



ATHEX
Athens Stock Exchange

20th Annual General Meeting

Of the limited liability company

HELLENIC EXCHANGES-ATHENS STOCK EXCHANGE S.A.

(General Electronic Commercial Registry (GEMI) No 3719101000)
(former Companies Reg. Number 45688/06/B/00/30)

(Fiscal year 01.01.2020 – 31.12.2020)

Monday 31 May 2021 @ 18:00

5th item of the Daily Agenda

Approve the remuneration and compensation of the members of the Board of Directors for fiscal year 01.01.2020 – 31.12.2020

The Board of Directors proposes the approval of the remuneration and compensation that was paid to members of the Board of Directors of the Company for fiscal year 2020 in accordance with article 109 of Law 4548/2018. Total annual remuneration and representation expenses for the Chief Executive Officer Mr. Socrates Lazaridis amounts to €192,668.00 annually.

Total compensation for the non-executive members of the Board of Directors for their participation in the Board of Directors and Committees of the Company, amounts to €117,000.00 (net remuneration €101,006.12).

In detail:

Name (first, last)	Total gross remuneration	Net payable
George Handjinicolaou, non-executive Chairman of the BoD	€12,750.00	€11,007.08
Alexios Pilavios, non-executive Vice Chairman of the BoD	€7,500.00	€6,474.75
Alexandros Antonopoulos, independent member	€11,750.00	€10,143.78
Konstantinos Vassiliou, non-executive member	€7,500.00	€6,474.75
Giorgos Doukidis, independent member	€21,750.00	€18,776.78
Ioannis Emiris, non-executive member	€7,500.00	€6,474.75
Polyxeni Kazoli, independent member	€7,250.00	€6,258.93
Sofia Kounenaki-Efracimoglou, independent member	€6,375.00	€5,503.54
Ioannis Kyriakopoulos, non-executive member	€7,500.00	€6,474.75
Adamantini Lazari, independent member	€9,500.00	€8,201.35
Spyridoula Papagiannidou, independent member	€10,125.00	€8,740.91
Nikolaos Chryssochoidis, non-executive member	€7,500.00	€6,474.75
Total	€117,000.00	€101,006.12

6th Item of the Daily Agenda

Pre-approve the remuneration and compensation of the members of the Board of Directors for fiscal year 01.01.2021 – 31.12.2021

The Board of Directors, following a proposal by the Nomination & Compensation Committee after evaluating that:

- a) The determination of the remuneration and compensation of the members of the BoD must ensure on the one hand that their pay structure promotes the long term viability of the Company, and on the other that compensation is linked to the performance of the members of the BoD, the type, size, the activity of the Company, the appropriate pay level compared with the pursuit of the Company's objectives, and the comparability of the pay level for similar positions, roles and qualifications in the local financial market and other similar companies,
- b) An appropriate remuneration level must be set up that reflects the duties, the time spent on the responsibilities assigned, as well as the professional standing of the members of the Board of Directors and the reputation of the Company, in order to attract worthwhile individuals to the Board of Directors, whose remuneration will not only reflect the opportunity cost but also the importance of their position in the decision making process,
- c) The remuneration of non-executive members must faithfully reflect all of their skills and contributions to the Board of Directors and will, in addition, encourage Members to contribute effectively to guide and ensure the development of the Company and the Group and to increase share value in the long term.

proposes the pre-approval of the remuneration of the members of the Board of Directors for the current fiscal year 2021 as follows:

The remuneration of the executive members of the Board of Directors for 2021 will be at the same level as in 2020 and in accordance with the Remuneration Policy of the Company.

The remuneration of non-executive members of the Board of Directors, for their participation at the meetings of the Board of Directors and in the Committees of the Company for fiscal year 2021 is proposed as follows:

A. Following the date of the Annual General Meeting it will be as follows:

Proposed remuneration of non-executive members of the Board of Directors	
Proposed annual base pay for participating in the BoD	
Non-executive Chairman of the BoD	€35,000.00
Non-executive Member	€20,000.00

Proposed supplementary to base pay annual remuneration for participation in Committees		
Committee	Chairman	Member
Audit Committee	€7,000.00	€5,000.00
Nomination & Compensation Committee	€7,000.00	€5,000.00
Risk Committee	€5,000.00	€2,000.00
Strategic Planning Committee	€5,000.00	€2,000.00
Advisory Committee on IT	€5,000.00	€2,000.00

B. Up until the date of the Annual General Meeting, current pay will be in effect, i.e.:

Proposed remuneration of non-executive members of the Board of Directors	
Proposed annual base pay for participating in the BoD	
Non-executive Chairman of the BoD	€7,500.00
Non-executive Member	€5,000.00

Proposed supplementary to base pay annual remuneration for participation in Committees		
Committee	Chairman	Member
Audit Committee	€6,750.00	€4,500.00
Nomination & Compensation Committee	€2,250.00	€1,500.00
Risk Committee	€3,750.00	€2,500.00
Strategic Planning Committee	€3,750.00	€2,500.00
Advisory Committee on IT	€6,000.00	€6,000.00

The above remuneration will be pro rata on a twelve-month basis, paid monthly and will be proportional to the participation time of each non-executive member in the Board of Directors and in the Committees of the Company.

All amounts up for preapproval mentioned above are gross, and subject to the withholdings foreseen by the current tax and social security legislation.