



**ATHEX**  
*Athens Stock Exchange*

**22<sup>nd</sup> Annual General Meeting of the shareholders**  
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 01.01.2022 – 31.12.2022)

Thursday 8 June 2023 @ 18:00

110 Athinon Ave

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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 TWENTY SECOND (22<sup>ND</sup>) ANNUAL GENERAL MEETING  
(FISCAL YEAR 01.01.2022 – 31.12.2022)

In accordance with the law and the Articles of Association of the Company, and the decision of its Board of Directors on 17 May 2023, shareholders of “HELLENIC EXCHANGES-ATHENS STOCK EXCHANGE S.A.”, headquartered in Athens, 110 Athinon Ave, are invited to the twenty second (22<sup>nd</sup>) Annual General Meeting, which will take place on **Thursday 8 June 2023 at 18:00**, which will meet in a hybrid manner, i.e. with the physical presence of shareholders at the registered office of the Company and with the participation of shareholders remotely by teleconference. In the same way, the persons of par. 1 and 2 of article 127 of Law 4548/2018 may also be present at the General Meeting.

The items of the agenda of the General Meeting are as follows:

1. Submission and approval of the Annual Financial Report for fiscal year 01.01.2022 – 31.12.2022 together with the relevant Reports and Declarations by the Board of Directors and the Certified Auditors.
2. Approve the allocation of the earnings for fiscal year 01.01.2022 – 31.12.2022 and the distribution of dividend.
3. Submission of the Annual Report of the Audit Committee in accordance with article 44 par.1, case i) of Law 4449/2017.
4. Submission of the Report of Independent Non-Executive Members of the Board of Directors in accordance with article 9 par. 5 of Law 4706/2020.
5. Approve the overall management by the Board of Directors in accordance with article 108 of Law 4548/2018 and discharge the Auditors for fiscal year 2022 (01.01.2022 – 31.12.2022) in accordance with par. 1, case c) of article 117 of Law 4548/2018.
6. Approve the remuneration and compensation of the members of the Board of Directors for fiscal year 01.01.2022 – 31.12.2022.
7. Determine the remuneration and compensation of the members of the Board of Directors for fiscal year 01.01.2023 – 31.12.2023 and up until the Annual General Meeting in 2024.
8. Elect the Certified Auditor Company to audit the Financial Statements for fiscal year 01.01.2023 – 31.12.2023 and set their fee.
9. Submit the Remuneration Report for the members of the Board of Directors for 2022 for discussion and advisory vote in accordance with article 112 of Law 4548/2018.
10. Modification of article 8 of the Articles of Association of the Company (Composition – Term of Board of Directors).
11. Election of a new Board of Directors and appointment of its independent members.

12. 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).
13. Renew the authorization 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.
14. Grant permission, under article 98 par.1 of Law 4548/2018, 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 the subsidiaries and the companies associated with the Company.

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 8 June 2023, the General Meeting will convene again in a Repeat Meeting on **Friday 16 June 2023 at 18:00** (hereinafter “Repeat Meeting”) without the publication of a new invitation and will convene in the same way, i.e. hybrid, with the physical presence of shareholders at the registered office of the Company and with the participation of shareholders remotely by teleconference. In the same way, the persons of par. 1 and 2 of article 127 of Law 4548/2018 may also be present at the General Meeting.

#### **A. Right to participate and vote at the General Meeting**

At the General Meeting of 8 June 2023, every physical and legal person that has the status of shareholder at the start of the fifth (5<sup>th</sup>) day before the meeting date of the Annual General Meeting, i.e. on **3 June 2023 (“Record Date”)** is entitled to participate and vote.

The record date of 3 June 2023 is the record date for the Repeat General Meeting on 16 June 2023 (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 08.06.2023 is not obtained during that meeting). Also, the same Record Date is valid in case of postponed General Meeting, provided that the postponed meeting is not more than thirty (30) days from the Record Date. If any postponed General Meeting is more than thirty (30) days away from the Record Date, whoever has the status of shareholder in accordance with the above at the beginning of the third (3<sup>rd</sup>) day before the day of the postponed General Meeting is entitled to participate in the General 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 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 the 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 8 June 2023 or at any Repeat meeting 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 ZOOM group of tools/services is provided by Zoom Video Communications Inc.

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 for participation in 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 Repeat meetings.

For any questions and for instructions, shareholders may contact the Investor Relations Department of the Company by email at [investor-relations@athexgroup.gr](mailto: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 426 or by email at [athexagmteam@athexgroup.gr](mailto:athexagmteam@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.

On the date of the General Meeting, in order to participate in the proceedings, shareholders must log in on time to the Internet Platform, at least fifteen minutes (15') before the start time of the General Meeting announced

in the Invitation and state the number of voting rights with which they will participate in the General Meeting and vote and, whether they wish to amend it (to a smaller number).

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 (Zoom) 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 items of the agenda, and
- d) receive information on the registration of their vote.

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

I. Shareholders have the option to participate, 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 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 07.06.2023 at the latest)**.
- b) Or by completing and sending 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](mailto:investor-relations@athexgroup.gr), **at least twenty-four (24) hours before the date of the General Meeting (i.e. until 18.00 on 07.06.2023 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 07.06.2023** 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 06.06.2023 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 8 June 2023, at the Repeat General Meeting

which will be convened on 16 June 2023 at 18.00, the right to vote remotely, by mail vote **must be exercised again**, by a vote that will take place before the Repeat 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 09.06.2023 @ 12.00 and until twenty-four (24) hours before the date of the Repeat General Meeting (i.e. until 18.00 on 15.06.2023 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 8 June 2023, 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](mailto:investor-relations@athexgroup.gr), **at least twenty-four (24) hours before the date of the Repeat General Meeting (i.e. by 18.00 on 15.06.2023 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 15.06.2023** at the latest.

**IV.** For the potential Repeat General Meeting on 16 June 2023, 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 14.06.2023 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 Repeat 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](mailto: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 8 June 2023 or any Repeat Meeting, 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 shares 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 06.06.2023 at the latest for the initial General Meeting and by 18.00 on 14.06.2023 at the latest for the Repeat 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 8 June 2023; 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](http://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](mailto: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 24 May 2023 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 1 June 2023 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 26 May 2023 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 at least seven (7) days before the date of the General Meeting, i.e. by 1 June 2023 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 2 June 2023 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 2 June 2023 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-up 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 2 June 2023 at the latest, the Board of Directors is obliged to provide to the General Meeting information about the progress of corporate affairs and the assets and liabilities 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 ATHEXCSD with an electronic connection of the Company to DSS or through the Participant of the Securities Account in the DSS or other 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.

