



ATHEX
Athens Stock Exchange

20th Annual General Meeting of the shareholders 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

110 Athinon Ave

If the quorum, as required by the Law and the Articles of Association in order to decide the whole or part of the original agenda, is not obtained during the meeting of 31 May 2021, the General Meeting will convene again in a Repetitive Meeting on 16 June 2021 at 18:00, by teleconference, from the headquarters of the Company (110 Athinon Ave).

It should be noted that, in accordance with par. 2 of article 130 of Law 4548/2018, a new invitation for the repetitive General Meeting will not be published.

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1. INVITATION

TO SHAREHOLDERS OF THE COMPANY
“HELLENIC EXCHANGES-ATHENS STOCK EXCHANGE S.A.”
General Electronic Commercial Registry (GEMI) No 3719101000
(former Companies Reg. Number 45688/06/B/00/30)
TO THE TWENTIETH (20TH) ANNUAL GENERAL MEETING
(FISCAL YEAR 01.01.2020 – 31.12.2020)

In accordance with the law and the Articles of Association of the Company, and the decision of its Board of Directors on 7 May 2021, shareholders of “HELLENIC EXCHANGES-ATHENS STOCK EXCHANGE S.A.” are invited to participate remotely in real-time via teleconference at the twentieth (10th) Annual General Meeting, which will take place on **Monday 31 May 2021 at 18:00**, in order to discuss and decide on the following items of the agenda:

1. Submission and approval of the Annual Financial Report for fiscal year 01.01.2020 – 31.12.2020 together with the relevant Reports and Declarations by the Board of Directors and the Auditors.
2. Approve the allocation of profits for fiscal year 01.01.2020 – 31.12.2020 and the distribution of dividend.
3. Submission of the Annual Report of the Audit Committee to Shareholders for fiscal year 01.01.2020 – 31.12.2020.
4. Approve the overall management by the Board of Directors for fiscal year 01.01.2020 – 31.12.2020 in accordance with article 108 of Law 4548/2018 and discharge the Auditors in accordance with par. 1, case c) of article 117 of Law 4548/2018.
5. Approve the remuneration and compensation of the members of the Board of Directors for fiscal year 01.01.2020 – 31.12.2020.
6. Pre-approve the remuneration and compensation of the members of the Board of Directors for fiscal year 01.01.2021 – 31.12.2021.
7. Elect the Certified Auditor Company to audit the Financial Statements for fiscal year 01.01.2021 – 31.12.2021 and determine their fee.
8. Submit the Remuneration Report for fiscal year 2020 to the General Meeting for discussion and vote in accordance with article 112 of Law 4548/2018.
9. Elect new members of the Board of Directors to replace members that resigned.
10. Redefine the type of the Audit Committee, the term of office, the number and the qualities of its Members (article 44, par. 1b of Law 4449/2017, as in force).
11. Approve the Suitability Policy for the Members of the Board of Directors in accordance with article 3 par. 3 of Law 4706/2020.
12. Grant permission to acquire own shares of the Company, in accordance with article 49 of Law 4548/2018, and authorize accordingly the Board of Directors to determine the exact commencement time of the program and to regulate all formalities and procedures on the matter.
13. Grant permission to members of the Board of Directors of the Company as well as to executives of the Company to participate in the Boards of Directors or in the Management of other associated companies, under the meaning of article 32 of Law 4308/2014.

14. Amend article 2 of the Articles of Association of the Company (Purpose).
15. Reduce the share capital by €4,224,360, through a reduction in the par value of each share by €0.07 and pay this amount to shareholders, and amend Article 5 of the Articles of Association of the Company concerning the share capital.

If the quorum, as required by the Law and the Articles of Association in order to decide any of the items of the original agenda, is not obtained during the meeting of 31 May 2021, the General Meeting will convene again in a Repetitive Meeting remotely in real-time by teleconference on **Wednesday 16 June 2021 at 18:00**.

It should be noted that, in accordance with par. 2 of article 130 of Law 4548/2018, a new invitation for the Repetitive General Meetings will not be published.

Taking into consideration the measures and instructions of the State for dealing with the consequences of the risk of spreading the Covid 19 coronavirus, and in accordance with the provisions of articles 120 par. 3 and 125 par. 1 of Law 4548/2018 and the provisions in the current Articles of Association of the Company, the General Meeting on 31 May 2021 and any Repetitive Meeting, will take place remotely, in real-time by teleconference and the use of electronic means, under the conditions of article 125 of Law 4548/2018 and the specific provisions in the present invitation.

In addition, in accordance with the provisions in the Articles of Association of the Company, shareholders are provided with the option to participate remotely by mail vote in the vote on the items of the General Meeting on 31 May 2021 and any Repetitive Meeting, that will take place before the General Meeting, under the conditions of article 126 of Law 4548/2018 and the specific provisions in the present invitation.

A. Right to participate and vote at the General Meeting

At the General Meeting of 31 May 2021, only physical and legal persons that have the status of shareholder at the start of the fifth (5th) day before the meeting date of the Annual General Meeting, i.e. on 26 May 2021 ("Record Date") are entitled to participate and vote.

The record date of 26 May 2021 is the record date for the Repetitive General Meeting on 16 June 2021 (if the quorum, as required by the Law and the Articles of Association in order to decide any of the items of the original agenda on 31.05.2021 is not obtained during that meeting).

For the Company, shareholders who are entitled to participate in the General Meeting and to exercise the right to vote are those that are registered on the Record Date in the Dematerialized Securities System (DSS) of the company "HELLENIC CENTRAL SECURITIES DEPOSITORY (ATHEXCSD)" or the one identified as such based on the relevant date through registered intermediaries or other intermediaries in compliance with the provisions of the legislation (Law 4548/2018, Law 4569/2019, Law 4706/2020 and Regulation (EU) 2018/1212) as well as the Rulebook of Operation of the Hellenic Central Securities Depository (Government Gazette B/1007/16.03.2021).

The proof of shareholder status is done by any legal means and in any case based on information received by the Company until before the start of the General Meeting by ATHEXCSD or through the above intermediaries in accordance with the above provisions. A shareholder may participate in the General Meeting on the basis of confirmations or notifications of Articles 5 and 6 of Regulation (EU) 2018/1212 provided by the intermediary unless the Meeting refuses this participation for a good reason that justifies its refusal in accordance with the provisions in force (art. 19 par. 1 of Law 4569/2018, art. 124 par. 5 of Law 4548/2018).

Exercising these rights does not require either the blocking of the shares of the beneficiary or any other similar procedure which limits that ability to sell and transfer these shares during the period between the Record Date and the General Meeting.

Shareholders that do not comply with the deadline in par. 4 of article 128 of Law 4548/2018, i.e. that do not submit in writing or by electronic means the appointment of proxies or representatives to the Company at least forty-eight (48) hours before the appointed date of the General Meeting, participate at the General Meeting unless the General Meeting refuses this participation for good reason which justifies this refusal.

B. Participating and exercising the right to vote at the General Meeting remotely in real-time by teleconference

In order for shareholders to participate and vote at the Annual General Meeting on 31 May 2021 or at any Repetitive meetings which will take place remotely, in real-time by teleconference, without their physical presence, they or their proxies must create and use an electronic shareholder account at the electronic platform that has been developed by the Athens Exchange Group to provide remote General Meeting services, in real-time, by teleconference to listed companies on the website <https://axia.athexgroup.gr/en/home>.

The internet platform is provided by ATHEXCSD, while for the teleconference the webex group of tools/services is provided by Cisco Hellas S.A.

In order to access the electronic platform a personal computer, a smartphone or a tablet is required, a browser installed, and internet access.

In order for a shareholder or his/her proxy to create an account in the electronic platform above, a valid electronic mail (email) account and a mobile telephone number are required by the shareholder or his/her proxy.

If, on accessing the electronic platform the above information entered by the shareholder does not match the information registered in the Dematerialized Securities System or the identification information that has been provided to the Company by the Hellenic Central Securities Depository or through intermediaries, as part of its services to facilitate shareholder identification for remote general meetings which are provided to listed companies in accordance with Part 3 of Decision No 8 of the Hellenic Central Securities Depository, "Technical terms and procedures for the provision of the Registry, Corporate and Other Related Actions Service", as well as the document "Terms and Conditions for the remote General Meeting of Shareholders", shareholders must provide or update the information above, in order to create the account.

For this purpose, and in order to avoid dysfunctions, shareholders are requested to contact without delay the Participant of the Securities Account in the DSS or other intermediary acting as custodian through which their shares are kept, in order to notify them or to update their valid email address and mobile telephone number for identification.

Further instructions to participate at the General Meeting by teleconference will be posted on the website of the Company and will be sent by the Company via email to shareholders that have completed the above procedure and are eligible to participate at the Annual General Meeting or any Repetitive meetings.

