**23.269**	**0**	**9.389**

Revenue from stock clearing, which consists of revenue from the organized market and the Common Platform, amounted to €7.7m vs. €16.6m in the corresponding period last year, a 53% reduction. This significant reduction is due on the one hand to the drop in the average daily traded value by 40.9% (€82.4m vs. €139.4m), and on the other to the reduction in the fees for stock transfers charged by

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ATHEXClear to 0.02% of the value of the trade per counterparty to the transaction (down from 0.025%), starting on 22.9.2010.

Revenue from derivatives clearing amounted to €4.7m vs. €5.8m in the corresponding period last year, reduced by 17.9%, due to the new pricing policy and to the increased rebates provided to members of the derivatives market starting on 1.8.2010. despite the 14.2% increase in the number of contracts.

Revenue from transfers – allocations more than doubled, and amounted to €841 thousand vs. €395 thousand in 2010, due to the implementation of the new pricing policy by ATHEXClear, which is in effect since 27.9.2010, and positively affects fiscal year 2011.

In addition, due to the implementation of the new pricing policy by ATHEXClear, new charges went into effect for orders of notification of an operator account; revenue amounted to €1.5m, which did not exist in the corresponding period last year. If we group these amounts in order to make them comparable, then revenue from share clearing in FY 2011 amounted to €10.110m (€7.721 + €841 + €1.548) vs €17.452m last year, reduced by 42%.

5.8. Settlement

Revenue from settlement amounted to €1.2m vs. €1.7m in 2010, a 28.9% drop, and is broken down in the following table:

Revenue from settlement	Group		Company	
	31.12.2011	31.12.2010	31.12.2011	31.12.2010
On-exchange transactions	1	10	1	6
Off-exchange transfers	1.220	1.708	1.220	1.708
Trade notification orders	0	0	1.238	350
Flat settlement fee	0	0	11.500	11.250
Total	**1.221**	**1.718**	**13.959**	**13.314**

The total reduction in settlement revenue at the Group level is due to the reduction of off-exchange transfers by investors (€174 thousand in 2011 vs. €280 thousand in 2010) and off-exchange transfers by operators (€1,046 thousand in 2011 vs. €1,428 thousand in 2010).

HELEX receives revenue from trade settlement services that it provides to ATHEXClear:

1. A flat settlement fee amounting to €11.5m, and
2. €1,238 thousand from trade notification orders

Since these amounts concern intragroup transactions, they are eliminated on a consolidated basis, and thus do not appear in the Group.

5.9. Exchange services

This category includes revenue from issuers for rights issues and quarterly subscriptions, as well as member subscriptions. Revenue from this category in 2011 amounted to €6.9m vs. €9.1m in 2010, a 24% reduction. Revenue is broken down in the following table:

Revenue from Exchange services	Group		Company	
	31.12.2011	31.12.2010	31.12.2011	31.12.2010
Quarterly subscriptions by listed companies (a)	2.820	3.631	0	0
Rights issues by listed companies (b)	2.873	4.092	0	0
Member subscriptions (c)	977	1.304	0	0
Revenue from emission allowance auctions (d)	100	0	0	0
Bonds - Greek government securities	127	53	0	0
Total	**6.897**	**9.080**	**0**	**0**

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a) Revenue from listed company subscriptions amounted in €2.8m in 2011 vs. €3.6m in 2010, reduced by 22.2% due to the 31.5% reduction in the average market capitalization of ATHEX listed companies.

b) Fees on the rights issues by listed companies amounted to €2.9m (ATEbank - €1.3m;Piraeus bank - €807 thousand; Marfin Popular - €488 thousand; Hellenic Duty Free Shops - €85 thousand; Maillis - €37 thousand; Hygeia - €32 thousand; Hippotour - €10 thousand; HOL - €14 thousand) compared to €4.1m last year (NBG - €1.8m; Emporiki Bank - €1m; Bank of Cyprus - €379 thousand; Geniki Bank - €340 thousand; Avenir- €109 thousand; NEL - €57 thousand; T Bank - €48 thousand; Attica - €42 thousand; Altec - €39 thousand).

c) Revenue from subscriptions and member terminals amounted to €574 thousand in 2011 vs. €878 thousand in 2010, i.e. reduced by 34.6%, due to the reduction in trading activity, while revenue from subscriptions in the derivatives market amounted to €403 thousand in 2011, vs. €426 thousand in 2010, reduced by 5.4%, due to the departure of members from the market.

d) The auction of emission allowances begun in June 2011 and revenue from this activity amounted to €100 thousand for this time period.

5.10. Depository services

This category includes revenue from rights issues by listed companies, operator quarterly subscriptions as well as revenue from inheritances etc. Revenue for this category in 2011 amounted to €4m vs. €6m in 2010, a 32.8% reduction. Revenue is broken down in the following table:

Revenue from Depository services	Group		Company	
	31.12.2011	31.12.2010	31.12.2011	31.12.2010
Issuers (Rights issues - electronic updates-Link Up CSE) (1)	1.944	2.760	1.944	2.758
Investors (Inheritances et al.)	154	294	154	294
Operators (Quarterly subscriptions) (2)	1.792	2.800	1.792	2.802
Bonds - Greek government bonds	161	172	161	172
Total	**4.051**	**6.026**	**4.051**	**6.026**

(1) €1.1m concerns rights issues by listed companies and distribution of shares in the form of dividend (Marfin - €288 thousand, ATEBank - €180 thousand, Piraeus Bank - €180 thousand, Bank of Cyprus - €107 thousand; Hellenic Duty Free Shops - €89 thousand; HOL - €33 thousand; Hygeia - €52 thousand; Maillis - €57 thousand; EFG Eurobank - €40 thousand; Attica Holdings - €32 thousand; Centric - €30 thousand; Hippotour - €30 thousand) and €462 thousand concerns the provision of information to listed companies through electronic means.

(2) Calculated based on the value of the portfolio of the operators.

5.11. Clearing House services

This category includes revenue of the 0.125% fee on margin on derivative products, and the subscriptions of ATHEXClear members in the derivatives market. Revenue in this category amounted to €560 thousand vs. €660 thousand in 2010, posting a 15.2% reduction, and is broken down in the table below:

Revenue from Clearinghouse services	Group		Company	
	30.12.2011	31.12.2010	30.12.2011	31.12.2010
Fee 0.125 on margin	123	218	0	0
Member subscriptions (derivatives-ATHEXClear)	437	442	0	104
Total	**560**	**660**	**0**	**104**

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5.12. Data feed

Revenue from this category includes the rebroadcast of ATHEX and CSE market data, as well as revenue from the sale of statistical information. Revenue from this category amounted to €4.25m vs. €4.14m in the corresponding period last year, posting a 2.8% increase, and is broken down in the following table:

Revenue from data feed	Group		Company	
	31.12.2011	31.12.2010	31.12.2011	31.12.2010
Revenue from data feed	4.242	4.127	0	0
Revenue from publication sales	14	15	0	1
Total	**4.256**	**4.142**	**0**	**1**

5.13. Revenue from IT services

Revenue from this category amounted to €1m vs. €1.1m in 2010, an 12.9% reduction, and is broken down in the table below:

Revenue from IT services	Group		Company	
	31.12.2011	31.12.2010	31.12.2011	31.12.2010
Colocation services	132	138	114	114
Market Suite	226	269	53	150
DSS terminal use licenses	160	174	161	174
Common Platform services	164	159	0	0
Services to the Hellenic Cap. Market Comm.	165	259	0	0
Services to Members	185	186	1	49
Total	**1.032**	**1.185**	**329**	**487**

The Market Suite platform includes the following products: Market Vision, Market Order, Market Position, Market Office etc.

Services to theHellenic Capital Market Commission include the implementation of TRS software, IT and software for surveillance project.

Revenue from services to Members includes revenue from providing software - €78 thousand; revenue from TRS services - €69 thousand, as well as €31 thousand from the use of additional terminals, and is slightly reduced compared to last year.

5.14. Revenue re-invoiced expenses

Revenue from re-invoiced expenses	Group		Company	
	31.12.2011	31.12.2010	31.12.2011	31.12.2010
ATHEXNet	750	796	0	0
Revenue from sponsorships	281	120	0	0
Revenue from Sodali	50	0		0
Revenue from CSE travels	9	0		0
Total	**1.090**	**916**	**0**	**0**

Revenue from ATHEXNet amounts to €750 thousands and concerns re-invoiced expenses of the Group for ATHEXNet to Members. The corresponding expenses are shown in re-invoiced expenses (note 5.34).

The analysis of the sponsorships that the Group received for the organization of events and promotion of the Group internationally and in Greece in 2011 are shown in the table below:

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Sponshorships	Group		Company	
	31.12.2011	31.12.2010	31.12.2011	31.12.2010
New York roadshow	118	0	0	0
EN.A. event	25	0	0	0
London roadshow	138	120	0	0
Total	**281**	**120**	**0**	**0**

5.15. Other services

Revenue from other services posted a significant 66.7% reduction, amounting to €462 thousand vs. €1,386 thousand in 2010. This reduction is due on the one hand to the elimination of the revenue of the Group from the administration of the Clearing Fund in the amount of €488 thousand and for margin coverage audits in the amount of €189 thousand, which were collected last year, and on the other due to the reversal of provisions in the amount of €285 thousand that took place last year.

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

Revenue from other activities	Group		Company	
	31.12.2011	31.12.2010	31.12.2011	31.12.2010
OAED Grants	11	30	0	12
Education	64	85	55	71
Auxiliary Fund management	0	488	0	188
Rents (2)	92	103	241	238
Unused provisions	0	285	0	283
Margin coverage audits	0	189	0	80
Default of penalty clauses	0	17	0	17
Revenue from tax payment in one installment	91	102	46	50
Revenue - provision of data to the BoG (1)	166	0	166	0
Provision of support services to Co's of the Group	0	24	135	126
Asset grants	0	0	0	35
Refund from tax authorities	14	28	0	0
Others	24	35	13	23
Total	**462**	**1.386**	**656**	**1.123**

(1) Included in the contract signed with the Bank of Greece (BoG) for the provision of market data and analysis.