More detailed information on minority rights and the conditions for exercising them are available on the website of the Company ([www.athexgroup.gr](http://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](http://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, 17 May 2023

## 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 01.01.2022 – 31.12.2022 together with the relevant Reports and Declarations by the Board of Directors and the Certified Auditors**

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**Required quorum:** 1/5 of the share capital

**Majority:** 50% + 1 of the votes represented

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The Board of Directors proposes to the General Meeting that it approve the Annual Financial Report for fiscal year 01.01.2022 – 31.12.2022. The Annual Financial Report includes the Annual Financial Statements for fiscal year 01.01.2022 – 31.12.2022 that have been approved by the Board of Directors at its meeting on 27.03.2023 and the relevant declarations and reports by the Board of Directors and the Certified Auditors.

The Annual Financial Report for 2022 and the relevant Press Release are available on the website of the Company ([www.athexgroup.gr/web/guest/athex-financial-results](http://www.athexgroup.gr/web/guest/athex-financial-results)).

**ITEM #2: Approve the allocation of the earnings for fiscal year 01.01.2022 – 31.12.2022 and the distribution of dividend**

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**Required quorum:** 1/5 of the share capital

**Majority:** 50% + 1 of the votes represented

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The Board of Directors proposes to the General Meeting that it approve the distribution of the net earnings for fiscal year 01.01.2022 – 31.12.2022 amounting to **€6,273,580** (Earnings Before Taxes €6,735,802 based on IFRS, less the corresponding income tax and deferred tax of €462,222) as follows: a) **€2,413,920** to pay dividend of €0.04 per share; and b) **€3,859,660** in retained earnings. In addition, the Board of Directors proposes the distribution of part of the excess mandatory Regular Reserve of the Company in the amount of **€6,638,280** for the payment of a dividend of €0.11 per share.

The final amount of dividend to be paid per share on the record date will be increased by the dividend corresponding to the same shares held by the Company and the corresponding tax will be withheld on this amount on behalf of the shareholder.

With regard to the dividend for fiscal year 2022, as already announced by the Company in the Financial Calendar for 2023, the proposed ex-date is 14 June 2023, the proposed beneficiary determination date is 15 June 2023, and payment of the dividend to shareholders will commence on 20 June 2023 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 in accordance with article 44 par.1, case i) of Law 4449/2017**

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*This item is submitted to the General Meeting in accordance with article 44, par. 1 case i of Law 4449/2017 as in force, and is not put to a vote*

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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. The Report is available on the website of the Company ([www.athexgroup.gr/web/guest/helexinvestors-general-meetings](http://www.athexgroup.gr/web/guest/helexinvestors-general-meetings)).

**ITEM #4: Submission of the Report of Independent Non-Executive Members of the Board of Directors in accordance with article 9 par. 5 of Law 4706/2020**

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*This item is submitted to the General Meeting in accordance with article 9, par. 5 of Law 4706/2020 as in force, and is not put to a vote*

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In accordance with article 9, par. 5 of Law 4706/2020, the Report of Independent Non-Executive Members of the Board of Directors is submitted to the General Meeting. The Report is available on the website of the Company ([www.athexgroup.gr/web/guest/helexinvestors-general-meetings](http://www.athexgroup.gr/web/guest/helexinvestors-general-meetings)).

**ITEM #5: Approve the overall management by the Board of Directors in accordance with article 108 of Law 4548/2018 and discharge the Auditors for fiscal year 2022 (01.01.2022 – 31.12.2022) in accordance with par. 1, case c) of article 117 of Law 4548/2018**

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**Required quorum:** 1/5 of the share capital

**Majority:** 50% + 1 of the votes represented

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It is proposed that the General Meeting decide: a) to approve the overall management by the Board of Directors of the Company for fiscal year 2022, in accordance with article 108 of Law 4548/2018, and b) to discharge the Auditors of the Company from any liability for fiscal year 2022, in accordance with par. 1, case c) of article 117 of Law 4548/2018.

**ITEM #6: Approve the remuneration and compensation of the members of the Board of Directors for fiscal year 01.01.2022 – 31.12.2022**

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**Required quorum:** 1/5 of the share capital

**Majority:** 50% + 1 of the votes represented

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The Board of Directors proposes the approval of the remuneration and compensation that was paid out in fiscal year 2022 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 2022 is available on the website of the Company ([www.athexgroup.gr/web/guest/helexinvestors-general-meetings](http://www.athexgroup.gr/web/guest/helexinvestors-general-meetings)).

**ITEM #7: Determine the remuneration and compensation of the members of the Board of Directors for fiscal year 01.01.2023 – 31.12.2023 and up until the Annual General Meeting in 2024**

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**Required quorum:** 1/5 of the share capital

**Majority:** 50% + 1 of the votes represented

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The Board of Directors, following a proposal of the Nomination & Compensation Committee proposes the approval of the remuneration to the members of the Board of Directors for fiscal year 01.01.2023 - 31.12.2023 and up until the Annual General Meeting in 2024, in accordance with article 109 of Law 4548 / 2018, as in force.

Detailed information about the proposal for the determination of the remuneration and compensation to members of the BoD for fiscal year 01.01.2023 – 31.12.2023 and up until the Annual General Meeting in 2024 is available on the website of the Company:

[www.athexgroup.gr/web/guest/helexinvestors-general-meetings](http://www.athexgroup.gr/web/guest/helexinvestors-general-meetings)

**ITEM #8: Elect the Certified Auditor Company to audit the Financial Statements for fiscal year 01.01.2023 – 31.12.2023 and set their fee**

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**Required quorum:** 1/5 of the share capital

**Majority:** 50% + 1 of the votes represented

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The Board of Directors following the recommendation by the Audit Committee of the Company, in accordance with the provisions of Regulation (EU) 537/2014 together with the concurrent opinion by all independent members of the Board of Directors in accordance with par. 8 of article 124 of Law 4548/2018, as in force, the Board of Directors proposes to the General Meeting that the annual audit of the separate and consolidated financial statements of the Company for fiscal year 01.01.2023 – 31.12.2023 be carried out by the Certified Auditing Accounting company “GRANT THORNTON S.A.” at an annual fee for the audit of the Financial Statements of the Company, for the Tax Certificate and for Other Audit services for fiscal year 2023 amounting to €33,500 plus VAT.

It is noted that total remuneration of the Certified Auditing Accounting company “GRANT THORNTON S.A.” for the Company for fiscal year 2022 concerned in its entirety (100%) auditing work, and there was no non-audit work. For all companies of the Group, the total fees of the certified auditors for fiscal year 2022 amounted to €79,000 plus VAT, which in their entirety (100%) concerned audit work, and there was no non-audit work.