For any questions and for instructions, shareholders may contact the Investor Relations Department of the Company by email at investor-relations@athexgroup.gr or by telephone at +30 210 3366.616 (daily between 09.00 and 17.00).

Furthermore, starting with the publication of the present and until the end of the General Meeting, a help desk will operate that will provide information and support shareholders and their representatives at + 30 210 3366 120 or by email at AXIAeShareholdersMeeting@athexgroup.gr.

Shareholders that participate at the General Meeting by teleconference in real-time are taken into consideration for the formation of the quorum and majority and will be able to exercise their rights effectively during the General Meeting.

Shareholders that have successfully connected to the internet platform will be able to participate in the General Meeting by teleconference in real-time via a link that will be sent to them by email.

By activating the teleconference application (Cisco Webex) through the link at the start of the General Meeting, shareholders will be able to:

- a) follow the proceedings of the General Meeting with electronic or audiovisual means,
 - b) take the floor and address the General Meeting orally during the General Meeting,
- while at the same time through the internet platform, they will be able to:
- c) vote in real-time during the GM on the matters of the agenda, and
 - d) receive information on the recording of their vote.

C. Procedure for remotely participating in the vote that takes place before the General Meeting (Mail Vote)

I. In addition, shareholders have the option to participate remotely, in person or by proxy, at the vote on the items of the General Meeting that will take place before the General Meeting, under the conditions of article 126 of Law 4548/2018, as well as the following.

Shareholders that wish to participate and vote remotely on the items of the General Meeting that will take place before the General Meeting, can make use of the following options:

- a) Either by exercising the right to vote before the General Meeting through the electronic platform <https://axia.athexgroup.gr/en/home> in which they have previously created an account and have successfully registered as described in B. above, during the time period **until twenty-four (24) hours before the date of the General Meeting (i.e. until 18.00 on 30.05.2021 at the latest)**.
- b) By completing and sending anew to the Investor Relations Department of the Company the “Mail vote document” which has been published at <https://www.athexgroup.gr/web/guest/helixinvestors-general-meetings> with the signature authenticated, at: 110 Athinon Ave, 10442 Athens Greece, or digitally signed by using a recognized digital signature (qualified certificate) by the proxy or the shareholder, via email at investor-relations@athexgroup.gr, **until twenty-four (24) hours before the date of the General Meeting (i.e. until 18.00 on 30.05.2021 at the latest)**.
- c) Or by participating based on confirmations or notifications provided by intermediaries under articles 5 and 6 of Regulation (EU) 2018/1212.

Shareholders that vote as above before the General Meeting are counted to form the quorum and majority, provided that the votes in question have been received by the Company **by 18.00 on 30.05.2021** at the latest.

II. It is noted that shareholders that wish to appoint proxies to participate remotely at the vote on the items of the General Meeting which will take place before the General Meeting, can appoint up to one (1) proxy; the appointment must be made **at the latest forty-eight (48) hours before the date of the General Meeting (i.e. by 18.00 on 29.05.2021 at the latest), as specifically described below in D II.**

Following this deadline, it will not be possible to participate by proxy in the vote that will take place **before the General Meeting**.

III. If the quorum, as required by the Law and the Articles of Association in order to decide the whole or part of the original agenda, is not obtained during the meeting of 31 May 2021, at the Repetitive General Meeting which will take place on 16 June 2021 at 18.00, the right to vote remotely, by mail vote **must be exercised again**, by a vote that will take place before the Repetitive General Meeting, in the following ways:

- a) Either by exercising again the right to vote before the General Meeting through the electronic platform <https://axia.athexgroup.gr/en/home> in which they have previously created an account and have successfully registered as described in B. above, during the time period **from 01.06.2021 @ 12.00 and until twenty-four (24) hours before the date of the Repetitive General Meeting (i.e. until 18.00 on 15.06.2021 at the latest).**
- b) Or by completing and sending to the Investor Relations Department of the Company a new “Mail vote document” for the items for which no decision was taken on 31 May 2021, which will be provided by the Company, with the signature authenticated, at: 110 Athinon Ave, 10442 Athens Greece, or digitally signed by using a recognized digital signature (qualified certificate) by the proxy or the shareholder, via email at investor-relations@athexgroup.gr, **at least twenty-four (24) hours before the date of the Repetitive General Meeting (i.e. by 18.00 on 15.06.2021 at the latest).**
- c) Or by participating based on confirmations or notifications provided by intermediaries under articles 5 and 6 of Regulation (EU) 2018/1212.

Shareholders that vote as above before the General Meeting are counted for the formation of the quorum and majority, provided that the votes in question are received by the Company **by 18.00 on 15.06.2021** at the latest.

IV. For the potential Repetitive General Meeting on 16 June 2021, shareholders that had not appointed a proxy for the initial General Meeting, or shareholders that wish to replace the proxy that had been appointed, in order to participate remotely at the vote that will take place before the General Meeting, can appoint up to one (1) proxy, **at least forty-eight (48) hours before the date of the General Meeting (i.e. by 18.00 on 14.06.2021 at the latest), as specifically mentioned below in D II.**

After that date, it will not be possible to participate by proxy at the vote that will take place **before the Repetitive General Meeting.**

For any questions and for instructions, shareholders may contact the Investor Relations Department of the Company by email at investor-relations@athexgroup.gr or by telephone at +30 210 3366.616 (daily between 09.00 and 17.00).

In addition, shareholders are asked to confirm that the “Mail Vote document” is successfully sent and received by the Company, and can, for this purpose, call +30 210 3366 616 (Investor Relations Department).

D. Participation process and vote by proxy

I. Shareholders participate in the Annual General Meeting and vote either in person or by proxy. Each shareholder may appoint up to three (3) proxies. However, if a shareholder possesses shares of the Company that are held in more than one Investor Securities Account, the above restriction cannot prevent the shareholder from appointing different proxies for the shares in each investor account for a particular General Meeting. A proxy appointment can be freely recalled. A proxy that acts for more than one shareholders can vote differently for each shareholder.

Shareholders may appoint a proxy for one or more General Meetings and for a specific period of time. The proxy votes in accordance with the shareholder’s instructions, if there are any. Non-compliance by the proxy with the instructions received does not affect the validity of the decisions of the General Meeting, even if the proxy’s vote was decisive in achieving the majority.

The shareholder proxy is obliged to notify the Company, before the start of the General Meeting, about any specific event, which may be useful to shareholders in order to assess 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 control, or other legal person or entity that is controlled by a shareholder that exercises control of the Company.
- d) A spouse or a relative in the first degree with one of the private individuals that are mentioned in cases a) to c).

The appointment and revocation or replacement of the proxy or representative takes place in writing or by electronic means that are submitted to the Company at least forty-eight (48) hours before the appointed date of the General Meeting. Notification of the appointment and revocation or replacement of the proxy by electronic means is by electronic mail at the email address on the Invitation to the General Meeting, or the case of shareholders that are identified through intermediaries, through confirmations or notifications of articles 5 and 6 of Regulation (EU) 2018/1212 provided by intermediaries.

II. Specifically for shareholder participation by proxy at the General Meeting on 31 May 2021 or any Repetitive Meetings, remotely in real-time by teleconference, or for shareholder participation by proxy in the vote on the items of the General Meeting that will take place before the General Meeting, shareholders or Participants in the Securities Accounts in the DSS or other intermediaries acting as custodians of the shareholders through which the share are kept, can appoint up to one (1) proxy, whose appointment must be made at least forty-eight (48) hours before the date of the General Meeting (i.e. by 18.00 on 29.05.2021 at the latest for the initial General Meeting and the latest by 18.00 on 14.06.2021 for the Repetitive Meeting).

Upon receipt of the information above by the Company, and based on the email address and mobile telephone of the representative, as declared in the proxy document, the Company creates an account for the proxy on the electronic platform; the proxy is informed by email in order to activate the account in order to exercise the rights of the shareholder in accordance with what is referred to in B. and C. above.

The Company has made available documents:

- a) To appoint a proxy to participate in the General Meeting on 31 May 2021 remotely in real-time by teleconference; and
- b) To appoint a proxy to vote on the items of the General Meeting that will take place before the General Meeting.

These documents are available to shareholders in hard copy at the Investor Relations Department of the Company (110 Athinon Ave, tel. +30 210 3366 616), and in electronic form on the website of the Company (www.athexgroup.gr/web/guest/helexinvestors-general-meetings)

The appropriate document must be filled-in, signed with the authenticity of the signature verified, and submitted to the Investor Relations Department of the Company, at: 110 Athinon Ave, 10442 Athens, or digitally signed by using a recognized digital signature (qualified certificate) by the proxy or shareholder by e-mail at investor-relations@athexgroup.gr at least forty eight (48) hours before the date of the General Meeting. Shareholders are asked to ensure that the proxy appointment document is successfully dispatched and received by the Company and may call for this purpose: +30 210 336 6616 (Investor Relations Department).