(2) Concerns lease contracts with ATHEXClear and the HCMC for the building owned by HELEX on Katouni St. in Thessaloniki, as well as revenue from the canteen and from Bloomberg on Athinon Ave.

5.16. X-NET revenue

X-NET revenue	Group		Company	
	31.12.2011	31.12.2010	31.12.2011	31.12.2010
Revenue from data feed	470	432	0	0
Revenue from publication sales	9	0	0	0
Total	**479**	**432**	**0**	**0**

InBroker / InBroker Plus

ATHEX provides the InBrokerPlus® system on a commercial basis to ATHEX members, as a comprehensive service of real time price watch, and order routing/management for end-users (OMS), for capital markets that are supported (ATHEX, CSE, and other foreign markets), as part of the operation of the XNET network by the HELEX Group.

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The BoD of TSEC, a subsidiary of the HELEX Group, decided on 23.12.2009 to enter into the commercial activity of distributing the InBroker/ InBrokerPlus services as a data vendor to ATHEX Members; this is accepted practice worldwide, and is followed by other European capital market Groups and maximizes the targeted aims and benefits. In FY 2011, the revenue from the InBrokerPlus® system amounted to €332 thousand, increased by 75% compared to 2010.

X-NET

XNET was designed and implemented by the HELEX Group in response to the challenges being introduced in European capital markets to simplify cross-border trading. XNET's basic aim is to enable brokers to enrich the access to international market services that they offer, thus improving their competitiveness in this new European environment.

XNET takes advantage of the existing infrastructure of the HELEX Group, in order to provide additional data dissemination services, as well as order routing and the clearing and settlement of cross-border trades, to the international capital markets that are supported, achieving significant economies of scale. In order to provide access to markets, selected "XNET agents" are used, thus ensuring particularly competitive fees.

The unique advantage of XNET, compared to other platforms, is the fact that foreign securities are registered in the existing investor accounts in HELEX's registry, acting as an Investors' CSD, ensuring the level of transparency, security and the ability to provide additional services to investors, and additional services that are provided for Greek stocks such as corporate action services. This is achieved either through the online connection with other Depositories that HELEX can use through its participation in the LinkUp Markets joint venture, or through HELEX's cooperation with global custodians.

Another significant advantage that the XNET network provides is that no additional investment in infrastructure is required in order for brokers to participate and use the abovementioned services, since brokers already have and are using these same technology platforms to trade in the Greek market.

At the same time, the competitive fees of the Group, in conjunction with the option of registering securities in HELEX's registry, make XNET a valuable tool in order for members of Athens Exchange to provide quality services to their clients.

At the first stage, the markets that are supported through XNET are developed markets in North America (USA) and Europe (Great Britain, Germany, Belgium, France, Netherlands, Portugal, Switzerland, Italy, Spain, Ireland, Denmark, Finland, Norway, Sweden) for stocks and Exchange Traded Funds (ETFs).

At a second stage, regional developing markets of SE Europe, the Middle East and Africa (SEEMEA) will be supported, as well as developed bond and derivative markets.

On the 11th of March 2011 the first trade through XNET took place, and on the 16th of March 2011 the first full cycle (order entry and execution, clearing, settlement and registration in the DSS) was completed, for the first trade that took place through the XNET network.

The HELEX Group has developed a specific webpage www.xnet-markets.net for the XNET network, where all necessary information for all activities is provided, for interested investors as well as XNET Members.

In gradual recognition of the competitive advantages of the XNET network, more and more ATHEX Members are joining XNET; at the end of 2012 there were sixteen (16) activated Members and three (3) at the activation stage, doing an ever increasing volume of international trades.

5.17. Operation of the ATHEX-CSE Common Platform

The operation of the ATHEX-CSE Common Platform, launched on 30.10.2006, completed 5 years of cooperation that was beneficial to both markets. The initial agreement foresaw that the two parties to the agreement, following the end of the above period, may reexamine, with a newer agreement, the terms that determine their cooperation.

At the end of 2010 the two Exchanges completed the negotiations for renewing the agreement for the next 5 years, and the signing of the relevant contract of operation of the Common Platform is expected to take place in the beginning of 2012.

During the time in which the Common Platform has been in operation, the basic goals of the cooperation, concerning the ease of access and use of the markets at a reduced cost, through the creation of common infrastructure and processes, to service their common growth strategy, especially since post-MiFID there cannot be any deviations, and that at the same time, the two Exchanges maintain their administrative independence (in matters of strategy, pricing policy, product/service availability etc.), in a climate of mutual understanding and coordination wherever required, but without one Exchange intervening in the relevant decisions of the other or with any action or decision to give the indication that there are any differences.

The operation of the Common Platform has increased the liquidity and the revenue of both markets, through the participation of remote members, and members in the two markets significantly increased, both qualitatively as well as quantitatively, the services that they provide to the network of their clients, and as a result their revenue.

On 31.12.2011, 11 CSE members and 1 CSE operator were full ATHEX remote members, while at the same time 11 ATHEX members were CSE remote members and therefore can carry out trading on listed companies in ATHEX and CSE respectively.

The net revenue of the HELEX Group from the operation of the ATHEX-CSE Common Platform in 2011 amounted to €890 thousand vs. €1.277 thousand in 2010, reduced by 30.3%.

The table below groups the results from the operation of the ATHEX-CSE Common Platform. These figures are not shown separately in the Statement of Comprehensive Income, but are included in the respective accounts.

Net revenue from the ATHEX-CSE Common Platform

	31.12.2011	31.12.2010
Trading	150	255
Clearing	74	392
Dual listing	117	143
Data feed	51	(54)
Fixed operation revenue	300	300
IT services	198	241
Net revenue	**890**	**1.277**

5.18. Management of the Clearing Fund

Athens Exchange Clearing House (ATHEXClear) administers the Clearing Fund, with the aim of protecting the system from the credit risk of the clearing members that arise from the clearing of trades.

Clearing members contribute to the Clearing Fund exclusively in cash. In addition, the Fund monitors and calculates, on a daily and intra-day basis, the risk that the obligations of the clearing members will not be fulfilled, and blocks corresponding additional guarantees in the form of cash and/or letters of guarantee. Based on the guarantees that have been blocked, the credit limits given to members are recalculated on a daily basis; these credit limits are being monitored in real time during market hours. The minimum size of the Clearing Fund is recalculated at least every three months, in accordance with the provisions of the Rulebook, in order for the size of the Fund to be adequate to cover at any time a loss under extreme market conditions that may arise if the clearing member which exposes the system to the greatest risk, is past due.

The participation of each clearing member in the Clearing Fund is determined based on its Account in it. The Account consists of all of the contributions by the clearing member that have been paid into the Fund in order to form the assets of the Fund; these assets are increased by revenue resulting from the management and investment of the assets of the Fund, as well as the cost of managing risk and margins, as determined by ATHEXClear procedures. The revenues and expenses are divided on a pro-rate basis to the Accounts of the clearing members in the Clearing Fund, in relation to the size of the Account balance.

The contributions to the Clearing Fund must be paid in by the clearing members in full, in cash through a bank account indicated by ATHEXClear. If cash is to be returned, ATHEXClear deposits the relevant amount to the bank account of the clearing member.

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The assets of the Clearing Fund are being kept in various banks. Each account is maintained in the name of the Clearing Fund and managed by ATHEXClear as administrator of the Fund.

All assets of the Clearing Fund are invested in € denominated bank deposits and in fixed income securities issued by member-states of the European Union or by large banks that operate in Greece, having a maximum duration of 6 months, in accordance with the decisions of the HELEX Strategic Investments Committee and the decision of the Administrator (ATHEXClear) of 15.7.2010. All assets of the Clearing Fund are invested in such a way in order to ensure that it can be liquidated in the same day (same day value).

The minimum size of the Clearing Fund, which is based on the value of trades that each member carries out, and calculated as described in the decisions of the Hellenic Capital Market Commission and in Part 4, Section II of the ATHEXClear Regulation of clearing of transferable securities transactions in book entry form. Based on the recalculation of the Clearing Fund on 31.12.2011, the minimum size of the Fund amounts to €23,241,202.77 and is in effect until 31.03.2012.

In each quarter, the difference between the new and the previous balance is either paid out or received into each account, by the administrator of the Clearing Fund.

The fee of the administrator of the Clearing Fund for FY 2010 amounted to €488 thousand, and revenue from member margin amounted to €189 thousand. Starting on 27.9.2010, ATHEXClear no longer receives a fee for managing the Clearing Fund.

5.19. Non-recurring revenue

Following the recourse of the company against the Greek state, claiming that the fee to the Hellenic Capital Market Commission, which is paid by HELEX to the HCMC, is a deductable expense, and as a result HELEX should receive back the taxes paid on the HCMC fee that were paid for fiscal years 2001, 2003, 2004 and 2005, totaling €2.4m, by an irrevocable decision of the Council of State ordered that the Greek State pay this amount to HELEX. The abovementioned amount has been offset with the extraordinary tax (law 3845/2010) which was paid in January 2011.

In May 2011, the amount of €2.7m which concerned the return of the extraordinary tax paid on ATHEX dividends received by HELEX, which had already paid the extraordinary tax, were offset with the HELEX income tax.

During the first nine months last year, HELEX recorded the amount of €477 thousand, which concerned the accounting treatment of the compensation received by the insurance company for the damages sustained by the HELEX building during the bomb blast on 2.9.2009.

5.20. Personnel remuneration and expenses

On 31.12.2011 the number of employees of the Group was 263, compared to 265 at the end of 2010. Out of all of the employees, 9 (3.4%) have a work contract with a duration of less than one year. Personnel remuneration and related expenses comprise 54.5% of the total operating expenses of the Group.

