

## DISCLAIMER

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## RESOLUTION No 17

### **"Technical terms and procedures for the provision of the Securities Transfer Service on Application by the Beneficiary"**

Codified to include the decisions dated 20.12.2021 and 28.03.2022 of the Board of Directors

#### **THE BOARD OF DIRECTORS**

#### **OF THE HELLENIC CENTRAL SECURITIES DEPOSITORY S.A. (ATHEXCSD)**

(Meeting 311/22-02-2021)

Having regard to:

- a) the provisions of Part 9, Section X of the ATHEXCSD Rulebook (hereinafter the "Rulebook") and
- b) the need to specify the technical terms and procedures relating to the provision of the Securities Transfer Service on Application by the Beneficiary

#### **DECIDES THE FOLLOWING:**

#### **Article 1. Purpose & Scope of application**

1. This Resolution sets out the technical terms and procedures relating to the provision of the Securities Transfer Service (hereinafter the "Service"). The Service shall be provided only to beneficiaries of Client Securities Accounts. In order to use the Service, the beneficiary must first submit an application.
2. The Service shall be provided in respect of applications relating to the following movement/transfer reasons:
  - a) Sale
  - b) Donation or parental gift
  - c) Benefit in kind to executives or shareholders of Issuers or Fund Managers<sup>3</sup>. ATHEXCSD charges a fee for the Service. The fee is charged per instruction for the blocking of Securities for

transfer in the Dematerialised Securities System (DSS), as set out in article 9.1, Part 9, Section X of the Rulebook and provided in the relevant Resolution on the fees charged by ATHEXCSD.<sup>1</sup>

## **Article 2. Required supporting documents**

### **2.1. OTC transfer due to sale**

In order to carry out a transfer of Securities due to sale for a consideration already paid in cash, the applicant beneficiary must submit to ATHEXCSD a private agreement or a notarial document of OTC transfer due to sale, in which the following details of the contracting parties must be provided:

- a) Full name and patronymic, or legal name.
- b) Legal representative of the legal person.
- c) Identification certificate number and date of issue thereof, in the case of a natural person.
- d) Tax Registration Number and Tax Office.
- e) LEI code in the case of a legal person.
- f) Share of the beneficiary of the Securities in the DSS and the Securities Account.
- g) Details of the Securities to be transferred.
- h) The quantity of each Security.
- i) The price per Security in EUR.
- j) The amount resulting if the quantity of each Security is multiplied by its price.
- k) Total transfer amount in EUR.
- l) Reference to the cash payment of the respective amount to the seller.

### **2.2. OTC transfer due to donation or parental gift**

For the purpose of carrying out a transfer of Securities due to donation or parental gift, the applicant beneficiary must submit to ATHEXCSD a private agreement on which the signatures of the contracting parties have been authenticated by a police or administrative authority or a notarial document on OTC transfer due to donation or parental gift, along with the certificate of article 105, Legislative Decree 118/1973 (from the Tax Office). The private agreement or notarial document must include the details referred to in paragraph 2.1, with the exception of points i), j), k) and l).

### **2.3. OTC transfer due to benefit in kind to executives or beneficiaries of Securities of Issuers or Fund Managers as a result of a corporate or similar action**

1. For the purpose of carrying out a transfer of Securities due to benefit in kind to executives or shareholders or other beneficiaries, depending on the type of Security, as a result of a corporate or similar action, for a consideration already paid or free of charge, on the instruction of the Issuer or the Fund Manager, the providing Issuer or Fund Manager shall, as applicable, submit to ATHEXCSD:
  - a) the relevant File concerning the OTC transfers in accordance with the procedures and formats of ATHEXCSD;

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<sup>1</sup> A new paragraph 3 was added to article 1 as above by virtue of decision 328/28.03.2022 of the Board of Directors with effect as of 28.03.2022.

- b) a list with the following details of the beneficiaries of Securities due to a corporate or similar action:
    - i. Full name or legal name;
    - ii. Number of certificate and its date of issue, in the case of a natural person;
    - iii. Shares of the beneficiaries in the DSS and the Securities Account;
    - iv. Tax Registration Number;
    - v. Quantity of Securities to be transferred.
  - c) Exact copy of the decision of the administrative body of the Issuer or Fund Manager that decided the corporate or similar action.
  - d) Exact copy of the decision of the statutory body of the company authorising a certain person or persons to sign the documents relating to the transfer or an electronic search by the Hellenic Business Registry and provision of a file with the specimen signatures of its legal representatives.
2. In addition, the applicant must submit to ATHEXCSD:
- a) In the case of transfer of Securities for a consideration, a private agreement or a notarial document containing the details of paragraph 2.1.
  - b) In the case of a free transfer of Securities, a certificate evidencing the person's capacity as an executive or shareholder of the Issuer or other capacity as beneficiary of the Securities, which is provided by the Issuer or Fund Manager, and which specifies the quantity of Securities being granted and their value on the date of their granting.
- If the beneficiary of the Securities of the corporate action does not have the certificate of the preceding subparagraph, the beneficiary must submit to ATHEXCSD:
- (i) a copy of the decision of the management body of the Issuer or Fund Manager which decided the corporate or similar action, and
  - (ii) a list furnished by the Issuer or Fund Manager which contains the full name or legal name of the beneficiaries and the quantity of Securities being granted.

#### **2.4. Processing of the above transfers<sup>2</sup>**

ATHEXCSD shall carry out the transfers provided that the tax due and its own fees have been paid.

#### **2.5. Notification of significant change in voting rights**

In the event that the above transfers result in a change in voting rights > 3%, ATHEXCSD shall notify the Acquirer in order for it to make the necessary announcements.

### **Article 3. Entry into force**

1. This resolution shall be made public on the website [www.athexgroup.gr](http://www.athexgroup.gr). The resolution shall enter into force as of its publication, i.e., as of 12.04.2021.
2. The publication hereof shall be subject to the formalities set out in article 2.6, Part 2, Section I of the Rulebook.

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<sup>2</sup> Paragraph 2.4 of article 2 was deleted and the previous paragraphs 2.5 and 2.6 were renumbered to 2.4 and 2.5 respectively as above by virtue of decision 328/28.03.2022 of the Board of Directors with effect as of 28.03.2022.