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RESOLUTION No 19

"Operational issues of the Rulebook Amendment Committee"

**THE BOARD OF DIRECTORS
OF THE GREEK CENTRAL SECURITIES DEPOSITORY SOCIETE ANONYME (ATHEXCSD)
(Meeting 22.02.2021)**

Having regard to the following provisions:

1. Article 2.6 of Part 2 of Section I and par. 4 of Article 1.2 of Part 1 of Section XIII and of the Rulebook of the Greek Central Securities Depository (hereinafter the "Rulebook"), and
2. the need to set up a Rulebook Amendment Committee

ISSUES THIS RESOLUTION AS FOLLOWS:

1. Committee Establishment

1.1 General provisions

1. This Resolution establishes a committee entitled "Rulebook Amendment Committee", which is entrusted with the powers provided for in Article 1.2 of Part 1 of Section XIII of the Rulebook.
2. This Resolution shall also set out all matters relating to the functioning of the Rulebook Amendment Committee (hereinafter the "Committee").

2. Committee Purpose and Competences

- 2.1.** The Committee is established and has the exclusive competence to propose amendments to the text of the Rulebook to the ATHEXCSD Council, in accordance with its operating conditions.

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3. Composition of the Rulebook Amendment Committee

- 3.1.** The Committee shall have nine members and shall be composed of the persons set out in par. 2 of Article 1.2. of Part 1 of Section XIII of the Rulebook.
- 3.2.** ATHEXCSD Council selects for the Committee the following persons:
- α) one (1) Member of the persons acting as heads of ATHEXCSD organizational units
 - β) one (1) Member of the persons who are Members of the Council of the Market Infrastructure Manager associated with ATHEXCSD.
 - γ) one (1) Member of the persons who are Members of ATHEXCSD Council.
- 3.3** The other members of the Committee shall be proposed by the competent bodies as provided in par. 2 of Article 1.2. of Part 1 of Section XIII of the Rulebook.
- 3.4** The above persons must:
- i. Have sufficient knowledge and credibility.
 - ii. Have the experience required in financial services.

4. Term of office of the Rulebook Amendment Committee

The term of office of the Committee shall be permanent.

5. Convening the Rulebook Amendment Committee

- 5.1.** The Committee shall meet at ATHEXCSD headquarters whenever there is a need for consultation between ATHEXCSD and the bodies represented in the Committee, due to the amendment of the Rulebook, in accordance with the formalities of par. 2 of Article 1.1. of Part 1 of Section XIII of the Rulebook.

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5.2. The Committee shall be convened on the initiative of ATHEXCSD and shall appoint a President, from its members, for the purposes of coordinating the meeting. The convocation shall be made for the purposes of par. 5.1.

6. Decision making

6.1. The Committee shall meet in quorum and meet validly when at least five (5) of its members attend.

6.2. The Committee shall reach absolute majority resolutions of the members attending. A member who is absent may be represented by another member on the basis of a written authorization to be transmitted to ATHEXCSD, even electronically, no later than the beginning of the relevant meeting.

6.3. Discussions and resolutions of the Committee shall be recorded in the minutes, under the responsibility of the secretary of the Committee, and such minutes shall record the members attending each meeting. An employee or a lawyer employed by ATHEXCSD shall be designated as secretary. The minutes or copies thereof shall be signed by the President of the Committee or its Secretary.

6.4. Immediately after a decision is taken, the Committee shall notify in writing the Board of Directors of ATHEXCSD, by providing, via this resolution, its opinion on the consultation on amending the Rulebook, for which it is convened.

6.5. The Board of Directors shall reserve the right to decide with a different judgment from the content of the Committee recommendation, without being bound by the content of that recommendation, or to decide without a relevant recommendation.

7. Obligations - duties

7.1. The main obligation of the members of the Committee shall be to propose the necessary amendments to the Rulebook, taking into account the current legislation and the operations of ATHEXCSD.

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ATHEXCSD
Central Securities Depository

- 7.2. To meet this objective, the Committee members shall be required, while exercising their duties, to act objectively and impartially.
- 7.3. The members of the Committee shall be bound by an obligation of confidentiality as regards the data and information which has come to their knowledge by virtue of their membership.

8. Entry into force

- 8.1. This resolution shall be made public via the website www.athexgroup.gr. This shall become effective from its publication, namely from 12.04.2021.
- 8.2. The publication hereof shall be subject to the formalities set out in Article 2.6 of Part 2 of Section I of the Rulebook.