Personnel remuneration and expenses in FY 2011 amounted to €12.2m vs. €12.6m in 2009, posting a 3.2% reduction.

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

Personnel remuneration and expenses	Group		Company	
	31.12.2011	31.12.2010	31.12.2011	31.12.2010
Employees	263	265	107	112
Total Personnel	**263**	**265**	**107**	**112**

Personnel remuneration	8.768	9.356	3.359	3.891
Social security contributions	2.068	2.090	765	840
Personnel actuarial valuation (IAS 19)	166	(293)	80	(171)
Other benefits	969	994	398	482
Compensation due to personnel departure	230	456	164	414
Total	**12.201**	**12.603**	**4.766**	**5.456**

The reduction in staff remuneration and expenses would have been significantly greater if there had not been an actuarial study (IAS 19) reversal in the amount of €293 thousand, in the 2010 fiscal year.

Obligations to employees

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

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

Accounting Presentation in accordance with IAS 19 (amounts in €)	Group	
	31.12.11	31.12.10
Present value of liabilities not financed	1.581.948	552.116
Net liability recognized on the balance sheet	**1.581.948**	**552.116**
Amounts recognized in the profit & loss statement		
Cost of current employment	98.786	200.666
Interest on the liability	77.727	93.363
Recognition of actuarial loss / (profit)	70.190	(392.354)
Recognition of cost related to length of service	0	0
Cost of personnel reduction	149.434	341.076
Other expenses / revenues		(91.505)
Total expense in the profit & loss statement	**396.137**	**151.246**
Changes in the net liability recognized on the balance sheet		
Net liability at the beginning of the year	1.415.801	1.708.448
Benefits paid by the employer	(229.990)	(443.893)
Total expense recognized in the results	396.137	151.246
Net liability at the end of the year	**1.581.948**	**1.415.801**
Change in the present value of the liability		
Present value of the liability, beginning of the period	1.415.801	1.708.448
Cost of current employment	98.786	200.666
Interest expense	77.277	93.363
Benefits paid by the employer	(229.990)	(443.893)
Additional payments (revenue) or expenses	149.434	249.571
Costs related to length of service for the period	0	0
Actuarial loss / (profit)	70.190	(392.354)
Present value of the liability at the end of the period	**1.581.498**	**1.415.801**

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Accounting Presentation in accordance with IAS 19 (amounts in €)	Company	
	31.12.11	**31.12.10**
Present value of liabilities not financed	631.885	552.116
Net liability recognized on the balance sheet	**631.885**	**552.116**
Amounts recognized in the profit & loss statement		
Cost of current employment	49.056	74.648
Interest on the liability	30.311	44.407
Recognition of actuarial loss / (profit)	29.676	(228.452)
Recognition of cost related to length of service	0	
Cost of personnel reduction	134.813	337.619
Other expenses / revenues		(71.392)
Total expense in the profit & loss statement	**243.856**	**156.830**
Changes in the net liability recognized on the balance sheet		
Net liability at the beginning of the year	552.116	807.394
Benefits paid by the employer	(164.087)	(412.108)
Total expense recognized in the results	243.856	156.830
Net liability at the end of the year	**631.885**	**552.116**
Change in the present value of the liability		
Present value of the liability, beginning of the period	552.116	807.394
Cost of current employment	49.056	74.648
Interest expense	30.311	44.407
Benefits paid by the employer	(164.087)	(412.108)
Additional payments (revenue) or expenses	134.813	266.227
Costs related to length of service for the period		
Actuarial loss / (profit)	29.676	(228.452)
Present value of the liability at the end of the period	**631.885**	**552.116**

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

Discount rate	5.15%	5.49%
Increase in salaries (long term)	2.0%	2.0%
Inflation	2%	2%
Mortality table	EVK 2000	EVK 2000 (Swiss table)
Personnel turnover	0.5%	0.5%
Retirement ages		Depending on the rules of the Social Security Fund in which each employee belongs
Valuation date	31.12.2011	31.12.2010

5.21. Third party fees & expenses

In 2011 third party fees and expenses amounted to €656 thousand vs. €1,014 thousand, reduced by 35.3% compared to the corresponding period in 2010. Third party fees and expenses include the remuneration of the members of the BoDs of all the companies of the Group.

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Third party fees and expenses	Group		Company	
	31.12.2011	31.12.2010	31.12.2011	31.12.2010
BoD member remuneration	65	308	42	42
Attorney remuneration and expenses	75	61	0	0
Feees to auditors / consultants	242	365	113	38
Fees to FTSE (ATHEX)	248	218	0	0
Fees to training consultants	2	3	0	3
Other fees	1	20	1	14
DSS operator fees	23	39	23	38
Total	**656**	**1.014**	**179**	**135**

The remuneration of the Members of the Boards of Directors of the companies of the Group amounted to €65 thousand in 2011 vs. €308 thousand in 2010, which includes €243 thousand in remuneration for the former CEO of HELEX Mr. Spyros Capralos which does not exist in 2011.

The current CEO of HELEX and Chairman of ATHEX, Mr. Socrates Lazarides receives remuneration through staff payroll.

5.22. Utilities

Utilities	Group		Company	
	31.12.2011	31.12.2010	31.12.2011	31.12.2010
PPC (Electricity)	427	575	427	506
EYDAP (water)	14	14	14	12
Fixed - mobile telephony - internet	136	84	92	58
Leased lines - ATHEXNet	214	142	123	72
Total	**791**	**815**	**656**	**648**

Expenses in this category, which were reduced by 2.9%, include the cost of electricity, water, fixed line and mobile telephony and telecommunications networks, and amounted to €791 thousand vs. €815 thousand in 2010.

Leased line expenses that concern the Group include expenses for the service of connecting ATHEXnet users with Members which amounted to €214 thousand in FY 2011 vs. €142 thousand in FY 2010.

5.23. Maintenance / IT support

Maintenance and IT support includes expenses for the maintenance of the Group's technical infrastructure, support for the IT systems (technical support for the electronic trading platforms, databases, Registry [DSS] etc.). Maintenance and repair expenses amounted to €1.75m in FY 2011, and were at the same level as 2010.

5.24. Taxes – VAT

The non deductible value added tax, and other taxes (ETAK etc) that burden the cost of services amounted to €1.32m compared to €1.14m in 2010, increased by 16% compared to 2010 due on the one hand to the VAT increase to 23% and on the other to the increase in the special property tax, which amounted to €86 thousand and was paid in 2011.

5.25. Building / equipment management

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

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Building and equipment management expenses in FY 2011 amounted to €760 thousand compared to €831 thousand in 2010, reduced by 8.5%.

Building Management Expenses	Group		Company	
	31.12.2011	31.12.2010	31.12.2011	31.12.2010
Cleaning and building security services	496	493	209	239
Communal expenses	28	34	0	0
Building repair and maintenance - other equipment	223	289	223	277
Fuel and other generator materials	13	15	13	15
Total	**760**	**831**	**445**	**531**

5.26. Marketing and advertising expenses

Marketing and advertising expenses amounted to €254 thousand in FY 2011 vs. €156 thousand in 2010, a 62.8% increase.

Marketing and advertising expenses	Group		Company	
	31.12.2011	31.12.2010	31.12.2011	31.12.2010
Event expenses	83	63	18	25
Promotion, reception and hosting expenses	153	93	50	68
Total	**236**	**156**	**68**	**93**

Event expenses include the amount of €35 thousand concerning FESE; the amount of €18 concerning ENA; and the amount of €32 thousand concerning events organized for listed companies.

Promotion, reception and hosting expenses include the amount of €17 for participation in a tournament; the amount of €17 thousand for sponsorships; the amount of €25 thousand for working lunches; €18 thousand to Capital Link; €7 thousand for professional gifts and flowers; €5 thousand concerning events for departing staff; €4 thousand for flag purchases; and €2.3 thousand for magazine placements etc.

5.27. Participation in organizations expenses

Participation in organizations expenses	Group		Company	
	31.12.2011	31.12.2010	31.12.2011	31.12.2010
Subscriptions to professional organizations & contributions	294	315	80	69
Hellenic Capital Market Commission subscription	16	16	16	16
Total	**310**	**331**	**96**	**85**

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

5.28. Insurance premiums

Insurance premiums	Group		Company	
	31.12.2011	31.12.2010	31.12.2011	31.12.2010
Building fire insurance premiums	32	31	28	27
Means of transportation insurance premiums	4	9	1	1
BoD member civil liability ins. Premiums (D&O, DFL & PI)	469	461	465	427
Total	**505**	**501**	**494**	**455**

(Amounts in thousand euro unless otherwise noted) 77

Members of the Board of Directors and executives of the Group have been insured against professional liability risk, employee fraud, BoD member and executive liability, legal liability and electronic fraud, with the annual premium amounting to €465 thousand (D&O - €118 thousand; DFL & PI - €347 thousand).

5.29. Group / Company operation expenses

Operating expenses in 2011 amounted to €510 thousand vs. €559 thousand in 2010, reduced by 8.8%.

Operation expenses	Group		Company	
	31.12.2011	31.12.2010	31.12.2011	31.12.2010
Stationery	23	29	20	24
Consumables	42	62	8	9
Travel expenses	184	133	67	57
Postal expenses	23	25	15	19
Transportation expenses	57	46	31	23
Publication expenses	34	33	20	16
Donations (ATHEX, Special Olympics)	33	78	7	8
Storage fees	26	25	15	14
Support services for ATHEX operations	0	0	175	194
Expenses from previous fiscal years	26	74	23	27
Automobile leases	38	35	29	24
Building rental to companies of the Group	0	0	60	60
Rent for other equipment	3	0	2	0
Various court expenses	21	4	16	2
Provisions	0	15	0	15
Total	**510**	**559**	**488**	**492**

Travel expenses concern participation in conferences abroad, as well as for educational purposes.