E. Deadlines for exercising minority shareholder rights (par. 2, 3, 6 and 7 of article 141 of Law 4548/2018)

1. At the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors is obliged to include additional items on the agenda of the General Meeting, which has already been convened, if the relevant request is received by the Board of Directors at least fifteen (15) days prior to the General Meeting, i.e. by 16 May 2021 at the latest. The additional items must be published or disclosed, under the responsibility of the Board of Directors, in accordance with article 122 of Law 4548/2018, at least seven (7) days before the General Meeting, i.e. by 24 May 2021 at the latest. The request to include additional items on the agenda is accompanied by a justification or a draft decision for approval by the General Meeting, and the revised agenda is published in a similar manner as the previous agenda, thirteen (13) days before the date of the General Meeting, i.e. by 18 May 2021 at the latest, and simultaneously made available to shareholders on the website of the Company together with the justification or the draft decision that has been submitted by shareholders, in accordance with the provisions in paragraph 4 of article 123 of Law 4548/2018. If these items are not published, the requesting shareholders are entitled to request the postponement of the General Meeting, in accordance with paragraph 5 and to make the publication themselves, in accordance with the second subparagraph of the present paragraph, at the expense of the Company.
2. Shareholders representing one twentieth (1/20) of the paid-up share capital have the right to submit draft decisions for items that are included in the initial or any revised agenda of the General Meeting. The request must reach the Board of Directors seven (7) days before the date of the General Meeting, i.e. by 24 May 2021 at the latest, and the draft decisions are made available to shareholders in accordance with the provisions of paragraph 3 of article 123 of law 4548/2018 at least six (6) days before the date of the General Meeting, i.e. by 25 May 2021 at the latest.
3. Following a request by any shareholder, which is submitted to the company at least five (5) full days before the General Meeting, i.e. by 25 May 2021 at the latest, the Board of Directors is obliged to provide the General Meeting with the information specifically requested concerning Company affairs, insofar as they are relevant to the items on the agenda. There is no obligation to provide information, when the information is already available on the website of the Company, especially if it is available in the form of questions and answers. In addition, at the request of shareholders representing one twentieth (1/20) of the paid-in share capital, the Board of Directors is obliged to announce to the General Meeting, provided it is an Annual meeting, the amounts that, over the previous two years, have been paid to each member of the Board of Directors or to Directors of the Company, as well as any benefit to these persons for whatever reason or by whatever contract of the Company with them. In all of the abovementioned cases, the Board of Directors may refuse to provide such information for sufficiently important reason, which is recorded in the minutes. Such a reason may be the representation of the requesting shareholders to the Board of Directors, in accordance with articles 79 or 80 of Law 4548/2018. In the cases referred to in this paragraph, the Board of Directors may answer once to shareholder requests having the same content.
4. At the request of shareholders representing one tenth (1/10) of the paid-up share capital, which is submitted to the Company at least five (5) full days before the General meeting, i.e. by 25 May 2021 at the latest, the Board of Directors is obliged to provide to the General Meeting information about the course of corporate affairs and the assets of the Company. The Board of Directors may refuse to provide information for sufficiently important reason which is recorded in the minutes. Such a reason may be the representation of the requesting shareholders on the Board of Directors, in accordance with articles 79 or 80 of Law 4548/2018, provided that the corresponding members of the Board of Directors have received this information in a manner that is adequate.

In all of the abovementioned cases, requesting shareholders are obliged to prove their shareholder status and, with the exception of the case of the first subparagraph of paragraph 3, the number of shares they possess during the exercise of the relevant right.

Proof of the status of shareholder can be provided by any legal means, and in any case based on the information received by the Company electronically from the company “Hellenic Central Securities Depository” with an electronic connection of the Company to DSS or through the Participant of the Securities Account in the DSS or another intermediary acting as custodian of the shareholder through which shares are kept. For more information regarding the minority shareholder rights, shareholders may refer to the provisions of article 141 of Law 4548/2018.

All of the above information on minority rights and the terms for enforcing them are available on the website of the Company (www.athexgroup.gr).

F. Availability of documents and information

The information of par. 3 and 4 of article 123 of Law 4548/2018, and in particular the Invitation to the General Meeting, the total number of shares and voting rights that these shares incorporate on the Invitation date, the documents for exercising the right to vote by proxy, the documents for exercising the right to vote by mail, the documents that will be submitted to the General Meeting, the draft decisions on the items of the proposed agenda, as well as information regarding the exercise of minority rights of par. 2, 3, 6 and 7 of article 141 of Law 4548/2018 are available in electronic form on the website of the Company (www.athexgroup.gr/web/guest/helexinvestors-general-meetings) and in hard copy at the Investment Relations Department of the Company (110 Athinon Ave, tel. +30-210 336 6616).

Athens, 7 May 2021

The Board of Directors

2. PROPOSALS OF THE BOARD OF DIRECTORS ON THE ITEMS OF THE AGENDA

ITEM #1: Submission and approval of the Annual Financial Report for fiscal year 01.01.2020 – 31.12.2020 together with the relevant Reports and Declarations by the Board of Directors and the Auditors

Required quorum: 1/5 of the share capital

Majority: 50% + 1 of the votes represented

The Board of Directors proposes to the General Meeting that the Annual Financial Report for fiscal year 01.01.2020 – 31.12.2020 be approved. The Annual Financial Report includes the Annual Financial Statements for fiscal year 01.01.2020 – 31.12.2020 that have been approved by the Board of Directors (meeting 378/29.03.2021) and the relevant declarations and reports by the Board of Directors and the Auditors.

The Annual Financial Report for 2020 and the relevant Press Release are available on the website of the Company (www.athexgroup.gr/web/guest/athex-financial-results).

ITEM #2: Approve the allocation of profits for fiscal year 01.01.2020 – 31.12.2020 and the distribution of dividend

Required quorum: 1/5 of the share capital

Majority: 50% + 1 of the votes represented

The Board of Directors proposes to the General Meeting that it approve the distribution of the net earnings for fiscal year 01.01.2020 – 31.12.2020 amounting to €9,234,054 (Earnings Before Taxes €9,615,000 based on IFRS, less the corresponding income tax of €380,946) as follows: a) €4,224,360 to pay dividend of €0.07 per share; and b) €5,009,694 in retained earnings

With regard to the dividend for fiscal year 2020, as already announced by the Company in the Financial Calendar for 2021, the proposed ex-date is 4 June 2021, the proposed beneficiary determination date is 7 June 2021, and payment of the dividend to shareholders will commence on 11 June 2021 and will take place, in accordance with the provisions of the Athens Exchange Rulebook, through their operators. This dividend is subject to legal withholdings.

ITEM #3: Submission of the Annual Report of the Audit Committee to Shareholders for fiscal year 01.01.2020 – 31.12.2020

The Annual Report of the Audit Committee is submitted to the General Meeting in accordance with article 44, par. 1i of Law 4449/2017 as in force, and is not put to a vote

In accordance with article 44, par. 1i of Law 4449/2017 as in force, the Annual Report of the Audit Committee is submitted to the General Meeting of shareholders for the fiscal year 01.01.2020 – 31.12.2020; the Report is available on the website of the Company (www.athexgroup.gr/web/guest/helexinvestors-general-meetings).

ITEM #4: Approve the overall management by the Board of Directors for fiscal year 01.01.2020 – 31.12.2020 in accordance with article 108 of Law 4548/2018 and discharge the Auditors in accordance with par. 1, case c) of article 117 of Law 4548/2018

Required quorum: 1/5 of the share capital

Majority: 50% + 1 of the votes represented

The General Meeting will be called upon to decide whether to approve the overall management by the Board of Directors of the Company for fiscal year 01.01.2020 – 31.12.2020, in accordance with article 108 of Law 4548/2018, and to discharge the Auditors that carried out the audit of the financial statements for fiscal year 01.01.2020 – 31.12.2020, in accordance with par. 1, case c) of article 117 of Law 4548/2018.

ITEM #5: Approve the remuneration and compensation of the members of the Board of Directors for fiscal year 01.01.2020 – 31.12.2020

Required quorum: 1/5 of the share capital

Majority: 50% + 1 of the votes represented

The Board of Directors proposes the approval of the remuneration and compensation that was paid out in fiscal year 2020 to Members of the Board of Directors of the Company in accordance with article 109 of law 4548/2018.

Detailed information about remuneration paid in fiscal year 2020 is available on the website of the Company (www.athexgroup.gr/web/guest/helexinvestors-general-meetings).