Taking into consideration all of the above, the Audit Committee deemed that the objectivity and independence of the certified auditors for fiscal year 2022 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 #9: Submit the Remuneration Report for the members of the Board of Directors for 2022 for discussion and advisory vote in accordance with article 112 of Law 4548/2018**

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**Required quorum:** 1/5 of the share capital

**Majority:** 50% + 1 of the votes represented

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The Board of Directors, following the proposal by the Nomination & Compensation Committee and taking into consideration the legal and regulatory framework in effect, and in particular the provisions of article 112 of Law 4548/2018, submits to the General Meeting the Remuneration Report for the Members of the BoD for fiscal year 2022 for discussion and advisory vote.

The Report includes a summary presentation of all remuneration that has been paid to the members of the BoD in 2022 and relevant documentation, in accordance with article 112 of Law 4548/2018.

The Remuneration Report for members of the BoD for fiscal year 2022 is available on the Company’s website ([www.athexgroup.gr/web/guest/helexinvestors-general-meetings](http://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 “GRANT THORNTON S.A.” is also submitted to the General Meeting; the Report is available on the Company’s website ([www.athexgroup.gr/web/guest/helexinvestors-general-meetings](http://www.athexgroup.gr/web/guest/helexinvestors-general-meetings)).

**ITEM #10: Modification of article 8 of the Articles of Association of the Company (Composition – Term of Board of Directors)**
**Required quorum:** 1/5 of the share capital

**Majority:** 50% + 1 of the votes represented

According to the existing par. 2 of Article 8 of the Company's Articles of Association, the term of office of the Board of Directors is four years and may be extended until the first Annual General Meeting that will be held after the expiry of its term of office.

The Board of Directors proposes to the General Meeting to reduce the term of office of the members of the Board of Directors from four (4) to three (3) years, in order to provide Shareholders with the opportunity to assess the Board of Directors and the opportunity to have a say on its composition on a more regular basis, as well as to renew its composition and strengthen its dynamics. Furthermore, it recommends that the Company's Articles of Association should include the option provided for in par. 2 of article 85 of Law 4548/2018, as amended, for partial renewal of the BoD and/or staggered expiry of the term of office of its members, so that members of different terms of office coexist in the BoD and the experience and knowledge acquired by former administration is better utilized. In view of the above, the Board of Directors proposes to the Meeting to amend Article 8 of the Company's Articles of Association to reflect the relevant change.

The proposed amendment of article 8 of the Articles of Association is the following:

Article in effect	Proposed Article
<p style="text-align: center;"><b>ARTICLE 8</b></p> <p style="text-align: center;"><b>Composition – Term of Board of Directors</b></p> <ol style="list-style-type: none"> <li>1. The Company is managed by the Board of Directors. The Board of Directors comprises nine (9) to thirteen (13) members.</li> <li>2. The term of the Board of Directors is four years and may be extended until the first ordinary General Meeting to convene after the expiry of its term.</li> <li>3. The Company is represented before third parties, as well as before any public, judicial or other authority by the Board of Directors. The Board of Directors may, by virtue of a special resolution, assign the representation of the Company to one or more persons, irrespective of whether they are members of the Board of Directors or not.</li> </ol>	<p style="text-align: center;"><b>ARTICLE 8</b></p> <p style="text-align: center;"><b>Composition – Term of Board of Directors</b></p> <ol style="list-style-type: none"> <li>1. The Company is managed by the Board of Directors. The Board of Directors comprises nine (9) to thirteen (13) members.</li> <li>2. The term of the Board of Directors is <b>three</b> years and may be extended until the first ordinary General Meeting to convene after the expiry of its term.</li> <li>3. <b>The General Meeting may decide on the partial renewal of the Board of Directors or the successive expiry of the term of office of its members. In this case, it is permitted to provide for initially unequal terms of office for the members of the Board of Directors.</b></li> <li>4. The Company is represented before third parties, as well as before any public, judicial or other authority by the Board of Directors. The Board of Directors may, by virtue of a special resolution, assign the representation of the Company to one or more persons, irrespective of whether they are members of the Board of Directors or not.”</li> </ol>

**ITEM #11: Election of a new Board of Directors and appointment of its independent members**


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**Required quorum:** 1/5 of the share capital

**Majority:** 50% + 1 of the votes represented
 

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According to par. 1 of Article 8 of the Company's Articles of Association, the Company is managed by the Board of Directors which consists of nine (9) to thirteen (13) members. By decision of the General Meeting of Shareholders of the Company dated 30.5.2019, the current Board of Directors was elected for a four-year term of office, which is automatically extended until the Annual General Meeting to be held after the expiry of its term of office.

Given the expiration of its term of office, the Board of Directors proposes to the General Meeting, which is the one that meets after the expiration of its four-year term of office, the election of a new Board of Directors consisting of eleven (11) members in order to form a Board of Directors, the size of which will correspond to the structure of the Company, will operate more efficiently and with greater flexibility as a cohesive team while reducing its operating costs.

Furthermore, in view of the election of a new Board of Directors as described above, the independent non-executive members of the Board of Directors must be reappointed, in accordance with the provisions of the law.

The relevant proposal of the Board of Directors is submitted following the recommendation of the Nomination & Compensation Committee of the Company, which has submitted to the Board of Directors a recommendation of persons suitable for election by the General Meeting as members of the Board of Directors of the Company, having considered:

- i) the suitability criteria of the members of the Board of Directors in accordance with the Company's Suitability Policy, article 46 of Law no. 4514/2018 "Markets in financial instruments and other provisions" and the Guidelines on the Governing Body of Market Operators and Data Reporting Service Providers (MRSPs) issued by the European Securities and Markets Authority (ESMA) on 19.12.2017,
- ii) the provisions of Article 9 par. 1 and 2 of Law No. 4706/2020 and the Internal Operation Rulebook of the Company,
- iii) the reports of the external consultant "Nestor Advisors Ltd", which carried out an independent assessment in comparison with the practices of other international exchanges for the optimal configuration of the structure of the Board of Directors and the reports of the external consultant "Stanton Chase International SA", which was assigned by the Committee the task of identifying candidates meeting the established criteria,
- iv) personal interviews with candidate members, and their declarations and documents submitted by the candidate members concerning: a) their professional experience; b) their academic and professional qualifications; c) independence of judgment; d) reputation, honesty and integrity; e) dedication of sufficient time; f) compliance with the restrictions on the number of positions that a member of the Company's Board of Directors may hold simultaneously; and g) compliance with the independence criteria of article 9 of Law no. 4706/2020, on the basis of which the Committee has determined that the persons proposed to be elected as new independent members of the Board of Directors meet the independence criteria of Article 9 par. 1 and 2 of Law 4706/2020 as well as that there are no impediments or incompatibilities with respect to their person in relation to any relevant provisions including the Hellenic Corporate Governance Code applied by the Company and the Company's Operation Rulebook,
- v) the declarations and documents submitted by the existing members as part of the annual assessment regarding: a) independence of judgment, b) reputation, honesty and integrity, c) dedication of sufficient time, d) compliance with the restrictions on the number of positions that may be held simultaneously by a