5.30. BoG cash settlement

In fiscal year 2011, fees in the amount of €315 were paid to the Bank of Greece for the cash settlement of trades in the cash and derivatives markets, in accordance with the contract signed between the BoG and the companies of the Group HELEX and ATHEXClear. The contract was signed in 2011 and is retroactive to May 2008 and for the amounts before 1.1.2011 a relevant provision had been made in the last quarter of 2010.

5.31. Other expenses

Other expenses in FY 2011 amounted to €1m vs. €1m in 2010, remaining almost flat. In fiscal year 2011, a provision was made on the one hand due to the bad economic situation the country is going through, and on the other the purchase of equipment with the cost of less than €1,200 per unit was expensed.

Other Expenses	Group		Company	
	31.12.2011	31.12.2010	31.12.2011	31.12.2010
Provisions for bad debts	350	150	90	50
Withholdings for the state / previous fiscal year social security contributions	71	69	36	32
Link Up project implementation expenses	0	9	0	9
Asset expensing	572	373	156	12
ATHEXClear tax on capital raised	0	254	14	0
Other	49	179	27	138
Total other expenses	**1.042**	**1.034**	**323**	**241**

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5.32. Hellenic Capital Market Commission fee

The operating results of the Group in FY 2011 do not include the Hellenic Capital Market Commission fee, which amounted to €1.6m compared to €2.7m in 2010. This fee is collected and turned over to the Hellenic Capital Market Commission, within two months following the end of each six-month period.

The reduction resulted from a corresponding reduction in the revenue of the Group from the trading, clearing and settlement of trades on stocks and derivatives, on which it is calculated.

5.33. X-NET expenses

X-NET expenses	Group		Company	
	31.12.2011	31.12.2010	31.12.2011	31.12.2010
Expenses concerning foreign securities	28	7	28	7
INBROKER PLUS data feed expenses	380	54	0	0
Total	**408**	**61**	**28**	**7**

InBroker Plus expenses (note 5.16) concern data feed, which is purchased from foreign exchanges in order for the product to be more attractive to a greater range of clients and vendors. In particular, data feed is purchased from the London Exchange, Euronext, Deutsche Borse etc.

5.34. Re-invoiced expenses

Reinvoiced expenses	Group		Company	
	31.12.2011	31.12.2010	31.12.2011	31.12.2010
Leased lines	1.048	861	326	17
Oracle services (CSE)	12	0	0	0
Sodali expenses	50	0	0	0
Expenses for NY, London roadshows	222	104	22	9
Total	**1.332**	**965**	**348**	**26**

Leased line expenses are increased due to the network support of the disaster recovery site in the amount of €320 thousand, booked by HELEX. In 2011 roadshow expenses were significantly higher due to the participation of the Group at the New York roadshow.

5.35. VAT on new activities and recurring expenses

The VAT that corresponds to new activities and recurring expenses is €247 thousand vs. €198 thousand, increased by 24.7%.

(Amounts in thousand euro unless otherwise noted) 79

5.36. Assets

The book value of the buildings and equipment of the Group on 31.12.2011 is summarily presented in the following table:

Analysis of the Assets of the Group per category in the Balance Sheet of 31.12.2011				
	Own use			Real Estate investments
	Athinon Ave. building	Katouni building (Thessaloniki)	Total	Mayer building
Plots of land	10.000	1.800	11.800	2.100
Construction	12.870	486	13.356	3.057
Other equipment		1	1	1
Means of transportation	102		102	
Furniture and utensils	26		26	
Electronic systems	487		487	
Communication & other equipment	352		352	
Intangibles	9		9	
Total	**23.846**	**2.287**	**26.133**	**5.158**

(Amounts in thousand euro unless otherwise noted) 80

The tangible and intangible assets of the Group on 31.12.2011 are analyzed as follows:

HELEX GROUP	Plots of Land	Buildings and Construction	Machinery & other equip.	Means of Trans-portation	Furniture fittings and equip.	Intangible Assets	Total
	TANGIBLE ASSETS						
Acquisition and valuation on 31.12.2009	**11.800**	**18.092**	**800**	**243**	**5.743**	**1.331**	**38.009**
Additions in 2010	0	732	0	0	452	0	**1.184**
Reductions in 2010	0	0	0	(86)	0	0	**(86)**
Acquisition and valuation on 31.12.2010	**11.800**	**18.824**	**800**	**157**	**6.195**	**1.331**	**39.107**
Accumulated depreciation on 31.12.2009	**0**	**3.513**	**797**	**104**	**4.414**	**1.155**	**9.983**
Depreciation in 2010	0	1.055	1	23	986	125	**2.190**
Depreciation reduction 2010	0	0	0	(86)	0	0	**(86)**
Accumulated depreciation on 31.12.2010	**0**	**4.568**	**798**	**41**	**5.400**	**1.280**	**12.087**
Book value							
on 31.12.2009	11.800	14.579	3	139	1.329	176	**28.026**
on 31.12.2010	**11.800**	**14.256**	**2**	**116**	**795**	**51**	**27.020**

HELEX GROUP	Plots of Land	Buildings and Construction	Machinery & other equip.	Means of Trans-portation	Furniture fittings and equip.	Intangible Assets	Total
	TANGIBLE ASSETS						
Acquisition and valuation on 31.12.2010	**11.800**	**18.824**	**800**	**157**	**6.195**	**1.331**	**39.107**
Additions in 2011	0	153	0	9	504	0	**666**
Reductions in 2011	0	0	0	0	(536)	(61)	**(597)**
Acquisition and valuation on 31.12.2011	**11.800**	**18.977**	**800**	**166**	**6.163**	**1.270**	**39.176**
Accumulated depreciation on 31.12.2010	**0**	**4.568**	**798**	**41**	**5.400**	**1.280**	**12.087**
Depreciation in 2011	0	1.053	1	23	432	42	**1.551**
Accumulated depreciation reduction 2011	0	0	0	0	(534)	(61)	**(595)**
Accumulated depreciation on 31.12.2011	**0**	**5.621**	**799**	**64**	**5.298**	**1.261**	**13.043**
Book value							
on 31.12.2010	11.800	14.256	2	116	795	51	27.020
on 31.12.2011	**11.800**	**13.356**	**1**	**102**	**865**	**9**	**26.133**

The tangible assets of HELEX on 31.12.2011 are analyzed as follows:

(Amounts in thousand euro unless otherwise noted) 81

HELEX	TANGIBLE ASSETS Plots of Land	Buildings & Constr.	Machinery & other equip.	Means of Trans-portation	Furniture fittings and equip.	Intangible assets	Total
Acquisition and valuation on 31.12.2009	**10.000**	**16.096**	**44**	**6**	**1.283**	**893**	**28.322**
Additions for the period in 2010		732			12		**744**
Business contribution to ATHEXClear					(26)	(523)	**(549)**
Reductions for the period in 2010				(3)	0	0	**(3)**
Acquisition and valuation on 31.12.2010	**10.000**	**16.828**	**44**	**3**	**1.269**	**370**	**28.514**
Accumulated depreciation on 31.12.2009	0	2.195	41	6	889	874	**4.005**
Depreciation for the period in 2010		956	1		163		**1.120**
Business contribution to ATHEXClear					(26)	(523)	**(549)**
Accumumated depr. reduction 2010				(3)	0	0	**(3)**
Accumulated depreciation on 31.12.2010	**0**	**3.151**	**42**	**3**	**1.026**	**351**	**4.573**
Book value							
on 31.12.2009	10.000	13.901	3	0	394	19	24.317
on 31.12.2010	**10.000**	**13.677**	**2**	**0**	**243**	**19**	**23.941**

HELEX	TANGIBLE ASSETS Plots of Land	Buildings & Construction	Machinery & other equip.	Means of Trans-portation	Furniture fittings and equip.	Intangible assets	Total
Acquisition and valuation on 31.12.2010	**10.000**	**16.828**	**44**	**3**	**1.269**	**363**	**28.507**
Additions for the period in 2011		**146**		**9**	117		**272**
Business contribution to ATHEXClear							**0**
Reductions for the period in 2011					(323)		**(323)**
Acquisition and valuation on 31.12.2011	**10.000**	**16.974**	**44**	**12**	**1.063**	**363**	**28.456**
Accumulated depreciation on 31.12.2010	0	3.151	42	3	1.026	344	**4.566**
Depreciation for the period in 2011		953	1		137	11	**1.102**
Business contribution to ATHEXClear							**0**
Accumumated depr. reduction 2011					(321)		**(321)**
Accumulated depreciation on 31.12.2011	**0**	**4.104**	**43**	**3**	**842**	**355**	**5.347**
Book value							
on 31.12.2010	10.000	13.677	2	0	243	19	**23.941**
on 31.12.2011	**10.000**	**12.870**	**1**	**9**	**221**	**8**	**23.109**

Building (at Acharnon & Mayer)

(Amounts in thousand euro unless otherwise noted) 82

The plots and buildings of the Group were valued in 2004 at the fair value, based on the assessment of an independent estimator during the transformation date to IFRS (1/1/2004). Their value was estimated as the average of the revenues and comparable items methods of valuation on the transition date. These fair values were the deemed cost of these particular buildings. In H1 2008 the Body of Sworn-In Valuers of Greece was assigned the task to prepare an estimate of the value of the buildings at 1 Pesmazoglou St. and at 17 Acharnon St. This estimate report showed a value greater than the book value on the balance sheet of 31.12.2011, and as a result an impairment of the value of the properties is not required. Since the intention of the Group to sell the building at 17 Acharnon St. no goodwill was recognized for the building in order to adjust the book value with the value that resulted from the estimate report.

HELEX building at 110 Athinon Ave.