ITEM #6: Pre-approve the remuneration and compensation of the members of the Board of Directors for fiscal year 01.01.2021 – 31.12.2021

Required quorum: 1/5 of the share capital

Majority: 50% + 1 of the votes represented

Following the proposal by the Nomination & Compensation Committee, the Board of Directors proposes the pre-approval of the remuneration of the members of the Board of Directors for the current fiscal year 2021.

Detailed information about the proposal for the pre-approval of remuneration to members of the BoD for fiscal year 2021 is available on the website of the Company – www.athexgroup.gr/web/guest/helexinvestors-general-meetings.

ITEM #7: Elect the Certified Auditor Company to audit the Financial Statements for fiscal year 01.01.2021 – 31.12.2021 and determine their fee

Required quorum: 1/5 of the share capital

Majority: 50% + 1 of the votes represented

Following the recommendation by the Audit Committee of the Company together with the approval by all of the independent members of the Board of Directors, the Board of Directors proposes to the General Meeting of shareholders that the annual audit of the separate and consolidated financial statements of the Company for fiscal year 01.01.2021 – 31.12.2021 be carried out by the Certified Auditing Accounting company “PricewaterhouseCoopers S.A.” at an annual fee of €20,000 plus VAT for the Company (total fee for all the companies of the Group: €53,000 plus VAT). In order to issue the Annual Tax Compliance Report for the Company,

the fee of the above auditing firm is €10,000 plus VAT (total fee for all the companies of the Group: €22,000 plus VAT), and for the audit of the Remuneration Report the fee is €2,500 plus VAT.

It is noted that total remuneration of the certified auditors of the Company for fiscal year 2020 in their entirety (100%) concern auditing work, and no non-audit work. For all companies of the Group, the total fees of the certified auditors for the fiscal year 2020 amounted to €77,500 plus VAT, which in their entirety (100%) concerned audit work, and no non-audit work.

Taking into consideration all of the above, the Audit Committee decided that the objectivity and independence of the certified auditors for fiscal year 2020 was fully safeguarded. The independence of the certified auditors was also confirmed in writing by the auditing company itself, with a letter addressed to the Audit Committee.

ITEM #8: Submit the Remuneration Report for fiscal year 2020 to the General Meeting for discussion and vote in accordance with article 112 of Law 4548/2018

Required quorum: 1/5 of the share capital

Majority: 50% + 1 of the votes represented

The Board of Directors submits for discussion and vote to the General Meeting the fiscal year 2020 Remuneration Report in accordance with article 112 of Law 4548/2018, the contents of which have been reviewed by the Nomination & Compensation Committee. The Remuneration Report for fiscal year 2020 is available on the website of the Company (www.athexgroup.gr/web/guest/helexinvestors-general-meetings).

In addition, the auditors of the Company audit whether and to what extent the Remuneration Report contains the information specified in the law. For this purpose, the Audit Report by “PricewaterhouseCoopers S.A.” is also submitted to the General Meeting; the Report is available on the website of the Company (www.athexgroup.gr/web/guest/helexinvestors-general-meetings).

It is clarified that shareholder vote on the Remuneration Report is of an advisory nature, in accordance with Article 112 par 3 of Law 4548/2018.

ITEM #9: Elect new members of the Board of Directors to replace members that resigned

Required quorum: 1/5 of the share capital

Majority: 50% + 1 of the votes represented

The General Meeting of shareholders of the Company on 30.05.2019 elected the current Board of Directors which consists of thirteen (13) members, of which six (6) are independent with a four-year term of office, until the Annual General Meeting of shareholders of the Company in 2023.

Following the resignation, effective on the date of the General Meeting on 31.05.2021 of the independent members of the Board of Directors Mr. Alexandros Antonopoulos, Mrs. Adamantini Lazari and Mrs. Sofia Kounenaki-Efraimoglou, and of the non-executive member Mr. Nikolaos Chrysochoides, who had been elected by the General Meeting of 30.05.2019, and based on the recommendation by the Nomination & Compensation Committee to increase the number of independent members of the Board of Directors in order for the Company to have an Board of Directors that is independent in its majority and to strengthen the dynamics of the supreme corporate governance body of the Company, the Board of Directors, taking into consideration the provisions of the applicable framework, including Laws 4548/2018, 3016/2002 and 4514/2018 proposes to the General Meeting the election of the following four (4) new independent members to replace the three (3) independent members and one (1) non-executive who resigned which meet the independence criteria of Law 3016/2002 and the Internal Rulebook of Operation of the Company.

1. Election of Mr. Dimitrios Dosis as new Independent Non-Executive Member of the Board of Directors

The election of Mr. Dimitrios Dosis (age: 48), Greek and German national, as an Independent Non-Executive member of the BoD is proposed. Mr. Dosis is President of MasterCard Advisors of the MasterCard International Group, responsible for the data analysis and professional services sector of the company and a member of the MasterCard Global Management Committee.

Mr. Dosis is leading a global business helping retailers, governments and banks resolve pressing issues with data driven solutions. He has more than 20 years of experience in technology, banking and management consulting.

He joined MasterCard in 2005 from Roland Berger Strategy Consultants, where he was co-head of European banking. Previously he worked for the group of the financial institution A.T. Kearney. His significant experience in technology, banking transactions with the use of digital media, will significantly contribute to the strengthening of the Board in the development and promotion of innovative actions in the context of the Company's strategy for the future. He holds an MBA and a doctorate from the European Business School, as well as a postgraduate degree in Economics from the University of Hagen.

2. Election of Mr. Vassilis Karatzas as new Independent Non-Executive Member of the Board of Directors

The election of Mr. Vassilis Karatzas (aged 54), Greek national, as an Independent Non-Executive Member of the BoD is proposed.

Mr. Karatzas is Chairman and Chief Executive Officer of the Alternative Investments Management Company Levant Partners, which he founded in 2008, and of "Levant Advisors public limited company providing investment portfolio management services to parent or subsidiary companies or subsidiaries of the parent company". He has 25 years of experience in emerging markets having worked, among others at the EMEA Private Equity Department at Bankers Trust in London and AIG Capital Partners in New York. For the last 15 years, Mr. Karatzas manages portfolios focusing on Turkey, Russia, Central Europe and the Middle East.

He holds a degree in Economics from Connecticut College and a postgraduate degree in Political Philosophy from New York University. Mr. Karatzas will significantly strengthen the Board of Directors, taking into account his significant and long experience in financial matters and his continuous contact with the investment community, both in Greece and internationally.

3. Election of Mrs. Theano Karpodini as new Independent Non-Executive Member of the Board of Directors

The election of Mrs. Theano Karpodini (aged 52), Greek national, as an Independent Non-Executive Member of the BoD is proposed.

Mrs. Karpodini holds a degree in Business Administration specializing in accounting and financing from the Athens University of Economics and Business and a postgraduate degree in Business Administration. She has seventeen years of experience in management positions, both in the private sector as a high ranking executive, as well as in public administration over the past ten years as a special advisor in the State Treasury of the Ministry of Finance. In her professional career, she has been involved in the financial audit of private companies, balance sheets and accounts of public entities and was responsible for the Programme for the Repayment of Overdue Debts of General Government Institutions 2012-2014 as special advisor to the State Treasury. She is Administrator and Chairwoman of the Board of Directors of the EOPYY [National Organization for the Provision of Health Services].

Mrs. Karpodini is an independent non-executive member, and a member of the Audit Committee of the subsidiary company "Hellenic Central Securities Depository S.A." and an independent non-executive member and Chairwoman of the Audit Committee of "Athens Exchange Clearing House S.A." and her experience in risk management and financial audit is expected to significantly strengthen the BoD in these matters.

4. Election of Mr. Pantelis Tzortzakis as new Independent Non-Executive Member of the Board of Directors

The election of Mr. Pantelis Tzortzakis (aged 59), Greek national, as an Independent Non-Executive Member of the BoD is proposed.

Mr. Tzortzakis studied Business Administration at the University of Piraeus and Computer Science at Brooklyn College in New York. He was the founder of Forthnet, starting from the Institute of Computer Science at the Foundation for Research and Technology - Hellas (FORTH) in 1987, where he was responsible for transforming it from a research activity to a company, attracting investments from Greece and abroad. He was the Chief Executive Officer from its founding (1995) until 2011. From 2008 to 2011 he was also Chairman of the Board of Directors and Chief Executive Officer of the NOVA subscription satellite service. From 2007 to 2011 he was Chairman of the BoD of the Greek IT & Communications Business Association (SEPE).