member of the Board of Directors of the Company, and e) compliance with the independence criteria of Article 9 of Law 4706 /2020, based on which the Committee has determined that the persons proposed to be elected as new independent members of the Board of Directors continue to meet the independence criteria set forth in Article 9, Paragraph 9. 1 and 2 of Law No. 9 of the Board of Directors. 4706/2020 and that there are no impediments or incompatibilities with respect to their person in relation to any relevant provisions including the Greek Corporate Governance Code applied by the Company and the Company's Operation Rulebook,

vi) the composition and the wide free float of the Company's shareholder base, its size, structure, specialized activities and operating environment, the complexity of its operations and its particular institutional role and character,

vii) that all the proposed persons have experience in the following areas:

Finance, strategic planning and understanding of an organization's business strategy or business plan and its implementation, auditing, accounting and financial reporting, interpretation of financial data of a listed company, information technology and security, human resources and remuneration issues, and risk management issues (identifying, assessing, monitoring, controlling and mitigating the main types of risks faced by an organization), regulatory compliance and risk management.

In addition, they are persons who possess the variety of opinions, knowledge, judgment and experience required to properly carry out their duties and to maintain a balanced concentration of qualifications within the Board of Directors and who meet the corporate objectives.

viii) the need to maintain diversity on the Board including adequate gender representation of at least 25% and to further develop the diversity of skills held at Board level in order to create a diverse group of members by bringing together a wide range of qualifications and skills and by bringing together new faces of candidates and old members.

In particular, the Board of Directors, taking into account the provisions of the applicable framework, including Laws 4548/2018, 4514/2018 and 4706/2020, proposes to the General Meeting the election of the following persons (in Greek alphabetical order) who will constitute the new Board of Directors of the Company, which will consist of eleven (11) members.

1. Konstantinos Vassiliou, proposed as an independent member
2. Dimitrios Dosis, proposed as an independent member
3. Giorgos Doukidis, proposed as an independent member
4. Polyxeni Kazoli, proposed as an independent member
5. Theano Karpodini, proposed as an independent member
6. Yianos Kontopoulos, executive member, Chief Executive Officer
7. Nikolaos Krenteras, proposed as an independent member
8. John Costopoulos, proposed as an independent member
9. Spyridoula Papagiannidou, proposed as an independent member
10. George Handjinicolaou, proposed as an independent member
11. Thomas Zeeb, proposed as an independent member

Further, provided that the amendment of Article 8 of the Articles of Association of the Company is approved as part of the 10<sup>th</sup> item on the Agenda, concerning the term of office of the Board of Directors, the new Board of Directors will be elected for a three-year term of office, which will be automatically extended, in accordance with the provisions of article 85, par. 1 subpar. c' of law. 4548/2018 and par. 2 of article 8 of the Company's Articles of Association, until the Annual General Meeting of the shareholders of the Company, which will meet or be convened after the end of its term of office.



The new Board of Directors will, following its election, be formed as a Body and will elect the executive and non-executive members in accordance with the provisions of the law and the Articles of Association.

The assessment of the proposal of the Board of Directors of the Company to the General Meeting of Shareholders of the Company pursuant to article 18 par. 1 of Law 4706/2020, as to the fulfilment of the suitability criteria according to the Company's Suitability Policy and the independence requirements set forth in article 9 par. 1 and 2 of Law No. 4706/2020 and the curricula vitae of the candidates proposed by the Board of Directors are available on the Company's website ([www.athexgroup.gr/web/guest/helexinvestors-general-meetings](http://www.athexgroup.gr/web/guest/helexinvestors-general-meetings)).

**ITEM #12: 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)**

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**Required quorum:** 1/5 of the share capital

**Majority:** 50% + 1 of the votes represented

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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 as to the type, the term of office, the number and the qualities of the Members of the Audit Committee:

1. The Audit Committee will be a committee of the Board of Directors consisting of Members of the Board of Directors.
2. The Audit Committee will consist of five (5) independent non-executive members.
3. 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 Annual General Meeting of 2026, extended in accordance with the provisions of article 85, par. 1 subpar. c' of law. 4548/2018 and par. 2 of article 8 of the Company's Articles of Association, until the Annual General Meeting of the Company's shareholders, which will be convened after the expiration of the term of office.
4. 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.
5. 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 and make the relevant announcements.

**ITEM #13: Renew the authorization 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**

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**Required quorum:** 1/5 of the share capital

**Majority:** 50% + 1 of the votes represented

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The Board of Directors proposes that the General Meeting renew the authorization to acquire 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 twenty-four (24) months, at a minimum price the par value of the share, i.e. €0.42, and a maximum price of €6.00.

The maximum number of own shares acquired will not exceed 10% of the paid-in share capital, i.e. 6,034,800 shares, including the already existing own shares that have been acquired and possessed by the Company, based on the share buyback program of the Company which was approved by the General Meeting of shareholders on 31.05.2021, in accordance with the terms and conditions of article 49 of Law 4548/2018, as part of which the Company has acquired a total of 2,498,000 own shares (4.139% of the share capital), at an average acquisition price of €3.3359 per share.

The shares acquired in accordance with the above are to be used for any purpose and use permitted by law (including, but not limited to, the reduction of the share capital and their cancellation, and/or their distribution to the personnel and/or members of the management of the Company and/or an affiliated company).

Furthermore, as part of the item above the Board of Directors proposes that the General Meeting authorize the Board of Directors to determine the exact start time of the program and regulate all formalities and procedures on the subject.

**ITEM #14: Grant permission, under article 98 par.1 of Law 4548/2018, 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 the subsidiaries and the companies associated with the Company**

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**Required quorum:** 1/5 of the share capital

**Majority:** 50% + 1 of the votes represented

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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.

### 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 8 June 2023

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 represent<sup>1</sup> on the items of the Annual General Meeting of shareholders of the Company on Thursday 8 June 2023 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*

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<sup>1</sup> Please mark the appropriate box with a ‘V’.