At the same time that the construction of the new HELEX building on 110 Athinon Ave was completed, the relocation of the departments of the Group and the equipment commenced, which was completed in the autumn of 2007. The HELEX Group, taking into consideration the increased valuations in the area where the building is located, and in the framework of the accounting principles adopted by the Group (IAS 16, "Property, Plant and Equipment""), assigned the task of estimating the value of the new building and the portion of land corresponding to it to an independent estimator (Body of Sworn-In Valuers of Greece). In its report, the valuer (Estimation of value report No 6, 23/19/8564 A/26.10.2007) reports that the value of the land is €10,000,000 and of the building €16,500,000, i.e. a total value of €26,500,000. Given that the payment in kind method was used, the need arose, in order for the plot of land and the building to be reflected correctly, to create a reserve (€13,951,386.51) which arises from the revaluation of the plot of land in the amount of €3,880,000 and of the building in the amount of €10,071,386.51, which increased the equity of the Company. At the same time a deferred tax liability in the amount of €3,487,846.63 was created, reducing equity. In 2008, following the revaluation of the value of the property, the deferred tax liability was further reduced to €3,191,782.63.

5.37. Participations and other long term receivables

	Group		Company	
	31.12.2011	31.12.2010	31.12.2011	31.12.2010
Participation in LINK UP Capital Market S.L (note 5.50)	1.401	1.401	1.401	1.401
Participation in ANNA	1	1	1	1
Rent guarantees	10	12	8	10
Management committee reserve, Reuters	62	62	54	54
Participations in subsidiaries	0	0	240.188	240.188
Valuation from subsidiaries due to stock options	0	0	228	228
Total	**1.474**	**1.476**	**241.880**	**241.882**

Participations include the investment of the Group in Link Up Markets S.L. (a consortium of 10 European Depositories) which is offering cross-border settlement services. The amount of the investment was €1.4m, and HELEX participates in the company with an 10.24% stake.

The breakdown of the participations of the parent company HELEX in the subsidiaries of the Group on 31.12.2011 is shown in the following table:

	% of direct participation	Number of shares	Valuation 31.12.2011	Valuation 31.12.2010
ATHEX	90	5,467,907	210,854	210,854
TSEC	66.10	66,100	3,834	3,834
ATHEXClear	100	8,500,000	25,500	25,500
		Total	**240,188**	**240,188**

The Annual General Meetings of the subsidiary companies decided not to distribute dividend for fiscal year 2010. Thus the company did not record dividend income in 2011, unlike the same period last year, when it recorded €13.2m in dividend income.

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5.38. Clients and other receivables

All claims are short term and, therefore, no discounting is required on the date of the balance sheet. The breakdown of the clients and the other receivables are shown in the following table:

Clients & other receivables	Group		Company	
	31.12.2011	31.12.2010	31.12.2011	31.12.2010
Clients				
Clients	6.825	6.830	4.782	7.836
Less: provisions	(1.620)	(1.270)	(250)	(160)
Total	**5.205**	**5.560**	**4.532**	**7.676**
Other receivables				
Tax withheld on dividends for offsetting	2.857	3.340	2.823	3.306
Taxes withheld on deposits	577	405	42	42
Other withheld taxes	87	73	18	28
Tax (0.20%) Law 2579 (T+3) (1)	1.125	225	1.125	2
Accrued income - interest	457	562	4	20
Prepaid non accrued expenses (prepaid subscriptions)	375	590	192	232
Accounts managing prepayments and credits	4	6	0	4
Income tax claim (2)	1.005	0	1.354	0
FY 2001 income tax claim (CSD)	0	739	0	739
Checks receivable	196	75	0	0
Letter of guarantee for NSRF (ESPA) seminars	184	0	87	0
Other debtors	16	68	77	98
Total	**6.883**	**6.083**	**5.722**	**4.471**

1. The increase in the tax claim of 0.15% (starting on 1.4.2011: 0.20%) is due to the fact that it is turned over by members on T+4 on the one hand, and on the other due to the fact that certain members take advantage of their right to turn it over on the third working day after the end of the previous month.
2. Due to the increased prepayment of income tax for fiscal year 2010 which has been paid to the Greek state and to the relatively reduced income tax in 2011, we have a claim on the income tax from the Greek state, instead of a liability, as was previously the case (note 5.45).

Provisions for bad debts	Group	Company
Balance on 31.12.09	**1,120**	**110**
Provision for fiscal year 2010	150	50
Balance on 31.12.10	**1,270**	**160**
Provision for fiscal year 2011	350	90
Balance on 31.12.11	**1.620**	**250**

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5.39. Financial assets available for sale

The bank bonds that the Group possesses are held in its portfolio of securities available for sale.

The total value of the bonds on 31.12.2011 amounted to €6.47m broken down as follows:

BOND PORTFOLIO - 31.12.2011

(Amounts in euro)

ISIN	Bank	Issue date	Maturity date	Purchase price	Interest	Total value	Valuation 31.12.2010	Valuation 31.12.2011	Valuation difference 31.12.2011
XS0261785504	Piraeus	20/7/2006	20/7/2016	4.000.000,00	1,562%	4.012.000,00	3.700.000,00	1.120.000,00	-2.580.000,00
XS0216343524	Eurobank	5/4/2005	5/4/2012	4.000.000,00	1,301%	4.017.200,00	3.410.000,00	3.550.000,00	140.000,00
XS0172122904	NBG	11/7/2003	29/7/2049	4.000.000,00	2,748%	4.240.000,00	2.560.000,00	1.800.000,00	-760.000,00
				12.000.000,00		**12.269.200,00**	**9.670.000,00**	**6.470.000,00**	**-3.200.000,00**

Transfer of loss to Equity (IAS 39, in effect since 01.07.2008)

Total valuation loss	**3.200.000,00**
less loss transferred to the results	**-1.988.000,00**
	1.212.000,00

Transfer of loss to the fiscal year results

Impairment loss of NBG bond	**-760.000,00**
Loss trasfer from Equity for NBG bond	**-1.228.000,00**
	-1.988.000,00
Other bank expenses	**-12.285,00**
TOTAL TO THE RESULTS OF THE FISCAL YEAR	**-2.000.285,00**

ATHEX, starting on 1.7.2008, taking into consideration the amendments of IAS 39, recognizes the result of the valuation of the bonds in equity. The valuation result in 2011 was €3,200 thousand, and was recognized in the special reserve in equity.

The breakdown of the cash at hand and at bank of the Group is as follows:

	Group		Company	
	31.12.2011	31.12.2010	31.12.2011	31.12.2010
Time deposits < 3 months	109.536	111.655	667	5.923
Sight deposits	2.627	3.009	1.019	672
Cash at hand	6	9	1	5
Total	**112.169**	**114.673**	**1.687**	**6.600**

The cash at hand and at bank of the Group are invested in short term interest bearing instruments in order to maximize the benefits for the companies of the Group, in accordance with the policy set by the HELEX Strategic Investments Committee. By placing its cash in short term interest bearing investments, the Group recorded revenue of €5.9m in 2011. Expenses and bank commissions for the period in 2011 amounted to €12.3 thousand.

5.40. Deferred taxes

The deferred taxes accounts are analyzed as follows:

	GROUP		COMPANY	
Deferred taxes	31/12/2011	31/12/2010	31/12/2011	31/12/2010
Deferred tax claims	2.236	1.749	964	1.007
Deferred tax liabilities	(3.192)	(3.192)	(3.192)	(3.192)
Total	(956)	(1.443)	(2.228)	(2.185)

	GROUP		COMPANY	
Changes in deferred income tax	31/12/2011	31/12/2010	31/12/2011	31/12/2010
Balance - start of period	(1.443)	(1.245)	(2.185)	(2.047)
Debit / (credit) for the fiscal year	487	(198)	(43)	(138)
Balance	(956)	(1.443)	(2.228)	(2.185)

(Amounts in thousand euro unless otherwise noted) 85

GROUP

Deferred tax claims	Tangible assets	Intangible assets	Pension liabilities	Other	Total
1.1.2010	**806**	**137**	**427**	**577**	**1.947**
Debit / (credit) for the fiscal year	(31)	(94)	(117)	44	(198)
31.12.2010	**775**	**43**	**310**	**621**	**1.749**
Debit / (credit) for the fiscal year	(47)	(8)	6	536	487
31/12/2011	**728**	**35**	**316**	**1.157**	**2.236**

Deferred tax liabilities	Tangible assets	Intangible assets	Pension liabilities	Other	Total
1.1.2010	**3.192**	**0**	**0**	**0**	**3.192**
Debit / (credit) for the fiscal year	0	0	0	0	0
31.12.2010	**3.192**	**0**	**0**	**0**	**3.192**
Debit / (credit) for the fiscal year	0	0	0	0	0
31.12.2011	**3.192**	**0**	**0**	**0**	**3.192**

COMPANY

Deferred tax claims	Tangible assets	Intangible assets	Pension liabilities	Other	Total
1.1.2010	**792**	**34**	**202**	**117**	**1.145**
Debit / (credit) for the fiscal year	(51)	(3)	(75)	(9)	(138)
31.12.2010	**741**	**31**	**127**	**108**	**1.007**
Debit / (credit) for the fiscal year	(26)	(31)	(1)	15	(43)
31.12.2011	**715**	**0**	**126**	**123**	**964**

Deferred tax liabilities	Tangible assets	Intangible assets	Pension liabilities	Other	Total
1.1.2010	**3.192**	**0**	**0**	**0**	**3.192**
Debit / (credit) for the fiscal year	0	0	0	0	0
31.12.2010	**3.192**	**0**	**0**	**0**	**3.192**
Debit / (credit) for the fiscal year	0	0	0	0	0
31.12.2011	**3.192**	**0**	**0**	**0**	**3.192**

Deferred Tax	Group		Company	
	31.12.2011	31.12.2010	31.12.2011	31.12.2010
Revaluation of intangible assets	35	43	0	31
Valuation of securities & participations	1.157	621	123	108
Revaluation of tangible assets	728	775	715	741
Pension and other staff retirement obligations	316	310	126	127
Deferred Tax obligation	**2.236**	**1.749**	**964**	**1.007**

The deferred income tax is calculated based on the temporary differences, which arise between the book value of the assets and the liabilities included in the financial statements, and the tax assessment of their value based on tax legislation. A revaluation of deferred taxes based on the expected reduction of tax rates over the next 5 years was not undertaken because it was not considered material.