From 2006 to 2009 he was a Member of the Supervisor Board of NETIA S.A., the largest alternative telecommunications company in Poland. In 2011 he served as Advisor to the Prime Ministers on Technology, IT and Communications matters, while from June 2011 until May 2012 he served as Deputy Minister in the Ministry of Administrative Reform and e-Governance. From September 2012 until May 2013 he coordinated the development of innovation at the Ministry of Development, Competitiveness, Infrastructure, Transport and Networks.

Mr. Tzortzakis is executive Vice Chairman of the Hellenic Development Bank, an independent member of the Board of Directors of Quest Holdings and a member of the Advisory Committee on IT of the Company. His significant experience in the implementation of strategies for the utilization of technology and digital media will significantly contribute to the strengthening of the BoD in planning the development and promotion of technological solutions within the strategy of the Company.

The detailed biographical statements of the proposed four (4) new independent members are available on the website of the Company (www.athexgroup.gr/web/guest/helexinvestors-general-meetings).

The term of office of the four (4) new independent members will be equal to the term of office of the members of the Board of Directors that they replace, i.e. until the 2023 Annual General Meeting.

ITEM #10: Redefine the type of the Audit Committee, the term of office, the number and the qualities of its Members (article 44, par. 1b of Law 4449/2017, as in force)

Required quorum: 1/5 of the share capital

Majority: 50% + 1 of the votes represented

With regards to the structure, the composition and the number of members of the Audit Committee of the Company, the General Meeting of Shareholders on 30.05.2019 had decided that the Audit Committee be a committee of the Board of Directors, consisting of three (3) independent members of the Board of Directors. Based on the Rulebook of Operation of the Audit Committee, the term of office of its members is four-years (4-years) and may be indefinitely extended, provided that the independence of its members is not compromised. The Committee today consists of the independent members Mr. Alexandros Antonopoulos, Chairman, Mrs. Adamantini Lazari and Mr. Giorgos Doukidis.

Following the resignation of the independent members of the Board of Directors and members of the Audit Committee Mr. Alexandros Antonopoulos and Mrs. Adamantini Lazari, effective 31.05.2021, the Board of Directors proposes to the General Meeting, in accordance with article 44, par. 1b of Law 4449/2017 as in force, the following concerning the type, the term of office, the number and qualities of the Members of the Audit Committee:

- a) The Audit Committee will continue to be a committee of the Board of Directors consisting of Members of the Board of Directors.
- b) The Audit Committee will consist of five (5) non-executive members, of which at least three (3) will be independent.
- c) The term of office of the members of the Committee that will be appointed by the Board of Directors in accordance with article 44, par. 1c of Law 4449/2017 as in force, will follow their term of office as members of the Board of Directors, i.e. until the 2023 Annual General Meeting.

The members of the Committee will be appointed by the Board of Directors in accordance with article 44, par. 1c of Law 4449/2017 as in force, from members that possess sufficient knowledge in the field in which the Company operates, and will satisfy the criteria of article 44, of Law 4449/2017 as in force.

Following the appointment of members of the Committee by the Board of Directors, the Committee will form as a body to appoint its Chairperson out of its independent members.

ITEM #11: Approve the Suitability Policy for the Members of the Board of Directors in accordance with article 3 par. 3 of Law 4706/2020

Required quorum: 1/5 of the share capital

Majority: 50% + 1 of the votes represented

The Board of Directors proposes that the General Meeting approve the Suitability Policy for the members of the Board of Directors, which was drafted in accordance with the provisions of article 3 of Law 4706/2020.

The text of the Suitability Policy proposed for approval is available on the website of the Company (www.athexgroup.gr/web/guest/helexinvestors-general-meetings).

ITEM #12: Grant permission to acquire own shares of the Company, in accordance with article 49 of Law 4548/2018, and authorize accordingly the Board of Directors to determine the exact commencement time of the program and to regulate all formalities and procedures on the matter

Required quorum: 1/5 of the share capital

Majority: 50% + 1 of the votes represented

The Board of Directors propose to the General Meeting to approve the acquisition of own shares by the Company in accordance with the terms and conditions of article 49 of Law 4548/2018, for a time limit that will not exceed twelve (12) months, at a minimum price of €0.49 and a maximum price of €5.00. The maximum number of own shares acquired will not exceed 10% of the paid-in share capital.

Furthermore, in the context of the item above, the Board of Directors proposes that the General Meeting provide the relevant authorization to the Board of Directors to determine the exact start time of the program and regulate all formalities and procedures on the subject.

ITEM #13: Grant permission to members of the Board of Directors of the Company as well as to executives of the Company to participate in the Boards of Directors or in the Management of other associated companies, under the meaning of article 32 of Law 4308/2014

Required quorum: 1/5 of the share capital

Majority: 50% + 1 of the votes represented

The Board of Directors proposes that the General Meeting grant permission, in accordance with article 98 of Law 4548/2018, to members of the Board of Directors of the Company and to executives of the Company, in order to participate in any capacity in the Boards of Directors or in the management of the companies of the Group and of associated (under the meaning of article 32 of Law 4308/2014) companies, in order to coordinate work at the Group level. Granting such permission is usual practice in groups of companies.

ITEM #14: Amend article 2 of the Articles of Association of the Company (Purpose)

| Required quorums | Majority |
|---|------------------------------|
| Annual General Meeting: 1/2 of the share capital | 2/3 of the votes represented |
| Repetitive GM: 1/5 of the share capital | 2/3 of the votes represented |

The Board of Directors proposes to the General Meeting the amendment of article 2 of the Articles of Association of the Company concerning the purpose of the Company and to revise its content in order to reflect subjects of business activity and new services provided by the Company as part of its strategic planning and activity expansion, regulated or commercial, that are not described in the statute today.

The proposed amendment of article 2 of the Articles of Association is available on the website of the Company (www.athexgroup.gr/web/guest/helexinvestors-general-meetings).

ITEM #15: Reduce the share capital by €4,224,360, through a reduction in the par value of each share by €0.07 and pay this amount to shareholders, and amend Article 5 of the Articles of Association of the Company concerning the share capital

| Required quorums | Majority |
|---|------------------------------|
| Annual General Meeting: 1/2 of the share capital | 2/3 of the votes represented |
| Repetitive GM: 1/5 of the share capital | 2/3 of the votes represented |

The Board of Directors proposes to the General Meeting the reduction of the share capital by the amount of €4,224,360 through a reduction in the par value of each share by €0.07, and return of this amount to shareholders of the Company. Following the completion of the share capital reduction, the share capital of the Company will amount to €25,346,160 divided into 60,348,000 common registered shares with a par value of €0.42 each.

Furthermore, provided that the reduction in share capital as above is approved, the Board of Directors proposes that the General Meeting approve the modification of article 5 of the Articles of Association of the Company regarding the share capital in order to reflect the abovementioned change, incorporate the changes approved into the Articles of Association and submit it, as required by the law, to the relevant authorities.



ATHEX
Athens Stock Exchange

20th Annual General Meeting (fiscal year 01.01.2020 – 31.12.2020)

The proposed amendment of article 5 of the Articles of Association of the Company is available on the website of the Company (www.athexgroup.gr/web/guest/helixinvestors-general-meetings).

In addition, the Board of Directors proposes to the General Meeting, provided that the reduction in share capital as above is approved, that the General Meeting authorize the Board of Directors to set the ex-date for the right to the share capital return, the record date for determining the beneficiaries and the payment date for the share capital return, and to take the necessary actions in order to obtain the required approvals from the relevant authorities and in general to act as necessary in order to pay the amount resulting from the share capital reduction to the shareholders of the Company.