Item	Only for NO	ABSTAIN
<b>1<sup>st</sup></b> Submission and approval of the Annual Financial Report for fiscal year 01.01.2022 – 31.12.2022 together with the relevant Reports and Declarations by the Board of Directors and the Certified Auditors.	<input type="checkbox"/>	<input type="checkbox"/>
<b>2<sup>nd</sup></b> Approve the allocation of the earnings for fiscal year 01.01.2022 – 31.12.2022 and the distribution of dividend.	<input type="checkbox"/>	<input type="checkbox"/>
<b>3<sup>rd</sup></b> Submission of the Annual Report of the Audit Committee in accordance with article 44 par.1, case i) of Law 4449/2017.	-	-
<b>4<sup>th</sup></b> Submission of the Report of Independent Non-Executive Members of the Board of Directors in accordance with article 9 par. 5 of Law 4706/2020.	-	-
<b>5<sup>th</sup></b> Approve the overall management by the Board of Directors in accordance with article 108 of Law 4548/2018 and discharge the Auditors for fiscal year 2022 (01.01.2022 – 31.12.2022) in accordance with par. 1, case c) of article 117 of Law 4548/2018.	<input type="checkbox"/>	<input type="checkbox"/>
<b>6<sup>th</sup></b> Approve the remuneration and compensation of the members of the Board of Directors for fiscal year 01.01.2022 – 31.12.2022.	<input type="checkbox"/>	<input type="checkbox"/>
<b>7<sup>th</sup></b> Determine the remuneration and compensation of the members of the Board of Directors for fiscal year 01.01.2023 – 31.12.2023 and up until the Annual General Meeting in 2024.	<input type="checkbox"/>	<input type="checkbox"/>
<b>8<sup>th</sup></b> Elect the Certified Auditor Company to audit the Financial Statements for fiscal year 01.01.2023 – 31.12.2023 and set their fee.	<input type="checkbox"/>	<input type="checkbox"/>
<b>9<sup>th</sup></b> Submit the Remuneration Report for the members of the Board of Directors for 2022 for discussion and advisory vote in accordance with article 112 of Law 4548/2018.	<input type="checkbox"/>	<input type="checkbox"/>
<b>10<sup>th</sup></b> Modification of article 8 of the Articles of Association of the Company (Composition – Term of Board of Directors).	<input type="checkbox"/>	<input type="checkbox"/>
Election of a new Board of Directors and appointment of its independent members.		
<b>11<sup>th</sup></b> 1. Konstantinos Vassiliou, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>
2. Dimitrios Dosis, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>
3. Giorgos Doukidis, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>
4. Polyxeni Kazoli, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>
5. Theano Karpodini, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>
6. Yianos Kontopoulos, Chief Executive Officer, executive member	<input type="checkbox"/>	<input type="checkbox"/>
7. Nikolaos Krenteras, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>
8. John Costopoulos, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>
9. Spyridoula Papagiannidou, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>
10. George Handjinicolaou, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>
11. Thomas Zeeb, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>
Note:		
<ul style="list-style-type: none"> <li>• If you approve the persons above, submit this ballot as is</li> <li>• For any person(s) that you do not approve, mark the corresponding column on the right “Only for NO” or “Abstain” respectively</li> </ul>		

Item		Only for NO	ABSTAIN
12 <sup>th</sup>	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"/>
13 <sup>th</sup>	Renew the authorization 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"/>
14 <sup>th</sup>	Grant permission, under article 98 par.1 of Law 4548/2018, 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 the subsidiaries and the companies associated with the Company.	<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](mailto:investor-relations@athexgroup.gr), at least twenty-four (24) hours before the date of the General Meeting (i.e. by 18.00 on 07.06.2023 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 06.06.2023 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 08.06.2023 at 17.00 at the latest).

(Place) ..... (Date) ..... 2023

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 8 June 2023**  
 or at any Repeat, 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. Yianos Kontopoulos, 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<sup>2, 3</sup>

**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 person<sup>4</sup> 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 8 June 2023 at 18:00, in order to take part in the discussion and to vote on the items of the agenda of the abovementioned Annual General Meeting, or at any other Repeat, 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 follows<sup>5</sup>:

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

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

<sup>3</sup> Any physical or legal entity can be appointed as a proxy.

<sup>4</sup> Please delete accordingly

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

Or:

**ITEMS OF THE AGENDA:**

Item	FOR	AGAINST	ABSTAIN
<b>1<sup>st</sup></b> Submission and approval of the Annual Financial Report for fiscal year 01.01.2022 – 31.12.2022 together with the relevant Reports and Declarations by the Board of Directors and the Certified Auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>2<sup>nd</sup></b> Approve the allocation of the earnings for fiscal year 01.01.2022 – 31.12.2022 and the distribution of dividend.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>3<sup>rd</sup></b> Submission of the Annual Report of the Audit Committee in accordance with article 44 par.1, case i) of Law 4449/2017.	-	-	-
<b>4<sup>th</sup></b> Submission of the Report of Independent Non-Executive Members of the Board of Directors in accordance with article 9 par. 5 of Law 4706/2020.			
<b>5<sup>th</sup></b> Approve the overall management by the Board of Directors in accordance with article 108 of Law 4548/2018 and discharge the Auditors for fiscal year 2022 (01.01.2022 – 31.12.2022) in accordance with par. 1, case c) of article 117 of Law 4548/2018.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>6<sup>th</sup></b> Approve the remuneration and compensation of the members of the Board of Directors for fiscal year 01.01.2022 – 31.12.2022.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>7<sup>th</sup></b> Determine the remuneration and compensation of the members of the Board of Directors for fiscal year 01.01.2023 – 31.12.2023 and up until the Annual General Meeting in 2024.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>8<sup>th</sup></b> Elect the Certified Auditor Company to audit the Financial Statements for fiscal year 01.01.2023 – 31.12.2023 and set their fee.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>9<sup>th</sup></b> Submit the Remuneration Report for the members of the Board of Directors for 2022 for discussion and advisory vote in accordance with article 112 of Law 4548/2018.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>10<sup>th</sup></b> Modification of article 8 of the Articles of Association of the Company (Composition – Term of Board of Directors).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>11<sup>th</sup></b> Election of a new Board of Directors and appointment of its independent members.			
1. Konstantinos Vassiliou, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Dimitrios Dosis, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Giorgos Doukidis, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Polyxeni Kazoli, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Theano Karpodini, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Yianos Kontopoulos, Chief Executive Officer, executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Nikolaos Krenteras, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. John Costopoulos, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Item	FOR	AGAINST	ABSTAIN
9. Spyridoula Papagiannidou, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. George Handjinicolaou, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Thomas Zeeb, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>12<sup>th</sup></b> 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"/>
<b>13<sup>th</sup></b> Renew the authorization 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"/>
<b>14<sup>th</sup></b> Grant permission, under article 98 par.1 of Law 4548/2018, 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 the subsidiaries and the companies associated with the Company.	<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](mailto: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 8 June 2023  
or at any Repeat, 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. Yianos Kontopoulos, 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<sup>6,7</sup>

**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 person<sup>8</sup> 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 8 June 2023 at 18:00, **and to vote by 07.06.2023 at 18.00 the latest** on the items of the agenda of the abovementioned Annual General Meeting, or at any other Repeat, 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 follows<sup>9</sup>:

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

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

<sup>7</sup> Any physical or legal entity can be appointed as a proxy.