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5.41. Share Capital and reserves

a) Share Capital

On 1.1.2005 the share capital of the company consisted of 71,088,173 shares with a par value of €5.05 per share, i.e. €358,995,273.64.

In May 2005 it was decided to return share capital to the shareholders in the amount of €143,972,449.15, or €2.05 per share (excluding the 857,710 own shares). Thus the share capital was reduced to €213,264,519.00 and the par value to €3.00.

The 1st Repetitive General Shareholders Meeting on 19.9.2005, approved the reduction in the share capital of the company by €2,573,130.00, due to the cancellation of 857,710 own common registered shares, which were the result of a share buy-back, based on article 16 of Law 2190/1920 as it applies, with a par value of €3.00 per share. Following the cancellation of these shares, the loss (€379 thousand) was offset with the share premium reserve.

Following these corporate actions, the share capital of the company amounted to €210,691,389.00 divided into 70,230,463 common registered shares with a par value of €3.00 each.

The BoD of HELEX decided on 23.5.2006 to return part of the share capital to shareholders by a corresponding reduction in the par value of the share. In particular, it decided to return capital in the amount of €87,788,078.75 or €1.25 per share for the 70,230,463 shares. Thus the share capital of the Company amounted to €122,903,310.25 divided into 70,230,463 shares with a par value of €1.75 per share.

In December 2006, HELEX Group executives exercised stock option rights for 41,000 shares. As a result the number of HELEX shares outstanding increased to 70,271,463, the share capital increased by €71,750.00 to €122,975,060.25 and the Share Premium Reserve increased to €91,874,226.91.

The Repetitive General Meeting of shareholders of 24.5.2007 approved another share capital return to shareholders. In particular it decided the return of capital in the amount of €35,135,731.50 or €0.50 per share for the 70,271,463 HELEX shares outstanding, with a corresponding reduction in the share par value. The share capital of HELEX, following the share capital return of €0.50 per share, amounted to €87,839,328.75 divided into 70,271,463 common registered shares with a par value of €1.25 each.

In November 2007 HELEX Group executives exercised stock option rights for 105,500 shares and in December for 108,600 shares, and as a result on 31.12.2007 there were 70,485,563 shares outstanding, the share capital increased to €88,106,953.75 and the Share Premium Reserve increased to €94,279,104.91.

The Repetitive General Meeting of shareholders of 26.05.2009 decided to cancel the 5,117,000 shares in treasury stock of the Company, thus reducing the number of shares outstanding by an equal amount, from 70,485,563 to 65,368,563, as well as return part of the share capital to shareholders, with a corresponding reduction in the par value of the share. In particular, it decided to return capital in the amount of €9,805,284.45 or €0.15 per share for the 65,368,563 shares.

The Repetitive General Meeting of shareholders of 30.05.2011 approved another share capital return to shareholders, with a corresponding reduction in the share par value. In particular it decided the return of capital in the amount of €6,536,856.30 or €0.15 per share for the 65,368,563 HELEX shares outstanding.

Thus, the share capital of the Company amounts to €56,870,649.81, divided into 65,368,563 shares with a par value of €0.87 per share, as shown in the table below:

	Number of shares	Par value (€)	Share Capital (€)	Share Premium (€)
31.12.2006	70,271,463	1.75	122,975,060.25	91,874,226.91
Reduction/ Share capital return	-	(0.50)	(35,135,731.50)	-
30.06.2007	70,271,463	1.25	87,839,328.75	91,874,226.91
Stock Option 1st Program 2nd Phase (Dec '07)	105,500	1.25	131,875.00	316,500.00

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	Number of shares	Par value (€)	Share Capital (€)	Share Premium (€)
TOTAL	**70,376,963**	**1.25**	**87,971,203.75**	**92,190,726.91**
Stock Option 2nd Program 1st Phase (Dec '07)	108,600	1.25	135,750.00	2,088,378.00
TOTAL 31.12.2007	**70,485,563**	**1.25**	**88,106,953.75**	**94,279,104.91**
Cancellation of treasury stock (May 2009)	(5,117,000)	-	(6,396,250.00)	-
Reduction / Return of share capital (June 2009)	-	(0.15)	(9,805,284.45)	-
TOTAL 31.12.2009	**65,368,563**	**1.10**	**71,905,419.30**	**94,279,104.91**
Reduction / Return of share capital (June 2010)	-	(0.13)	(8,497,913.19)	-
TOTAL 31.12.2010	**65,368,563**	**0.97**	**63,407,506.11**	**94,279,104.91**
Reduction / Return of share capital (May 2011)	-	(0.10)	(6,536.856.30)	-
TOTAL 31.12.2011	**65,368,563**	**0.87**	**56,870,649.81**	**94,279,104.91**

c) Reserves

	HELEX Group		HELEX	
	31.12.2011	31.12.2010	31.12.2011	31.12.2010
Regular Reserve	22.018	20.549	20.566	19.157
Tax free and specially taxed reserves	37.218	37.218	20.728	20.728
Treasury stock reserve	6.396	6.396	6.396	6.396
Real estate revaluation reserves	15.821	15.821	13.266	13.266
Other	1.119	1.119	38	38
Special securities valuation reserve (1)	(2.508)	(1.326)	0	0
Reserve from stock option plan to employees	1.385	1.385	803	803
Reserves	**81.449**	**81.162**	**61.797**	**60.388**

(1) The Group has invested part of its liquidity in bank bonds which it had initially classified in its trading portfolio. Taking into consideration the modifications of IAS 39, the company on 1.7.2008 transferred the abovementioned bonds in the securities for sale portfolio. The result of the revaluation of the bonds from 1.1.2011 to 31.12.2011 was €1,182 thousand and was recognized directly to a special reserve (less applicable tax).

The specially-taxed and non-taxable reserves have been formed, as shown in the table above, in accordance with the provisions of the tax legislation, from non-taxable or specially-taxed income (profit from stock sales etc.). If it is decided that these reserves be distributed, tax will have to be paid, based on the income tax rates in effect at the time of distribution (20% in 2011). If these reserves were to be distributed in 2011, a tax liability of approximately €8.6m would be incurred (neither the formed reserves from the revaluation of buildings, nor the regular reserve are taken into consideration).

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5.42. Grants and other long term obligations

It concerns grants a) by the Ministry of Northern Greece in the amount of €181 thousand for the purchase of equipment in order for TSEC to promote its activities in northern Greece; b) from the Kleisthenis program for ATHEX in the amount of €178 thousand; c) from the Eurosignal program for ATHEX in the amount of €116 thousand, as well as d) withholding for compensation (Law 103/75) in the amount of €27 thousand.

5.43. Provisions

	Note	Group		Company	
		31.12.2011	31.12.2010	31.12.2011	31.12.2010
Staff retirement obligation	**5.20**	1.582	1.415	632	552
Legal claims against the Greek State	**(a)**	0	735	0	735
Other provisions	**(b)**	719	719	212	212
Total		**2.301**	**2.869**	**844**	**1.499**

HELEX GROUP	Note	Table of changes in provisions - Group				
		Balance on 31.12.10	Used	Additions	Reductions	Balance on 31.12.2011
Staff retirement obligation	5.20	**1.415**		167		1.582
Legal claims against the Greek State	(a)	**735**			735	0
Provisions for other risk	(b)	**719**				719
Total		**2.869**	**0**	**167**	**735**	**2.301**

COMPANY	Notes	Table of changes in provisions - HELEX				
		Balance on 31.12.10	Used	Additions	Reductions	Balance on 31.12.2011
Staff retirement obligation	5.20	**552**		80		632
Legal claims against the Greek State	(a)	**735**			735	0
Provisions for tax liability for unaudited fiscal years	(b)	**212**				212
Total		**1.499**	**0**	**80**	**735**	**844**

(a) In order for HELEX (CSD) to deduct the tax corresponding to the Hellenic Capital Market Commission fee, it requests its return from the Greek Government after it has adjusted it. In 2008, final judgment was rendered by the Council of State, exonerating HELEX, and a reversal of a provision for tax paid in 1999 was made (in the amount of €3.3m). The remaining amount of €735 thousand for the tax for fiscal year 2001, was offset with the extraordinary tax that was paid in January 2011.

(b) The Group has made provisions against other risks in the amount of €719 thousand in order to be covered against their occurrence.

5.44. Suppliers and other liabilities

All liabilities are short term and, therefore, no discounting on the date of the balance sheet is required. The breakdown of the suppliers and the other liabilities are shown in the following table:

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	Group		Company	
	31.12.2011	31.12.2010	31.12.2011	31.12.2010
Suppliers	2.980	2.342	1.263	491
Checks payable	5	36	1	24
Capital Market Commission Fee (1)	633	952	30	108
Various creditors	352	216	327	261
Accrued third party services	580	871	238	535
Employee holiday payment provision	2	25	0	25
Tax on stock sales 0.20% (2)	1.379	2.334	1.379	216
Tax on salaried services	189	289	68	122
Tax on serevances	0	58	0	58
Tax on external associates	4	7	3	2
Other taxes-VAT	329	406	60	84
Share capital return to shareholders (3)	84	85	84	85
HELEX loan from ATHEX (4)	0	0	1.500	0
Dividends payable (5)	83	86	83	86
Total	**6.620**	**7.707**	**5.036**	**2.097**

1. The Hellenic Capital Market Commission Fee (€633 thousand) is based on the value of the transactions in the cash and derivatives market and is turned over to the Hellenic Capital Market Commission within two months following the end of each 6-month period.
2. The HELEX Group, as successor to the Central Securities Depository, based on article 9 §2 of Law 2579/88 as amended by Law 2742/99, acts as an intermediary and collects from ATHEX members the tax (0.20%) on stock sales that take place on ATHEX which it turns over to the Greek State. The amount of €1.3m corresponds to the tax (0.20%) on stock sales that has been collected for December 2011 and will be turned over to the Greek State in January 2012. Starting on 1.4.2011 the tax rate on stock sales has been increased to 0.20%, from 0.15% previously.
3. Includes the obligation to return share capital in the amount of €0.10 per share for the 65,368,563 HELEX shares, as decided by the 1st Repetitive General Meeting of the Company.
4. By decision of the Board of Directors of ATHEX and HELEX, a €1.5m loan was provided, as a temporary cash facility to HELEX, due to be repaid on 21.10.2014, at 4.8% interest. Towards that end, a loan agreement was signed, and the required stamp tax was paid.
5. Includes the balance of dividends approved by the Annual General Meeting of HELEX that have not been collected by shareholders.