3. Document for participating remotely at the voting taking place before the General Meeting (mail vote document)

DOCUMENT

For voting remotely on the items of the Agenda taking place before the
Annual General Meeting of shareholders of
“HELLENIC EXCHANGES-ATHENS STOCK EXCHANGE S.A.” (EXAE) on 31 May 2021

I the undersigned shareholder / legal representative of the legal person that is an EXAE shareholder:

Name

Address / Headquarters

ID / GEMI No / former Co Register Number

Number of shares for participation at the GM

(if no number of shares is filled-in, the proxy will be valid for the total number of shares registered in the Investor Account on the record date)

DSS Account (Investor Account)

Securities Account:

Full name of legal representative (s), signing the present document

(to be filled in only by legal entities)

Email

Mobile telephone number

With the present document I am notifying you of my vote / of the vote of the shareholder that I represent¹ on the items of the Annual General Meeting of shareholders of the Company on Monday 31 May 2021 at 18.00, as follows:

- **IF YOU APPROVE THE ITEMS BELOW, SUBMIT THIS DOCUMENT AS IS, WITHOUT ANY MARKINGS**
- *For any item (items) that you do not approve, or wish to abstain from the voting, please mark the corresponding column on the right “Only for NO” or “Abstain” respectively*

¹ Please mark the appropriate box with a ‘V’.

| Item | | Only for NO | ABSTAIN |
|------------------|---|--------------------------|--------------------------|
| 1 st | Submission and approval of the Annual Financial Report for fiscal year 01.01.2020 – 31.12.2020 together with the relevant Reports and Declarations by the Board of Directors and the Auditors. | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 nd | Approve the allocation of profits for fiscal year 01.01.2020 – 31.12.2020 and the distribution of dividend. | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 rd | Submission of the Annual Report of the Audit Committee to Shareholders for fiscal year 01.01.2020 – 31.12.2020. | - | - |
| 4 th | Approve the overall management by the Board of Directors for fiscal year 01.01.2020 – 31.12.2020 in accordance with article 108 of Law 4548/2018 and discharge the Auditors in accordance with par. 1, case c) of article 117 of Law 4548/2018. | <input type="checkbox"/> | <input type="checkbox"/> |
| 5 th | Approve the remuneration and compensation of the members of the Board of Directors for fiscal year 01.01.2020 – 31.12.2020. | <input type="checkbox"/> | <input type="checkbox"/> |
| 6 th | Pre-approve the remuneration and compensation of the members of the Board of Directors for fiscal year 01.01.2021 – 31.12.2021. | <input type="checkbox"/> | <input type="checkbox"/> |
| 7 th | Elect the Certified Auditor Company to audit the Financial Statements for fiscal year 01.01.2021 – 31.12.2021 and determine their fee. | <input type="checkbox"/> | <input type="checkbox"/> |
| 8 th | Submit the Remuneration Report for fiscal year 2020 to the General Meeting for discussion and advisory vote in accordance with article 112 of Law 4548/2018. | <input type="checkbox"/> | <input type="checkbox"/> |
| 9 th | Elect new members of the Board of Directors to replace members that resigned. | | |
| 9.1 | Dimitrios Dosis | <input type="checkbox"/> | <input type="checkbox"/> |
| 9.2 | Vassilis Karatzas | <input type="checkbox"/> | <input type="checkbox"/> |
| 9.3 | Theano Karpodini | <input type="checkbox"/> | <input type="checkbox"/> |
| 9.4 | Pantelis Tzortzakis | <input type="checkbox"/> | <input type="checkbox"/> |
| 10 th | Redefine the type of the Audit Committee, the term of office, the number and the qualities of its Members (article 44, par. 1b of Law 4449/2017, as in force). | <input type="checkbox"/> | <input type="checkbox"/> |
| 11 th | Approve the Suitability Policy for the Members of the Board of Directors in accordance with article 3 par. 3 of Law 4706/2020. | <input type="checkbox"/> | <input type="checkbox"/> |
| 12 th | Grant permission to acquire own shares of the Company, in accordance with article 49 of Law 4548/2018, and authorize accordingly the Board of Directors to determine the exact commencement time of the program and to regulate all formalities and procedures on the matter. | <input type="checkbox"/> | <input type="checkbox"/> |
| 13 th | Grant permission to members of the Board of Directors of the Company as well as to executives of the Company to participate in the Boards of Directors or in the Management of other associated companies, under the meaning of article 32 of Law 4308/2014. | <input type="checkbox"/> | <input type="checkbox"/> |
| 14 th | Amend article 2 of the Articles of Association of the Company (Purpose). | <input type="checkbox"/> | <input type="checkbox"/> |
| 15 th | Reduce the share capital by €4,224,360, through a reduction in the par value of each share by €0.07 and pay this amount to shareholders, and amend Article 5 of the Articles of Association of the Company concerning the share capital. | <input type="checkbox"/> | <input type="checkbox"/> |

Notes:

1. The original of this document must be sent to the Investor Relations Department of the Company at: 110 Athinon Ave, 10442 Athens Greece, or by email at investor-relations@athexgroup.gr, at least twenty-four (24) hours before the date of the General Meeting (i.e. by 18.00 on 30.05.2021 at the latest).
2. If the present mail vote is transmitted by a proxy or shareholder representative, the appointment of the representative must be made at least forty-eight (48) hours before the date of the General Meeting, i.e. by 18.00 on 29.05.2021 at the latest. Following that date, it will not be possible to participate by proxy at the vote that will take place before the General Meeting.
3. The present mail vote may be revoked the same way it was submitted provided that the shareholder or the shareholder representative participates in person by teleconference at the Annual General Meeting and revokes it at least one (1) hour before the start of the General Meeting (i.e. by 31.05.2021 at 17.00 at the latest).

(Place) (Date) 2021

Signature

(Full name)/ (Name) or Stamp

4. Proxy document for appointing a representative to participate remotely by teleconference

DOCUMENT

For participating remotely by teleconference at the Annual General Meeting of shareholders of “HELLENIC EXCHANGES-ATHENS STOCK EXCHANGE S.A.” (EXAE) on 31 May 2021 or at any repetitive, following a recess or postponement etc. meeting

I the undersigned shareholder / legal representative of the legal person that is an EXAE shareholder:

Name

Address / Headquarters

ID / GEMI No / former Co Register Number

Number of shares for participation at the GM

(if no number of shares is filled-in, the proxy will be valid for the total number of shares registered in the Investor Account on the record date)

DSS Account (Investor Account)

Securities Account:

Full name of legal representative (s), signing the present document

(to be filled in only by legal entities)

Authorize with the present

Mr. Socrates Lazaridis, Chief Executive Officer, resident of Athens (110 Athinon Ave),

Note: *The abovementioned person is a member of the Board of Directors of the Company, and can be authorized to vote in accordance with your instructions. If you do not provide specific instructions, it will be assumed that he is authorized to vote “in favor (for)” all items of the Agenda.*

or alternatively the following^{2, 3}

Email

Mobile telephone number

Note: *If you do not provide specific instructions to the proxy that you appoint, her/she may vote in his/her judgement*

To whom I give the order, the authorization and the right, to represent me / the legal person⁴ for the abovementioned number of shares or for the shares that I possess on the record date at the Annual General Meeting of EXAE which will be convened by teleconference on 31 May 2021 at 18:00 in Athens, 110 Athinon Ave, “HERMES” hall, in order to take part in the discussion and to vote on the items of the agenda of the abovementioned Annual General Meeting of shareholders, or at any other repetitive, or following a recess or postponement of the Meeting or on the postponement of the discussion on all or part of the items of the agenda as follows⁵:

² Please fill-in the name of one (1) proxy and mark the appropriate box with a ‘V’.

³ Any physical or legal entity can be appointed as a proxy.

⁴ Please delete accordingly

⁵ Please indicate your vote by marking with a ‘V’ one of the two following tables.

| 1. | FOR | AGAINST | ABSTAIN |
|------------------------------------|--------------------------|--------------------------|--------------------------|
| FOR ALL ITEMS ON THE AGENDA | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Or:

ITEMS OF THE AGENDA:

| Item | FOR | AGAINST | ABSTAIN |
|--|--------------------------|--------------------------|--------------------------|
| 1st Submission and approval of the Annual Financial Report for fiscal year 01.01.2020 – 31.12.2020 together with the relevant Reports and Declarations by the Board of Directors and the Auditors. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2nd Approve the allocation of profits for fiscal year 01.01.2020 – 31.12.2020 and the distribution of dividend. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3rd Submission of the Annual Report of the Audit Committee to Shareholders for fiscal year 01.01.2020 – 31.12.2020. | - | - | - |
| 4th Approve the overall management by the Board of Directors for fiscal year 01.01.2020 – 31.12.2020 in accordance with article 108 of Law 4548/2018 and discharge the Auditors in accordance with par. 1, case c) of article 117 of Law 4548/2018. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5th Approve the remuneration and compensation of the members of the Board of Directors for fiscal year 01.01.2020 – 31.12.2020. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6th Pre-approve the remuneration and compensation of the members of the Board of Directors for fiscal year 01.01.2021 – 31.12.2021. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7th Elect the Certified Auditor Company to audit the Financial Statements for fiscal year 01.01.2021 – 31.12.2021 and determine their fee. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8th Submit the Remuneration Report for fiscal year 2020 to the General Meeting for discussion and advisory vote in accordance with article 112 of Law 4548/2018. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9th Elect new members of the Board of Directors to replace members that resigned. | | | |
| 9.1 Dimitrios Dosis | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9.2 Vassilis Karatzas | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9.3 Theano Karpodini | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9.4 Pantelis Tzortzakis | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10th Redefine the type of the Audit Committee, the term of office, the number and the qualities of its Members (article 44, par. 1b of Law 4449/2017, as in force). | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 11th Approve the Suitability Policy for the Members of the Board of Directors in accordance with article 3 par. 3 of Law 4706/2020. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 12th Grant permission to acquire own shares of the Company, in accordance with article 49 of Law 4548/2018, and authorize accordingly the Board of Directors to determine the exact commencement time of the program and to regulate all formalities and procedures on the matter. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

| Item | FOR | AGAINST | ABSTAIN |
|---|--------------------------|--------------------------|--------------------------|
| 13 th Grant permission to members of the Board of Directors of the Company as well as to executives of the Company to participate in the Boards of Directors or in the Management of other associated companies, under the meaning of article 32 of Law 4308/2014. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 14 th Amend article 2 of the Articles of Association of the Company (Purpose). | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 15 th Reduce the share capital by €4,224,360, through a reduction in the par value of each share by €0.07 and pay this amount to shareholders, and amend Article 5 of the Articles of Association of the Company concerning the share capital. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

A revocation of the present document will be valid provided that I notify the Company in writing at least forty-eight (48) hours before the corresponding date of the General Meeting.

