



**ATHEX**  
*Athens Stock Exchange*

**21<sup>st</sup> Annual General Meeting**

Of the limited liability company

**HELLENIC EXCHANGES-ATHENS STOCK EXCHANGE S.A.**

(General Electronic Commercial Registry (GEMI) No 003719101000)  
(former Companies Reg. Number 45688/06/B/00/30)

(Fiscal year 01.01.2021 – 31.12.2021)

**Thursday 2 June 2022 @ 18:00**

## 6<sup>th</sup> item of the Agenda

### 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 proposes the approval of the remuneration and compensation that was paid out in fiscal year 2021 to Members of the Board of Directors of the Company in accordance with article 109 of law 4548/2018.

The remuneration of Mr. Socrates Lazaridis, executive member of the Board of Directors for fiscal year 2021 amounts to €190,207.12 per annum. The above paid remuneration to Mr. Socrates Lazaridis covered his services to all companies of the Group. No stock options have been granted while the amount of €87,277.80 was granted as bonus (Bonus 2019 & Bonus 2020).

The total compensation for the non-executive members of the Board of Directors, for their participation in the Board of Directors and the Committees of the Company in 2021 amounts to €255,250.89 (net compensation €220,358.09).

In particular:

Name (first, last)	Total gross remuneration	Net payable
George Handjinicolaou, non-executive Chairman of the BoD	€31,560.88	€27,246.51
Alexios Pilavios, non-executive Vice Chairman of the BoD	€16,958.36	€14,640.15
Alexandros Antonopoulos, independent member	€4,896.03	€4,226.74
Konstantinos Vassiliou, non-executive member	€18,875.03	€16,294.81
Dimitrios Dosis, independent member	€14,000.38	€12,086.53
Giorgos Doukidis, independent member	€30,645.91	€26,456.61
Ioannis Emiris, non-executive member	€17,125.03	€14,784.04
Polyxeni Kazoli, independent member	€21,687.50	€18,722.82
Vassilios Karatzas, independent member	€2,667.02	€2,302.44
Theano Karpodini, independent member	€18,083.69	€15,611.65
Sofia Kounenaki-Efracimoglou, independent member	€2,083.53	€1,798.71
Nicholaos Krenteras, independent member	€15,000.04	€12,949.53
Ioannis Kyriakopoulos, non-executive member	€18,875.03	€16,294.81
Adamantini Lazari, independent member	€3,958.53	€3,417.40
Spyridoula Papagiannidou, independent member	€21,708.37	€18,740.84
Pantelis Tzortzakis, independent member	€14,000.38	€12,086.53
Nikolaos Chrysochoidis, non-executive member	€3,125.18	€2,697.97
<b>Total</b>	<b>€255,250.89</b>	<b>€220,358.09</b>

## 7<sup>th</sup> Item of the Agenda

### Determine the remuneration and compensation of the members of the Board of Directors for fiscal year 01.01.2022 – 31.12.2022 and up until the Annual General Meeting in 2023

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.
- d) the Board of Directors attaches great importance to the new beginning of the Company and the Group under the new Management and to the quality of governance,

recommends the adjustment of the remuneration of the non-executive members of the BoD in order to establish an appropriate level that corresponds to the duties, the time spent and the responsibilities assigned, but also to the professional standing of the members of the Board of Directors and the reputation of the Company, in order to attract distinguished persons to the Board of Directors, whose compensation will reflect the importance of their position in the decision-making process.

In the above context, the remuneration of the members of the BoD for fiscal year 2022 and until the Annual General Meeting in 2023 is proposed as follows:

- A.** The remuneration of the executive member of the Board of Directors / Chief Executive Officer is determined by the contract concluded with the Company and paid by the Company.
- (I) Specifically, the executive member / Chief Executive Officer Mr. Yianos Kontopoulos, is remunerated on the basis of the employment contract of indefinite duration concluded prior to his appointment to the BoD and approved by the Board of Directors. According to the terms of the aforementioned contract his remuneration is as follows:
  - i) A gross salary of €300,000 per year, (€21,333.35 gross per month). The gross salary will be paid after deduction of statutory deductions, including, among others, taxes and social security contributions.
  - ii) A lump sum of €150,000 as a signing bonus, which will be paid as follows: 50% in June 2022 and 50% in December 2022.
  - iii) The Chief Executive Officer does not receive any additional remuneration for his participation in the Board of Directors of the Company or its subsidiaries.

iv) The executive member is entitled to benefits in accordance with the Board Member Remuneration Policy.

**B.** The remuneration of the non-executive members of the Board of Directors, for their participation in the meetings of the Board of Directors and the Committees of the Company for the fiscal year 2022 and until the Annual General Meeting of 2023 is proposed as follows:

(I) Until the date of the Annual General Meeting (02.06.2022) the ones previously in effect, i.e.:

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

Supplementary to base pay annual remuneration for participation in Committees		
Committee	Chairperson	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

(II) From the date following the Annual General Meeting (03.06.2022 until the Annual General Meeting of 2023):

Remuneration of non-executive members of the Board of Directors	
Proposed annual base pay for participating in the BoD	
Non-executive Chairperson of the BoD	€70,000.00
Non-executive Member of the BoD	€40,000.00

Supplementary to base pay annual remuneration for participation in Committees		
Committee	Chairperson	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

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.