5.45. Income Tax

The Management of the Group plans its policy in order to minimize tax obligations, based on the incentives provided by the tax legislation. On this basis, it is assumed that the profits of the period realized by the Company and its subsidiaries will be allocated to non taxed reserves at the maximum allowable amount.

Nondeductible expenses mainly includes provisions, various expenses as well as amounts which the company considers that they would not be justified as acceptable production expenses in a potential tax audit and which are readjusted by management when the income tax is calculated.

Tax liability	Group		Company	
	31.12.2011	31.12.2010	31.12.2011	31.12.2010
1.1	8.248	10.422	5.368	7.667
Income tax expenses	4.907	9.608	1.794	4.964
Taxes paid	(14.160)	(11.782)	(8.516)	(7.263)
31.12	**(1.005)**	**8.248**	**(1.354)**	**5.368**

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Due to the increased prepayment of income tax for fiscal year 2010 which has been paid to the Greek state, and to the relatively reduced income tax due in the 2011 fiscal year, we have a claim on the income tax from the Greek state, instead of a liability, as was previously, and is usually, the case. The amount of the claim is shown in other claims (note 5.38), while the income tax liability is zero. The same is true of the company HELEX.

Income Tax	HELEX Group		HELEX	
	31.12.2011	31.12.2010	31.12.2011	31.12.2010
Income Tax	4.907	9.608	1.794	4.964
Deferred Tax	(456)	287	43	138
Income Tax	**4.451**	**9.895**	**1.837**	**5.102**

Reconciliation of the income tax with profits/ losses before tax on the basis of the applicable ratios and the tax expense is as follows:

Income Tax	HELEX Group		HELEX	
	31.12.2011	31.12.2010	31.12.2011	31.12.2010
Profits before taxes	25.977	31.172	13.331	27.395
Tax 20% (2010: 24%)	5.195	7.481	2.666	6.575
Tax on non-taxable income	(916)	0	(829)	(1.473)
Tax on expenses not tax exempted	172	2.414	0	0
Income tax	**4.451**	**9.895**	**1.837**	**5.102**

Non-taxable income refers mainly to dividend income from subsidiaries, which is eliminated on a consolidated basis. Thus the tax rate calculated on the accounting profits increases, since the corresponding taxable profits are larger. Furthermore, the resultant effective tax rate on the consolidated profits is larger than the nominal tax rate in effect because – during the current fiscal year- there are intra-Group transactions. This resulted in the sum (from the individual subsidiary companies) of the tax to be greater than that which would have been, had the nominal tax rate applied on consolidated profits, since it is the profits of each company separately that are subject to taxation, and not the consolidated profits.

All the companies of the Group have been audited up to and including fiscal year 2006, except ATHEX, for which the tax audit for fiscal years 2006, 2007, 2008 and 2009 is in progress.

The status of the companies of the Group regarding the tax audits, by fiscal year, is as follows:

	2006	2007	2008	2009	2010
ATHEX	+	+	+	+	-
HELEX	x	x	-	-	-
TSEC	x	x	x	x	-
ATHEXClear	x	x	x	x	-

(+) Tax audit has begun
(-) Tax audit has not begun
(x) Tax audit completed

ATHEX: Fiscal years 2006, 2007, 2008 and 2009 remain unaudited; the audit for these fiscal years has begun, but has not been completed.

TSEC: Fiscal years 2007, 2008 and 2009 were closed in accordance with Law 3888/30.9.2010.

HELEX: Has been audited up to fiscal year 2007.

ATHEXClear: Fiscal years 2007, 2008 and 2009 were closed in accordance with Law 3888/30.9.2010.

For fiscal year 2011, in accordance with the decision by the Ministry of Finance (Government Gazette B' 1657/26.7.2011), the tax certificate is expected to be issued by the certified auditors of the companies of the HELEX Group (PwC).

(Amounts in thousand euro unless otherwise noted) 91

5.46. Transactions with parties related to the Group and the Company

The value of transactions and the balances of the HELEX Group with related parties are analyzed in the following table:

	Group		Company	
	31.12.2011	31.12.2010	31.12.2011	31.12.2010
Remuneration of executives and members of the BoD	1.342	2.101	605	1.071

The balances and the intra-Group transactions of the companies of the Group on 31.12.2011 are shown in the following tables:

INTRA-GROUP BALANCES (in €)

Company	HELEX	ATHEX	TSEC	ATHEXClear
HELEX				
Claims	0,00	0,00	15.535,00	1.859.738,50
Liabilities	0,00	1.687.796,08	0,00	36.812,79
ATHEX				
Claims	1.687.796,08	0,00	394.589,31	11.070,00
Liabilities	0,00	0,00	2.348,09	0,00
TSEC				
Claims	0,00	2.348,09	0,00	0,00
Liabilities	15.535,00	394.589,31	0,00	0,00
ATHEXClear				
Claims	36.812,79	0,00	0,00	0,00
Liabilities	1.859.738,50	11.070,00	0,00	0,00

INTRA-GROUP REVENUES-EXPENSES (in €)

Company	HELEX	ATHEX	TSEC	ATHEXClear
HELEX				
Revenue	0,00	325.315,80	9.000,00	12.779.543,30
Dividend income	0,00	0,00	0,00	0,00
Expenses	0,00	218.282,93	60.000,00	200,00
ATHEX				
Revenue	218.282,93	0,00	424.286,59	36.000,00
Dividend income	0,00	0,00	0,00	0,00
Expenses	325.315,80	0,00	90.757,63	0,00
TSEC				
Revenue	60.000,00	90.757,63	0,00	0,00
Dividend income	0,00	0,00	0,00	0,00
Expenses	9.000,00	424.286,59	0,00	0,00
ATHEXClear				
Revenue	200,00	0,00	0,00	0,00
Dividend income	0,00	0,00	0,00	0,00
Expenses	12.779.543,30	36.000,00	0,00	0,00

Intra-Group transactions concern: the annual fee for trade settlement (art. 1 decision 1 of HELEX fees), settlement instructions settlement (art. 1 decision 1 of HELEX fees), support services (accounting, security, administrative service etc.), IT services, as well as financing services (loan agreement between HELEX and ATHEX in the amount of €1.5m with a 4.8% interest and a three year duration), as well as PC support services, which are invoiced at prices comparative to those between third parties.

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5.47. BoD composition of the companies of the HELEX Group

The members of the Boards of Directors of the Companies of the Group on 31.12.2011 are listed in the following tables:

HELLENIC EXCHANGES		
Name		**Position**
Iakovos **Georganas**		Chairman, non-executive member
Adamantini **Lazari**		Vice Chairman, non-executive member
Socrates **Lazaridis**		Chief Executive Officer, executive member
Alexandros **Antonopoulos**	(1)	Independent non-executive member
Konstantinos **Vousvounis**	(4)	Independent non-executive member
Dimitrios **Karaiskakis**	(2)	Chief Operating Officer, executive member
Sofia **Kounenaki – Efraimoglou**		Independent non-executive member
Konstantinos **Mitropoulos**		Non-executive member
Nikolaos **Milonas**		Independent non-executive member
Alexios **Pilavios**	(3)	Non-executive member
Nikolaos **Pimplis**	(2)	Non-executive member
Alexandros **Tourkolias**		Non-executive member
Nikolaos **Chryssochoides**		Non-executive member

ATHENS EXCHANGE	
Name	**Position**
Socrates **Lazaridis**	Chairman
Gkikas **Manalis**	Vice Chairman
Kimon **Volikas**	Member
Panayotis **Drakos**	Member
Vasiliki **Zakka**	Member
Michalis **Karamanof**	Member
Eleftherios **Kourtalis**	Member

THESSALONIKI STOCK EXCHANGE CENTRE	
Name	**Position**
Socrates **Lazaridis**	Chairman and Chief Executive Officer
Pavlos **Lazaridis**	Vice Chairman
Christodoulos **Antoniadis**	Member
Vassilios **Margaris**	Member
Dimitrios **Bakatselos**	Member
Nikolaos **Pentzos**	Member
Giorgios **Pervanas**	Member

ATHENS EXCHANGE CLEARING HOUSE	
Name	**Position**
Iakovos **Georganas**	Chairman, non-executive member
Nikolaos **Konstantopoulos**	Vice Chairman, non-executive member
Sokrates **Lazaridis**	Chief Executive Officer
Gkikas **Manalis**	Non-executive member
Nikolaos **Pimplis**	Non-executive member

On 26.10.2010 Mr. Socrates Lazaridis assumed the posts of Chairman of Athens Exchange and Chief Executive Officer of HELEX, in place of the outgoing Mr. Spyros Capralos, based on the decision of the HELEX BoD. In addition, Mr. S. Lazaridis assumes the post of Chief Executive Officer in the subsidiary of the Group Athens Exchange Clearing House, and the posts of Chairman and Chief Executive Officer in the Thessaloniki Stock Exchange Centre. The Annual General Meeting on 18.5.2011 approved the election.