 (Date - place)

 (Signature – Full name)

Please send this document to the Investor Relations Department of the Company at: 110 Athinon Ave, 10442 Athens Greece, or by email at investor-relations@athexgroup.gr, at least forty-eight (48) hours before the date of the General Meeting, and the original to the Company:
 110 Athinon Ave, 10442 Athens – Greece, c/o Mr. Konstantinou, tel. +30 210/3366616

5. Proxy document for appointing a representative to vote before the General Meeting

DOCUMENT

**For voting remotely on the items of the agenda which will take place before the
Annual General Meeting of shareholders of
“HELLENIC EXCHANGES-ATHENS STOCK EXCHANGE S.A.” (EXAE) on 31 May 2021
or at any repetitive, following a recess or postponement etc. meeting**

I the undersigned shareholder / legal representative of the legal person that is an EXAE shareholder:

Name

Address / Headquarters

ID / GEMI No / former Co Register Number

Number of shares for participation at the GM

(if no number of shares is filled-in, the proxy will be valid for the total number of shares registered in the Investor Account on the record date)

DSS Account (Investor Account)

Securities Account:

Full name of legal representative (s), signing the present document

(to be filled in only by legal entities)

Authorize with the present

Mr. Socrates Lazaridis, Chief Executive Officer, resident of Athens (110 Athinon Ave),

Note: *The abovementioned person is a member of the Board of Directors of the Company, and can be authorized to vote in accordance with your instructions. If you do not provide specific instructions, it will be assumed that he is authorized to vote “in favor (for)” all items of the Agenda.*

or alternatively the following^{6,7}

Email

Mobile telephone number

Note: *If you do not provide specific instructions to the proxy that you appoint, her/she may vote in his/her judgement*

To whom I give the order, the authorization and the right, to represent me / the legal person⁸ for the abovementioned number of shares or for the shares that I possess on the record date at the Annual General Meeting of the Athens Stock Exchange which will be convened by teleconference on 31 May 2021 at 18:00 in Athens, 110 Athinon Ave, “HERMES” hall, **and to vote by 30.05.2021 at 18.00 the latest** on the items of the agenda of the abovementioned Annual General Meeting of shareholders, or at any other repetitive, or following a recess or postponement of the Meeting or on the postponement of the discussion on all or part of the items of the agenda as follows⁹:

⁶ Please fill-in the name of one (1) proxy and mark the appropriate box with a ‘V’.

⁷ Any physical or legal entity can be appointed as a proxy.

⁸ Please delete accordingly

⁹ Please indicate your vote by marking with a ‘V’ one of the two following tables.

| | FOR | AGAINST | ABSTAIN |
|------------------------------------|--------------------------|--------------------------|--------------------------|
| FOR ALL ITEMS ON THE AGENDA | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Or:

ITEMS OF THE AGENDA:

| Item | FOR | AGAINST | ABSTAIN |
|--|--------------------------|--------------------------|--------------------------|
| 1st Submission and approval of the Annual Financial Report for fiscal year 01.01.2020 – 31.12.2020 together with the relevant Reports and Declarations by the Board of Directors and the Auditors. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2nd Approve the allocation of profits for fiscal year 01.01.2020 – 31.12.2020 and the distribution of dividend. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3rd Submission of the Annual Report of the Audit Committee to Shareholders for fiscal year 01.01.2020 – 31.12.2020. | - | - | - |
| 4th Approve the overall management by the Board of Directors for fiscal year 01.01.2020 – 31.12.2020 in accordance with article 108 of Law 4548/2018 and discharge the Auditors in accordance with par. 1, case c) of article 117 of Law 4548/2018. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5th Approve the remuneration and compensation of the members of the Board of Directors for fiscal year 01.01.2020 – 31.12.2020. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6th Pre-approve the remuneration and compensation of the members of the Board of Directors for fiscal year 01.01.2021 – 31.12.2021. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7th Elect the Certified Auditor Company to audit the Financial Statements for fiscal year 01.01.2021 – 31.12.2021 and determine their fee. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8th Submit the Remuneration Report for fiscal year 2020 to the General Meeting for discussion and advisory vote in accordance with article 112 of Law 4548/2018. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9th Elect new members of the Board of Directors to replace members that resigned. | | | |
| 9.1 Dimitrios Dosis | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9.2 Vassilis Karatzas | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9.3 Theano Karpodini | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9.4 Pantelis Tzortzakis | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10th Redefine the type of the Audit Committee, the term of office, the number and the qualities of its Members (article 44, par. 1b of Law 4449/2017, as in force). | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 11th Approve the Suitability Policy for the Members of the Board of Directors in accordance with article 3 par. 3 of Law 4706/2020. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 12th Grant permission to acquire own shares of the Company, in accordance with article 49 of Law 4548/2018, and authorize accordingly the Board of Directors to determine the exact commencement time of the program and to regulate all formalities and procedures on the matter. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

| Item | FOR | AGAINST | ABSTAIN |
|---|--------------------------|--------------------------|--------------------------|
| 13 th Grant permission to members of the Board of Directors of the Company as well as to executives of the Company to participate in the Boards of Directors or in the Management of other associated companies, under the meaning of article 32 of Law 4308/2014. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 14 th Amend article 2 of the Articles of Association of the Company (Purpose). | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 15 th Reduce the share capital by €4,224,360, through a reduction in the par value of each share by €0.07 and pay this amount to shareholders, and amend Article 5 of the Articles of Association of the Company concerning the share capital. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

A revocation of the present document will be valid provided that I notify the Company in writing at least forty-eight (48) hours before the corresponding date of the General Meeting.

(Date - place)

(Signature – Full name)

Please send this document to the Investor Relations Department of the Company at: 110 Athinon Ave, 10442 Athens Greece, or by email at investor-relations@athexgroup.gr, at least forty-eight (48) hours before the date of the General Meeting, and the original to the Company:
 110 Athinon Ave, 10442 Athens – Greece, c/o Mr. Konstantinou, tel. +30 210/3366616

6. TOTAL NUMBER OF SHARES AND VOTING RIGHTS

The total number of common registered shares of the Company “HELLENIC EXCHANGES-ATHENS STOCK EXCHANGE S.A.” on 7 May 2021 is sixty million three hundred forty-eight thousand (60,348,000). Each common share has one vote.

7. DRAFT DECISIONS OF THE GENERAL MEETING

ITEM #1: Submission and approval of the Annual Financial Report for fiscal year 01.01.2020 – 31.12.2020 together with the relevant Reports and Declarations by the Board of Directors and the Auditors

On the first (1st) item of the Agenda, shareholders present and voting, representing shares of the Company out of a total of shares, approved by majority (.....%) the Annual Financial Report for the fiscal year 01.01.2020 – 31.12.2020 together with the relevant Reports and Declarations by the Board of Directors and the Auditors, as presented for approval.

ITEM #2: Approve the allocation of profits for fiscal year 01.01.2020 – 31.12.2020 and the distribution of dividend

On the second (2nd) item of the Agenda, shareholders present and voting, representing shares of the Company out of a total ofshares, approved by majority (.....%) the allocation of profit of the Company for fiscal year 01.01.2020 – 31.12.2020, and the distribution of dividend in accordance with the proposal put forth for approval.

ITEM #3: Submission of the Annual Report of the Audit Committee to Shareholders for fiscal year 01.01.2020 – 31.12.2020

On the third (3rd) item of the Agenda, Shareholders were informed about the Annual Report of the Audit Committee for fiscal year 01.01.2020 – 31.12.2020.

ITEM #4: Approve the overall management by the Board of Directors for fiscal year 01.01.2020 – 31.12.2020 in accordance with article 108 of Law 4548/2018 and discharge the Auditors in accordance with par. 1, case c) of article 117 of Law 4548/2018

On the fourth (4th) item of the Agenda, shareholders present and voting, representing shares of the Company out of a total ofshares, approved by majority (.....%) the overall management of the Board of Directors for fiscal year 01.01.2020 – 31.12.2020 in accordance with article 108 of Law 4548/2018 and discharged the Auditors in accordance with par. 1, case c) of article 117 of Law 4548/2018 for the audit of the financial statements for fiscal year 01.01.2020 – 31.12.2020 that they performed.