<sup>8</sup> Please delete accordingly

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

Or:

**ITEMS OF THE AGENDA:**

Item	FOR	AGAINST	ABSTAIN
<b>1<sup>st</sup></b> Submission and approval of the Annual Financial Report for fiscal year 01.01.2022 – 31.12.2022 together with the relevant Reports and Declarations by the Board of Directors and the Certified Auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>2<sup>nd</sup></b> Approve the allocation of the earnings for fiscal year 01.01.2022 – 31.12.2022 and the distribution of dividend.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>3<sup>rd</sup></b> Submission of the Annual Report of the Audit Committee in accordance with article 44 par.1, case i) of Law 4449/2017.	-	-	-
<b>4<sup>th</sup></b> Submission of the Report of Independent Non-Executive Members of the Board of Directors in accordance with article 9 par. 5 of Law 4706/2020.			
<b>5<sup>th</sup></b> Approve the overall management by the Board of Directors in accordance with article 108 of Law 4548/2018 and discharge the Auditors for fiscal year 2022 (01.01.2022 – 31.12.2022) in accordance with par. 1, case c) of article 117 of Law 4548/2018.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>6<sup>th</sup></b> Approve the remuneration and compensation of the members of the Board of Directors for fiscal year 01.01.2022 – 31.12.2022.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>7<sup>th</sup></b> Determine the remuneration and compensation of the members of the Board of Directors for fiscal year 01.01.2023 – 31.12.2023 and up until the Annual General Meeting in 2024.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>8<sup>th</sup></b> Elect the Certified Auditor Company to audit the Financial Statements for fiscal year 01.01.2023 – 31.12.2023 and set their fee.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>9<sup>th</sup></b> Submit the Remuneration Report for the members of the Board of Directors for 2022 for discussion and advisory vote in accordance with article 112 of Law 4548/2018.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>10<sup>th</sup></b> Modification of article 8 of the Articles of Association of the Company (Composition – Term of Board of Directors).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>11<sup>th</sup></b> Election of a new Board of Directors and appointment of its independent members.			
1. Konstantinos Vassiliou, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Dimitrios Dosis, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Giorgos Doukidis, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Polyxeni Kazoli, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Theano Karpodini, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Yianos Kontopoulos, Chief Executive Officer, executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Nikolaos Krenteras, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. John Costopoulos, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Item	FOR	AGAINST	ABSTAIN
9. Spyridoula Papagiannidou, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. George Handjinicolaou, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Thomas Zeeb, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>12<sup>th</sup></b> 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"/>
<b>13<sup>th</sup></b> Renew the authorization 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"/>
<b>14<sup>th</sup></b> Grant permission, under article 98 par.1 of Law 4548/2018, 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 the subsidiaries and the companies associated with the Company.	<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](mailto: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. Proxy document

### DOCUMENT

**For the participation at the Annual General Meeting of  
“HELLENIC EXCHANGES-ATHENS STOCK EXCHANGE S.A.” (EXAE) on 8 June 2023  
or at any Repeat, 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. Yianos Kontopoulos, 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<sup>10, 11</sup>




**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, acting jointly or each one separately<sup>12</sup> to represent me / the legal person<sup>13</sup> for the abovementioned number of shares or for the shares that I possess on the record date at the Annual General Meeting of the Company which will be convened on 8 June 2023 in order to participate in the discussion and to vote on the items of the agenda of the abovementioned Annual General Meeting, or at any other Repeat, 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 follows<sup>14</sup>:

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

<sup>10</sup> Please fill-in the name of one (1) proxy and mark the appropriate box with a ‘V’.

<sup>11</sup> Any physical or legal entity can be appointed as a proxy.

<sup>12</sup>

<sup>13</sup> Please delete accordingly

<sup>14</sup> Please indicate your vote by marking with a ‘V’ one of the two following tables.

Or:

**ITEMS OF THE AGENDA:**

Item	FOR	AGAINST	ABSTAIN
1 <sup>st</sup> Submission and approval of the Annual Financial Report for fiscal year 01.01.2022 – 31.12.2022 together with the relevant Reports and Declarations by the Board of Directors and the Certified Auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 <sup>nd</sup> Approve the allocation of the earnings for fiscal year 01.01.2022 – 31.12.2022 and the distribution of dividend.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 <sup>rd</sup> Submission of the Annual Report of the Audit Committee in accordance with article 44 par.1, case i) of Law 4449/2017.	-	-	-
4 <sup>th</sup> Submission of the Report of Independent Non-Executive Members of the Board of Directors in accordance with article 9 par. 5 of Law 4706/2020.			
5 <sup>th</sup> Approve the overall management by the Board of Directors in accordance with article 108 of Law 4548/2018 and discharge the Auditors for fiscal year 2022 (01.01.2022 – 31.12.2022) in accordance with par. 1, case c) of article 117 of Law 4548/2018.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 <sup>th</sup> Approve the remuneration and compensation of the members of the Board of Directors for fiscal year 01.01.2022 – 31.12.2022.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 <sup>th</sup> Determine the remuneration and compensation of the members of the Board of Directors for fiscal year 01.01.2023 – 31.12.2023 and up until the Annual General Meeting in 2024.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 <sup>th</sup> Elect the Certified Auditor Company to audit the Financial Statements for fiscal year 01.01.2023 – 31.12.2023 and set their fee.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 <sup>th</sup> Submit the Remuneration Report for the members of the Board of Directors for 2022 for discussion and advisory vote in accordance with article 112 of Law 4548/2018.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 <sup>th</sup> Modification of article 8 of the Articles of Association of the Company (Composition – Term of Board of Directors).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Election of a new Board of Directors and appointment of its independent members.			
1. Konstantinos Vassiliou, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Dimitrios Dosis, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Giorgos Doukidis, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 <sup>th</sup> 4. Polyxeni Kazoli, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Theano Karpodini, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Yianos Kontopoulos, Chief Executive Officer, executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Nikolaos Krenteras, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. John Costopoulos, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Item	FOR	AGAINST	ABSTAIN
9. Spyridoula Papagiannidou, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. George Handjinicolaou, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Thomas Zeeb, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>12<sup>th</sup></b> 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"/>
<b>13<sup>th</sup></b> Renew the authorization 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"/>
<b>14<sup>th</sup></b> Grant permission, under article 98 par.1 of Law 4548/2018, 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 the subsidiaries and the companies associated with the Company.	<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](mailto: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

## 7. Ballot



**ATHEX**  
Athens Stock Exchange

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

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

## BALLOT

### FOR THE ANNUAL GENERAL MEETING

OF JUNE 8<sup>TH</sup> 2023

Shareholder: .....