1. At the meeting of 21.2.2011, Messrs Alexandros Antonopoulos and Spyridon Pantelias were appointed as independent non-executive members.
2. At the meeting of 18.5.2011, Mr. Nikolaos Pimplis joined as an independed non-executive member, and Mr. Dimitrios Karaiskakis as executive member.
3. At the meeting of 28.9.2011, Mr. Alexios Pilavios replaced Mr. Artemis Theodoridis as non-executive member.
4. At the meeting of 1.12.2011 Mr. Konstantinos Vousvounis replaced Mr. Spyridon Pantelias as independent non-executive member.

The members of the Boards of Directors of the companies of the Group which participate in the capital of other companies with a stake larger than 20% are listed in the following table:

	BoD Member of a company of the HELEX Group	Company participating in	Relationship	Participation (%)
1	Michail **Karamanof**	Karamanof Securities S.A.	Shareholder	36.667
		Michail Karamanof & Bros	Shareholder	95
2	Sofia **Kounenaki - Efraimoglou**	Vek Holding SA	Shareholder	47.95
3	Vasilios **Margaris**	Capital Markets Experts S.A.	Shareholder	85
4	Konstantinos **Mitropoulos**	Value Technic S.A.	Shareholder	97.41
		Intergalactic Investments Ltd	Shareholder	70
5	Dimitrios **Bakatselos**	Bakatselos Bros S.A.	Shareholder	97.32
		Hellenic Energy	Shareholder	50
		El. En. Llb	Shareholder	100
6	Nikolaos **Pentzos**	Blender SKG Communications S.A.	Shareholder	25
7	Georgios **Pervanas**	G. A. Pervanas Brokerage	Shareholder	85
8	Nikolaos **Chryssochoides**	N. Chryssochoides Brokers	Shareholder	70

No business relationship, agreement, contract or transaction exists between the Company and companies in the capital and management of which members of the Board of Directors or/ and the main shareholders of the Company participate that are not part of their usual activity.

The relationships of the company with related parties are described in detail in the recent annual report of the HELEX Group.

As part of IFRS 24 "Related-Party Disclosures" it is declared that there are no relations, transactions, control or material influence of associated parties that must be reported in application of paragraph 3 of IFRS 24 in conjunction with the definitions of paragraph 5 of IFRS 24.

5.48. Profits per share and dividends payable

Based on the balance sheet results of 31.12.2010, the BoD proposed, and the Annual General Meeting of 18.5.2011 approved, the distribution of a dividend of €0.15/share for the 65,368,563 shares of the company, i.e. a total dividend payout of €9.8m. This dividend was paid on 2.6.2011.

In addition, the 1st Repetitive General Meeting of 30.5.2011 approved the payment of a special dividend (share capital return) to shareholders amounting to €6.5m or €0.10 per share. The special dividend was paid in October 2011.

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In FY 2011, net after tax profits amounted to €21.5m or €0.33 per share compared to €21.3m or €0.33 per share in the corresponding period last year; in 2010 extraordinary tax was levied. If the table of other comprehensive income for FY 2011 is taken into consideration, then the profits after taxes are reduced to €18.3m, and the profits per share amounted to €0.31. The weighted profit per share for 31.12.2011 and 31.12.2010 is calculated based on 65,368,563 shares.

5.49. Athens Exchange Clearing House (ATHEXClear)

On 5.3.2010 HELEX purchased 100% of the shares of the company YPSIPILI S.A., with headquarters in Athens, for €130 thousand. At the General Meeting of 22.3.2010, the Articles of Association of the company were modified and the company was renamed "Athens Exchange Clearing House S.A." with the commercial title "ATHEXClear". The company's purpose is to clear trades that take place on Athens Exchange. Goodwill in the amount of €10 thousand was expensed by the Company. The abovementioned company was the recipient of HELEX's clearing business, which was spun off in accordance with Law 2166/1993 and a transformation balance sheet of 31.3.2010.

By resolution of the General Meeting of ATHEXClear shareholders on 22.3.2010, it was decided to accept the clearing business and to increase the share capital by a maximum of €25,380,000, which corresponds to the whole of the book value of the business being spun off. The company receiving the clearing business increased its share capital by the amount of €25,380,000 through the issuance of 8,460,000 new common bearer shares, with a par value of €3.00 each.

Following the completion of the spin off process, the share capital of ATHEXClear amounts to €25,500,000, divided into eight million five hundred thousand (8,500,000) common bearer shares with a par value of €3 (three euro) each.

The contributing party (HELEX) transferred the assets of the business in total (assets and liabilities) to the recipient (ATHEXClear), based on the asset list, which is published and certified in the Auditor's Report ascertaining the book value of the assets and liabilities of the business on 31.3.2010, prepared by the Certified Auditors – Accountants PricewaterhouseCoopers.

In order to implement the abovementioned resolutions of the General Meetings of HELEX and ATHEXClear shareholders, a notary act for the spin off, contribution and absorption of the clearing business was signed between the two companies in execution of the decisions of the General Meetings, in front of Notary Sotirios Dragoneas on 24.6.2010 (No 32951).

The abovementioned spin off was completed following the approval by the relevant authority overseeing the company receiving the business (Athens Prefecture – approval decision 20153/15.7.2010). The clearing of trades on Athens Exchange is performed by ATHEXClear starting on 16.7.2010.

5.50. Link Up Markets Consortium

HELEX is a founding member of Link Up Markets, a consortium formed by 8 European Depositories that provides cross-border transaction settlement services.

In particular, the depositories: Clearstream Banking AG Frankfurt (Germany), IBERCLEAR (Spain), Oesterreichische Kontrollbank AG (Austria), SIS SegaInterSettle AG (Switzerland), VP Securities Services (Denmark), Verdipapirsentralen ASA (Norway) and HELEX formed a company with the name Link Up Markets S. L. (Link Up). The purpose of the company is the creation and operation of a central system that will facilitate the provision, by participating Depositories, of cross border settlement services, custodian services and safekeeping of foreign securities, thus facilitating cross border transactions as well as making them cheaper.

Starting on 29.6.2009, CSE participates in the joint venture, having paid in the sum of €169 thousand.

At the end of 2009 the South African depository Strate joined the joint venture, while from the middle of 2010 MCDR, the depository of Egypt became the 10th member of the joint venture.

In addition, in 2010 LinkUp increased its share capital; this share capital increase, necessary in order to finance the further expansion of the services offered by the company, was covered by CBF from Germany and IBERCLEAR from Spain. Following this increase, the total investments of the abovementioned depositories in the company amounts to €11.9m, and HELEX's participation is €1.4m, 11.80% of the total investment; this participation was paid in on 18.4.2008.

HELEX enjoys a number of advantages by participating in this new company; in particular it is able to provide to its members the ability to settle cross border transactions and manage the securities portfolios of their clients by exploiting the existing infrastructure that HELEX provides and the interconnection, through the central Link Up system, with the other participating Depositories. The improved interconnectivity of the Depositories that participate in Link Up provides to members of those Depositories a unique access point for their clients to all markets of participating Depositories at a lower cost. This way access is made easier and the quality of service of international investors in the Greek market is improved. At the same time the scope of the services provided is increased and their cost becomes more attractive to Greek investors that wish to invest in securities traded in Exchanges abroad.

Depositories can offer Issuer CSD and Investor CSD services to other participating depositories:

- **Issuer** CSD services are those that an issuer depository (Issuer CSD) offers to a depository (Investor CSD) that is interconnected to it, for all securities (ISIN) that have a primary listing in the Issuer CSD. The Investor CSD in effect participates in the Issuer CSD as yet another member (custodian).
- **Investor** CSD services are those that a depository (Investor CSD) offers to its members (custodians) due to fact that it is interconnected with a depository (Issuer CSD) and receives from that depository the relevant Issuer CSD services.

The operation of Link Up began on March 30th 2009. In 2010, more than 7 million messages where exchanged through the LinkUp platform, and this trend is increasing as more depositories complete their interconnections.

In June 2009 the first technical interconnection by HELEX with the Swiss depository SIS SegaInterSettle AG was made, with HELEX providing Issuer CSD services, i.e. settlement and custody services for Greek securities. A year later, in June 2010, HELEX completed its technical interconnection with the German depository CBF for Investor CSD services, i.e. settlement and custody services for German securities.

In addition, as part of the close cooperation with the Cyprus Stock Exchange, HELEX has provided its know-how in order for the CSE Depository to be connected with LinkUp both for Issuer CSD services as well as Investor CSD services.

5.51. Code of Conduct

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

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

The status of the services, their description and the relevant fee table are available at the website of the company (www.helex.gr), as required by the Code of Conduct.

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

5.52. Contingent Liabilities

The Company has been involved in legal proceedings with its personnel, members of the Athens Exchange and listed companies as well as with third parties. It is estimated that the outcome of these cases will be positive or will not result in significant liabilities on the results of future periods.

5.53. Post Balance Sheet events

The Athens Administrative Court of First Instance rejected (decision 4857/2010), for procedural reasons, the recourse if the HELEX Group that the Hellenic Capital Market Commission fee, which is paid by the HELEX Group to the HCMC, is a deductible expenses and as such the Group should receive a refund on the tax paid on the HCMC paid in fiscal year 2002 totaling €432 thousand. HELEX appealed, and decision 3391/2011 issued was in favor of the company, and, provided no request for reversal is made by the State, will become irrevocable in our favor.

There is no other significant event worth noting, that took place or was completed after 31.12.2011, the closing date for the 2011 balance sheet, and until its approval by the HELEX BoD on 5.3.2012.

THE CHAIRMAN OF THE BoD

IAKOVOS GEORGANAS ________________________

THE CHIEF EXECUTIVE OFFICER

SOCRATES LAZARIDIS ________________________

THE CHIEF FINANCIAL OFFICER

VASILIS GOVARIS ________________________

THE DIRECTOR OF FINANCIAL MANAGEMENT

CHRISTOS MAYOGLOU ________________________

THE DEPUTY DIRECTOR OF FINANCIAL
CONTROLLING & BUDGETING

CHARALAMBOS ANTONATOS ________________________