



## INVITATION

### TO THE SHAREHOLDERS OF THE COMPANY

### "HELLENIC EXCHANGES S.A. HOLDING, CLEARING, SETTLEMENT & REGISTRY"

(Reg. Number 45688/06/B/00/30)

### TO THE NINTH (9<sup>th</sup>) ANNUAL GENERAL MEETING

(FISCAL YEAR 01.01.2009 – 31.12.2009)

In accordance with the law and the Articles of Association of the Company, and the resolution of its Board of Directors of 19.4.2010, the shareholders of HELLENIC EXCHANGES S.A. HOLDING, CLEARING, SETTLEMENT & REGISTRY are invited to the ninth (9<sup>th</sup>) Annual General Meeting, which will take place on **Wednesday May 19<sup>th</sup> 2010 at 18:00**, in Athens, at the headquarters of the Company (110 Athinon Ave., "HERMES" hall), in order to discuss and decide on the following items of the Daily Agenda:

1. Submission and approval of the Financial Report of the ninth (9<sup>th</sup>) fiscal year (01.01.2009 – 31.12.2009) which includes the Annual Financial Statements of the ninth (9<sup>th</sup>) fiscal year (01.01.2009 – 31.12.2009) together with the relevant Reports by the Board of Directors and the Auditors.
2. Approval of the distribution of profits for the ninth (9<sup>th</sup>) fiscal year (01.01.2009 - 31.12.2009).
3. Exemption of the members of the Board of Directors and the Chartered Auditors from any liability for compensation for the Annual Financial Statements and the management of the ninth (9<sup>th</sup>) fiscal year (1.1.2009 – 31.12.2009), and approval of the management and representation of the Board of Directors of the Company.
4. Approval of the compensation of the members of the Board of Directors for the ninth (9<sup>th</sup>) fiscal year (01.01.2009 - 31.12.2009), in accordance with article 24 §2 of codified law 2190/1920, as it applies.
5. Pre-approval of the remuneration of the members of the Board of Directors for the next, tenth (10<sup>th</sup>), fiscal year 2010 (01.01.2010 - 31.12.2010).
6. Appointment of the regular and substitute Chartered Auditors for the tenth (10<sup>th</sup>) fiscal year 2010 (01.01.2010 - 31.12.2010), and approval of their remuneration.
7. Announcement of the election of Members of the Board of Directors to replace members that resigned. Appointment of Members of the Audit Committee of the Board of Directors in accordance with article 37 of Law 3693/2008.
8. Provide permission, in accordance with article 23 §1 of codified law 2190/1920, to allow members of the Board of Directors of the Company and to executives of the Company to participate in the Boards of Directors or in the management of the companies of the Group and in associated companies, under the meaning of article 42e §5 of codified law 2190/1920.
9. Reduction of the share capital in the amount of €8,497,913.19 through a reduction in the par value of each share by €0.13, and payment of this amount to shareholders.
10. Amendment of article 5 of the Articles of Association concerning the share capital.
11. Decision on the spinoff of the clearing of transactions sector of the company and its contribution to the legal person (societe anonyme) with the name "ATHEXClear" in accordance with the provisions of articles 1-5 of law 2166/1993, and specification of agents and representatives of the company who will sign in front of a notary the act of contribution of the clearing of transactions sector.

Shareholders who wish to participate in the ninth (9<sup>th</sup>) Annual General Meeting of the Company must block their shares, either through their authorized Operator (provided their shares are registered in a User's Account in the Dematerialized Securities System-DSS), or via the Company (provided their shares are registered in the Special Investor's Account in the DSS) and to submit the relevant CSD certificates blocking the shares for participation in the General Meeting as well as the relevant representation documents, to the Strategic Planning, Communication and Investor Relations Division of the Company (110 Athinon Ave., 5<sup>th</sup> floor, tel +30 210 336 6616), during working hours, by **Thursday, May 13<sup>th</sup> 2010**.

If the quorum, as required by the Law and the Articles of Association in order to decide any of the items of the original daily agenda, is not obtained during the meeting of May 19<sup>th</sup> 2010, the General Meeting will convene again in a 1<sup>st</sup> Repetitive Meeting on **Wednesday June 2<sup>nd</sup> 2010 at 18:00**, in Athens, at the headquarters of the Company. If at that meeting on that date the quorum, as required by the Law and the Articles of Association in order to decide any items of the original daily agenda, is not obtained, the General Meeting will convene again in a 2<sup>nd</sup> Repetitive Meeting on **Wednesday June 9<sup>th</sup> 2010 at 18:00**, in Athens, at the headquarters of the Company. In the Repetitive General Meetings, and for any shares that do not remain blocked in accordance with article 42 §5 of the D.S.S. Operation Regulation, shareholders that wish to participate in the Repetitive General meetings must present the relevant share blocking certificates for participation in the General Meeting as well as the relevant representation documents, during working days and hours, at the abovementioned address, by **Thursday May 27<sup>th</sup> 2010** for the 1<sup>st</sup> Repetitive Meeting and by **Thursday June 3<sup>rd</sup> 2010** for the 2<sup>nd</sup> Repetitive meeting.

Athens, 19 April 2010  
The Board of Directors