Number of shares: .....

#### NOTES:

- IF YOU APPROVE THE ITEMS BELOW, TURN IN THIS BALLOT 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

Item		Only for NO	Abstain
1 <sup>st</sup>	Submission and approval of the Annual Financial Report for fiscal year 01.01.2022 – 31.12.2022 together with the relevant Reports and Declarations by the Board of Directors and the Certified Auditors.	<input type="checkbox"/>	<input type="checkbox"/>
2 <sup>nd</sup>	Approve the allocation of the earnings for fiscal year 01.01.2022 – 31.12.2022 and the distribution of dividend.	<input type="checkbox"/>	<input type="checkbox"/>
3 <sup>rd</sup>	Submission of the Annual Report of the Audit Committee in accordance with article 44 par.1, case i) of Law 4449/2017.	-	-
4 <sup>th</sup>	Submission of the Report of Independent Non-Executive Members of the Board of Directors in accordance with article 9 par. 5 of Law 4706/2020.	-	-
5 <sup>th</sup>	Approve the overall management by the Board of Directors in accordance with article 108 of Law 4548/2018 and discharge the Auditors for fiscal year 2022 (01.01.2022 – 31.12.2022) in accordance with par. 1, case c) of article 117 of Law 4548/2018.	<input type="checkbox"/>	<input type="checkbox"/>
6 <sup>th</sup>	Approve the remuneration and compensation of the members of the Board of Directors for fiscal year 01.01.2022 – 31.12.2022.	<input type="checkbox"/>	<input type="checkbox"/>
7 <sup>th</sup>	Determine the remuneration and compensation of the members of the Board of Directors for fiscal year 01.01.2023 – 31.12.2023 and up until the Annual General Meeting in 2024.	<input type="checkbox"/>	<input type="checkbox"/>
8 <sup>th</sup>	Elect the Certified Auditor Company to audit the Financial Statements for fiscal year 01.01.2023 – 31.12.2023 and set their fee.	<input type="checkbox"/>	<input type="checkbox"/>
9 <sup>th</sup>	Submit the Remuneration Report for the members of the Board of Directors for 2022 for discussion and advisory vote in accordance with article 112 of Law 4548/2018.	<input type="checkbox"/>	<input type="checkbox"/>
10 <sup>th</sup>	Modification of article 8 of the Articles of Association of the Company (Composition – Term of Board of Directors).	<input type="checkbox"/>	<input type="checkbox"/>
11 <sup>th</sup>	Election of a new Board of Directors and appointment of its independent members.		
	1. Konstantinos Vassiliou, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>
	2. Dimitrios Dosis, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>
	3. Giorgos Doukidis, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>
	4. Polyxeni Kazoli, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>
	5. Theano Karpodini, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>
	6. Yianos Kontopoulos, Chief Executive Officer, executive member	<input type="checkbox"/>	<input type="checkbox"/>
	7. Nicholas Krenteras, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>
	8. John Costopoulos, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>
	9. Spyridoula Papagiannidou, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>
	10. George Handjinicolaou, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>
11. Thomas Zeeb, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	
12 <sup>th</sup>	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"/>



Item		Only for NO	Abstain
13 <sup>th</sup>	Renew the authorization 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"/>
14 <sup>th</sup>	Grant permission, under article 98 par.1 of Law 4548/2018, 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 the subsidiaries and the companies associated with the Company.	<input type="checkbox"/>	<input type="checkbox"/>

## **8. 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 17 May 2023 is sixty million three hundred forty-eight thousand (60,348,000). Each common share has one vote.

## 9. DRAFT DECISIONS OF THE GENERAL MEETING

**ITEM #1: Submission and approval of the Annual Financial Report for fiscal year 01.01.2022 – 31.12.2022 together with the relevant Reports and Declarations by the Board of Directors and the Certified Auditors**

On the first (1<sup>st</sup>) 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 01.01.2022– 31.12.2022 together with the relevant Reports and Declarations by the Board of Directors and the Certified Auditors, as proposed for approval.

**ITEM #2: Approve the allocation of the earnings for fiscal year 01.01.2022 – 31.12.2022 and the distribution of dividend**

On the second (2<sup>nd</sup>) item of the Agenda, shareholders present and voting, representing ..... shares of the Company out of a total of .....shares, approved by majority (.....%) the allocation of the earnings of the Company for fiscal year 01.01.2022 – 31.12.2022, and the distribution of dividend as proposed for approval.

**ITEM #3: Submission of the Annual Report of the Audit Committee in accordance with article 44 par.1, case i) of Law 4449/2017**

On the third (3<sup>rd</sup>) item of the Agenda, Shareholders were briefed about the Annual Report of the Audit Committee for fiscal year 2022 in accordance with article 44 par.1, case i) of Law 4449/2017.

**ITEM #4: Submission of the Report of Independent Non-Executive Members of the Board of Directors in accordance with article 9 par. 5 of Law 4706/2020**

On the fourth (4<sup>th</sup>) item of the Agenda, Shareholders were briefed about the Report of Independent Non-Executive Members of the Board of Directors for fiscal year 2022 in accordance with article 9 par.5 of Law 4706/2020.

**ITEM #5: Approve the overall management by the Board of Directors in accordance with article 108 of Law 4548/2018 and discharge the Auditors for fiscal year 2022 (01.01.2022 – 31.12.2022) in accordance with par. 1, case c) of article 117 of Law 4548/2018**

On the fifth (5<sup>th</sup>) item of the Agenda, shareholders present and voting, representing ..... shares of the Company out of a total of .....shares, approved by majority (.....%) the overall management of the Board of Directors for fiscal year 01.01.2022 – 31.12.2022 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 carried out on the financial statements for fiscal year 01.01.2022 – 31.12.2022.

**ITEM #6: Approve the remuneration and compensation of the members of the Board of Directors for fiscal year 01.01.2022 – 31.12.2022**

On the sixth (6<sup>th</sup>) item of the Agenda, shareholders present and voting, representing ..... shares of the Company out of a total of .....shares, approved by majority (.....%) the remuneration and compensation of

the Members of the Board of Directors for fiscal year 01.01.2022 – 31.12.2022 in accordance with the proposal that was put forth for approval.

**ITEM #7: Determine the remuneration and compensation of the members of the Board of Directors for fiscal year 01.01.2023 – 31.12.2023 and up until the Annual General Meeting in 2024**

On the seventh (7<sup>th</sup>) item of the Agenda, shareholders present and voting, representing ..... shares of the Company out of a total of .....shares, approved by majority (.....%) the remuneration of the Members of the Board of Directors for fiscal year 01.01.2023 to 31.12.2023 and up until the Annual General Meeting in 2024, in accordance with the proposal that was put forth for approval.