ITEM #5: Approve the remuneration and compensation of the members of the Board of Directors for fiscal year 01.01.2020 – 31.12.2020

On the fifth (5th) item of the Agenda, shareholders present and voting, representing shares of the Company out of a total ofshares, approved by majority (.....%) the remuneration of the Members of the Board of Directors for fiscal year 01.01.2020 – 31.12.2020 in accordance with the proposal that was put forth for approval.

ITEM #6: Pre-approve the remuneration and compensation of the members of the Board of Directors for fiscal year 01.01.2021 – 31.12.2021

On the sixth (6th) item of the Agenda, shareholders present and voting, representing shares of the Company out of a total ofshares, pre-approved by majority (.....%) the remuneration of the Members

of the Board of Directors for fiscal year 01.01.2021 to 31.12.2021, in accordance with the proposal that was put forth for approval.

ITEM #7: Elect the Certified Auditor Company to audit the Financial Statements for fiscal year 01.01.2021 – 31.12.2021 and determine their fee

On the seventh (7th) item of the Agenda, shareholders present and voting, representing shares of the Company out of a total ofshares, elected by majority (.....%) the audit firm “PricewaterhouseCoopers S.A.” to audit the Financial Statements for fiscal year 01.01.2021 – 31.12.2021 and approved its remuneration as proposed.

The remuneration of the abovementioned Certified Auditors Accountants for the combined audit of the fiscal year 01.01.2021 – 31.12.2021 was set at the amount of €20,000 plus VAT. In order to issue the Annual Tax Compliance Report for the Company, the remuneration of the abovementioned audit firm was set at €10,000 plus VAT, and for the audit of the Remuneration Report its remuneration is €2,500 plus VAT.

ITEM #8: Submit the Remuneration Report for fiscal year 2020 to the General Meeting for discussion and vote in accordance with article 112 of Law 4548/2018

On the eighth (8th) item of the Agenda, shareholders present and voting, representing shares of the Company out of a total ofshares, discussed and approved by majority (.....%) the Remuneration Report for fiscal year 2020 in accordance with article 112 of Law 4548/2018.

ITEM #9: Elect new members of the Board of Directors to replace members that resigned

On the ninth (9th) item of the Daily Agenda, shareholders present and voting, representing shares of the Company out of a total ofshares, elected in replacement of the three (3) independent members that resigned, Mr. Alexandros Antonopoulos, Mrs. Adamantini Lazari and Mrs. Sofia Kounenaki-Efracimoglou and the non-executive Member Mr. Nikolaos Chrysochoides, the following four (4) independent members of the Board of Directors of the Company, which meet the independent criteria of article 4 of Law 3016/2002 and in accordance with proposal and order on the ballot received:

1. Mr. Dimitrios Dosis, independent non-executive member, received votes of shareholders present and voting representing shares, i.e.%.
2. Mr. Vassilis Karatzas, independent non-executive member, received votes of shareholders present and voting representing shares, i.e.%.
3. Mrs. Theano Karpodini, independent non-executive member, received votes of shareholders present and voting representing shares, i.e.%.
4. Mr. Pantelis Tzortzakis, independent non-executive member, received votes of shareholders present and voting representing shares, i.e.%.

Their term of office is equal to the term of office of the other nine (9) members of the current Board of Directors, which was elected by the General Meeting of 30.05.2019 with a four-year term of office, i.e. until 30.05.2023, which is automatically extended until the General Meeting that will meet or be convened after the end of its term of office.

Following the election above, the Board of Directors will consist of the following Members (in Greek alphabetical order):

1. Konstantinos Vassiliou
2. Dimitrios Dosis, independent member
3. Giorgos Doukidis, independent member
4. Ioannis Emiris
5. Polyxeni Kazoli, independent member
6. Vassilis Karatzas, independent member
7. Theano Karpodini, independent member
8. Ioannis Kyriakopoulos
9. Socrates Lazaridis, Chief Executive Officer
10. Spyridoula Papagiannidou, independent member
11. Alexios Pilavios
12. Pantelis Tzortzakis, independent member
13. George Handjinicolaou

The Board of Directors will convene anew in a Body and will elect its executive and non-executive Members in accordance with the Law and the Articles of Association.

ITEM #10: Redefine the type of the Audit Committee, the term of office, the number and the qualities of its Members (article 44, par. 1b of Law 4449/2017, as in force)

On the tenth (10th) item of the Agenda, shareholders present and voting, representing shares of the Company out of a total ofshares, decided:

- a) The Audit Committee will continue to be a committee of the Board of Directors consisting of Members of the Board of Directors.
- b) The Audit Committee will consist of five (5) non-executive members, of which at least three (3) will be independent.
- c) The term of office of the members of the Committee that will be appointed by the Board of Directors in accordance with article 44, par. 1c of Law 4449/2017 as in force, will continue their term of office as members of the existing Board of Directors that was elected by the General Meeting of 30.05.2019 with a four-year term of office, i.e. until 30.05.2023, which is automatically extended until the Annual General Meeting of shareholders of the Company that will met or be convened after the end of its term of office.

The members of the Committee will be appointed by the Board of Directors in accordance with article 44, par. 1c of Law 4449/2017 as in force, from members that possess sufficient knowledge in the field in which the Company operates, and will satisfy the criteria of article 44, of Law 4449/2017 as in force.

Following the appointment of members of the Committee by the Board of Directors, the Committee will form as a body to appoint its Chairperson out of its independent members.

ITEM #11: Approve the Suitability Policy for the Members of the Board of Directors in accordance with article 3 par. 3 of Law 4706/2020

On the eleventh (11th) item of the Agenda, shareholders present and voting, representing shares of the Company out of a total ofshares, approved the Suitability Policy for the Members of the Board of Directors exactly as proposed to the Body.

ITEM #12: Grant permission to acquire own shares of the Company, in accordance with article 49 of Law 4548/2018, and authorize accordingly the Board of Directors to determine the exact commencement time of the program and to regulate all formalities and procedures on the matter

On the twelfth (12th) item of the Agenda, shareholders present and voting, representing shares of the Company out of a total ofshares, approved by majority (.....%) the acquisition of own shares by the Company in accordance with the terms and conditions of article 49 of Law 4548/2018, for a time limit that will not exceed twelve (12) months, at a minimum price of €0.49 and a maximum price of €5.00. The maximum number of own shares acquired will not exceed 10% of the paid-in share capital.

Furthermore, the General Meeting authorized the Board of Directors to determine the exact start time of the program and regulate all formalities and procedures on the subject.

ITEM #13: Grant permission to members of the Board of Directors of the Company as well as to executives of the Company to participate in the Boards of Directors or in the Management of other associated companies, under the meaning of article 32 of Law 4308/2014

On the thirteenth (13th) item of the Agenda, shareholders present and voting, representing shares of the Company out of a total ofshares, granted by majority (.....%) permission to members of the Board of Directors of the Company and to executives of the Company, to participate in Boards of Directors or as executives of the companies of the Group and of associated with it companies, under the meaning of article 32 of Law 4308/2014.

ITEM #14: Amend article 2 of the Articles of Association of the Company (Purpose)

On the fourteenth (14th) item of the Agenda, shareholders present and voting, representing shares of the Company out of a total ofshares, approved by majority (.....%) the amendment of article 2 of the Articles of Association of the Company, exactly as proposed to the Body, incorporate the amendment in the Articles of Association and submit it, by law, to the relevant authorities.

ITEM #15: Reduce the share capital by €4,224,360, through a reduction in the par value of each share by €0.07 and pay this amount to shareholders, and amend Article 5 of the Articles of Association of the Company concerning the share capital

On the fifteenth (15th) item of the Agenda, shareholders present and voting, representing shares of the Company out of a total ofshares, approved by majority (.....%) the reduction of the share capital by the amount of €4,224,360 through a reduction in the par value of each share by €0.07 and payment of this amount to shareholders. Furthermore, shareholders decided to modify article 5 of the Articles of Association of the Company concerning the share capital, incorporate the modification in the Articles of Association and submit it, in accordance with the law, to the competent authority.

In addition, the General Meeting authorized the Board of Directors to set the ex-date for the right to the share capital return of the Company, the record date for determining the beneficiaries and the payment date for the share capital return, and to take the necessary actions in order to obtain the required permissions from the authorities and in general to act as necessary in order to pay the amount resulting from the share capital reduction to the shareholders of the Company.