**ITEM #8: Elect the Certified Auditor Company to audit the Financial Statements for fiscal year 01.01.2023 – 31.12.2023 and set their fee**

On the eighth (8<sup>th</sup>) item of the Agenda, shareholders present and voting, representing ..... shares of the Company out of a total of .....shares, elected by majority (.....%) the audit firm “GRANT THORNTON S.A.” to audit the Financial Statements for fiscal year 01.01.2023 – 31.12.2023 and approved its fee as proposed.

**ITEM #9: Submit the Remuneration Report for the members of the Board of Directors for 2022 for discussion and advisory vote in accordance with article 112 of Law 4548/2018**

On the ninth (9<sup>th</sup>) item of the Agenda, shareholders present and voting, representing ..... shares of the Company out of a total of .....shares, gave an affirmative vote by majority (.....%) to the Remuneration Report for fiscal year 2022 in accordance with article 112 of Law 4548/2018.

**ITEM #10: Modification of article 8 of the Articles of Association of the Company (Composition – Term of Board of Directors)**

In the tenth (10<sup>th</sup>) item of the Agenda, shareholders present and voting, representing .....shares of the Company out of a total of ..... shares, approved by majority (.....%) the amendment of article 8 of the Company's Articles of Association as follows and authorized the Chairman of the Board of Directors to submit the codified text of the Articles of Association adapted to the approved amendment to the competent authority:

a) Article 8 of the Articles of Association is replaced as follows:

“ **ARTICLE 8**

**Composition – Term of Board of Directors**

1. *The Company is managed by the Board of Directors. The Board of Directors comprises nine (9) to thirteen (13) members.*
2. *The term of the Board of Directors is three years and may be extended until the first ordinary General Meeting to convene after the expiry of its term.*
3. *The General Meeting may decide on the partial renewal of the Board of Directors or the successive expiry of the term of office of its members. In this case, it is permitted to provide for initially unequal terms of office for the members of the Board of Directors.*
4. *The Company is represented before third parties, as well as before any public, judicial or other authority by the Board of Directors. The Board of Directors may, by virtue of a special resolution, assign the representation*

*of the Company to one or more persons, irrespective of whether they are members of the Board of Directors or not.”*

#### **ITEM #11: Election of a new Board of Directors and appointment of its independent members**

On the eleventh (11<sup>th</sup>) item of the Agenda, shareholders present and voting, representing ..... shares of the Company out of a total of .....shares, voting by ballot, approved the item and elected the following eleven (11) members of the new Board of Directors of the Company and the independent non-executive members.

In particular, and in accordance with the proposed and indicated on the ballot order, the eleven (11) candidates received:

1. The first candidate received votes of shareholders present and voting representing ..... shares, i.e. ....%.
2. The second candidate received votes of shareholders present and voting representing ..... shares, i.e. ....%.
3. The third candidate received votes of shareholders present and voting representing ..... shares, i.e. ....%.
4. The fourth candidate received votes of shareholders present and voting representing ..... shares, i.e. ....%.
5. The fifth candidate received votes of shareholders present and voting representing ..... shares, i.e. ....%.
6. The sixth candidate received votes of shareholders present and voting representing ..... shares, i.e. ....%.
7. The seventh candidate received votes of shareholders present and voting representing ..... shares, i.e. ....%.
8. The eighth candidate received votes of shareholders present and voting representing ..... shares, i.e. ....%.
9. The ninth candidate received votes of shareholders present and voting representing ..... shares, i.e. ....%.
10. The tenth candidate received votes of shareholders present and voting representing ..... shares, i.e. ....%.
11. The eleventh candidate received votes of shareholders present and voting representing ..... shares, i.e. ....%.

The term of office of the members of the Board of Directors is three years, and is automatically extended until the Annual General Meeting of the shareholders of the Company, which will meet or be convened after the end of its term of office.

Following the above, the Board of Directors will consist of the following Members [in Greek alphabetical order]:

1. Konstantinos Vassiliou, independent member
2. Dimitrios Dosis, independent member
3. Giorgos Doukidis, independent member
4. Polyxeni Kazoli, independent member
5. Theano Karpodini, independent member
6. Yianos Kontopoulos, executive member, Chief Executive Officer

7. Nicholaos Krenteras, independent member
8. John Costopoulos, independent member
9. Spyridoula Papagiannidou, independent member
10. George Handjinicolaou, independent member
11. Thomas Zeeb, independent member

**ITEM #12: 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 twelfth (12<sup>th</sup>) item of the Agenda, shareholders present and voting, representing ..... shares of the Company out of a total of .....shares, approved by majority (.....%) the proposal of the Board of Directors, and decided the following as to the type, the term of office, the number and the qualities of the Members of the Audit Committee of the Company:

1. The Audit Committee will be a committee of the Board of Directors consisting of Members of the Board of Directors.
2. The Audit Committee will consist of five (5) independent non-executive members.
3. 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 Annual General Meeting of 2026, extended in accordance with the provisions of article 85, par. 1 subpar. c' of law. 4548/2018 and par. 2 of article 8 of the Company's Articles of Association, until the Annual General Meeting of the Company's shareholders, which will be convened after the expiration of the term of office.
4. 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.
5. 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 and make the relevant announcements.

**ITEM #13: Renew the authorization 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 thirteenth (13<sup>th</sup>) item of the Agenda, shareholders present and voting, representing ..... shares of the Company out of a total of .....shares, renewed the authorization to acquire 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 twenty four (24) months, at a minimum price the par value of the share, i.e. €0.42, and a maximum price of €6.00.

The maximum number of own shares acquired will not exceed 10% of the paid-in share capital, i.e. 6,034,800 shares, including the already existing own shares that have been acquired and possessed by the Company, based on the share buyback program of the Company which was approved by the General Meeting of shareholders on 31.05.2021, in accordance with the terms and conditions of article 49 of Law 4548/2018, as part of which the Company has acquired a total of 2,498,000 own shares (4.139% of the share capital).

The shares acquired in accordance with the above are to be used for any purpose and use permitted by law (including, but not limited to, the reduction of the share capital and their cancellation, and/or their distribution to the personnel and/or members of the management of the Company and/or an affiliated company).

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 #14: Grant permission, under article 98 par.1 of Law 4548/2018, 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 the subsidiaries and the companies associated with the Company**

On the fourteenth (14<sup>th</sup>) item of the Agenda, shareholders present and voting, representing ..... shares of the Company out of a total of .....shares, 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.