"HELLENIC EXCHANGES SOCIETE ANONYME HOLDING, CLEARING, SETTLEMENT AND REGISTRY"

(commercial title "HELLENIC EXCHANGES S.A.")

AUDITOR'S REPORT

On the book value of the assets and liabilities of the Clearing Business of the Company

31 March 2010

To the Board of Directors of

"HELLENIC EXCHANGES SOCIETE ANONYME HOLDING, CLEARING, SETTLEMENT AND REGISTRY"

I. GENERAL INFORMATION

1. Engagement and scope of services

This report has been prepared under the terms agreed with the management of the company "HELLENIC EXCHANGES SOCIETE ANONYME HOLDING, CLEARING, SETTLEMENT AND REGISTRY" (hereon, "HELEX" or "the Company"), as set out in our engagement letter dated 1 April 2010.

This report certifies the book value of the Clearing Business of the company "HELLENIC EXCHANGES" as of 31 March 2010 for the purposes of its proposed transfer (spin-off) to the company "ATHENS EXCHANGE CLEARING HOUSE S.A." (ex "YPSIPILI S.A."), according to the clauses of articles 1 - 5 of Law 2166/1993.

2. Formation, head office, duration, history

The company "HELLENIC EXCHANGES S.A. HOLDING, CLEARING, SETTLEMENT & REGISTRY" was formed in 2000 (Government Gazette 2424/31.3.2000) and is registered in the Companies Register with No 45688/06/B/00/30.

The Company head office is in the municipality of Athens at 110 Athinon Avenue, postal code 10442.

The duration of the company, as per article 4 of its Articles of Association, has been set to 200 years from the fulfilment of relevant legal requirements, being the Company's registration with the Societe Anonyme's registry, the management decision for the Company's formation and the approval of its Articles of Association (Government Gazette 2424/31.03.2000). The duration of the Company can be extended through an amendment of article 4 of the Company Articles of Association, following a decision by the Shareholders General Meeting.

In April 2000, the HELEX Board of Directors decides the listing of its shares and a capital increase of GRD 4.3 billion with the issue of 2,500,000 new shares. To be more specific, 2,375,000 new shares are offered through an IPO and 125,000 new shares through private placement. At the same time the Government offers 2,275,000 existing shares through an IPO and 225,000 existing shares through private placement to the employees of the Athens Stock Exchange and its affiliated companies.

In September 2001, the Extraordinary General Meeting approves a share buy-back. The company will buy up to 10% of the number of outstanding shares during the period 12.9.2001 - 11.9.2002, at a price not higher than EUR16.23 and not lower than EUR5.05.

In December, the shareholders by the first reiterative EGM decide a share capital increase which is successfully completed in January 2002, with the contribution in kind of:

- 3,888,300 shares of "Central Securities Depository S.A." (CSD),
- 1,526,300 shares of "Athens Derivatives Exchange S.A." (ADEX),
- 4,286,500 shares of "Athens Derivatives Exchange Clearing House S.A." (ADECH),
- 66,015 shares of "Thessaloniki Stock Exchange Centre S.A." (TSEC) and
- 277,125 shares of "Systems Development and Support House of Capital Market S.A."
 (ASYK)

HELEX's share capital is increased by EUR 93,870,273.65 / GRD 31,986,295,746 with the issue of 18,588,173 new common registered shares with a nominal value of EUR5.05 / Grd. 1,720.7875 each. The Company share capital stands at EUR 358,995,273.65, divided into 71.088.173 common registered shares with a nominal value of EUR 5.05.

In June 2003, the Hellenic Government in the frame of the privatisation program, announces its decision to proceed with the transfer of its stake in HELEX. In July, the Government stake in the company is transferred to a group of seven banks, which offer the shares through a Public Offering to the existing Hellenic Exchanges shareholders as well as to the holders of Hellenic State privatisation certificates.

In February 2004, HELEX, according to the decision of the shareholders EGM, acquires 29,69% of its subsidiary "Central Securities Depository", (CSD). This stake was held by minority shareholders that are, at the same time, founding shareholders of HELEX. HELEX control on the CSD amounts to 100%.

On 1.1.2005 the share capital of the company consisted of 71,088,173 shares with a par value of €5.05 per share, i.e. €358,995,273.64.

In May 2005 it was decided to return share capital to the shareholders in the amount of €143,972,449.15, or €2.05 per share (excluding the 857,710 own shares). Thus the share capital was reduced to €213,264,519.00 and the par value to €3.00.

The 1st Repetitive General Shareholders Meeting on 19.9.2005, approved the reduction in the share capital of the company by €2,573,130.00, due to the cancellation of 857,710 own common registered shares, which were the result of a share buy-back, based on article 16 of

Law 2190/1920 as it applies, with a par value of €3.00 per share. Following the cancellation of these shares, the loss (€379 thousand) was offset with the share premium reserve.

Following these corporate actions, the share capital of the company amounted to €210,691,389.00 divided into 70,230,463 common registered shares with a par value of €3.00 each.

The BoD of HELEX decided on 23.5.06 to return part of the share capital to shareholders by a corresponding reduction in the par value of the share. In particular, it decided the return of capital in the amount of €87,788,078.75 or €1.25 per share for the 70,230,463 shares. Thus the share capital of the Company amounted to €122,903,310.25 divided into 70,230,463 shares with a par value of €1.75 per share.

In December 2006, HELEX Group executives exercised stock option rights for 41,000 shares.

As a result the number of HELEX shares outstanding increased to 70,271,463, the share capital increased by €71,750.00 to €122,975,060.25 and the Share Premium Reserve increased to €91,874,226.91.

The Repetitive General Meeting of shareholders of 24.5.2007 approved another share capital return to shareholders. In particular it decided the return of capital in the amount of €35,135,731.50 or €0.50 per share for the 70,271,463 HELEX shares outstanding, with a corresponding reduction in the share par value. The share capital of HELEX, following the share capital return of €0.50 per share, amounted to €87,839,328.75 divided into 70,271,463 common registered shares with a par value of €1.25 each.

In November 2007 HELEX Group executives exercised stock option rights for 105,500 shares and in December for 108,600 shares, and as a result on 31.12.2007 there were 70,485,563 shares outstanding, the share capital increased to €88,106,953.75 and the Share Premium Reserve increased to €94,279.104.91.

The Repetitive General Meeting of shareholders of 26.05.2009 decided to cancel the 5,117,000 shares of the Company in treasury stock, thus reducing the number of shares outstanding by an equal amount, from 70.485,563 to 65,368,563, as well as return part of the share capital to shareholders, with a corresponding reduction in the par value of the share. In particular, it decided to return capital in the amount of €9,805,284.45 or €0.15 per share for the 65.368,563 shares.

Thus, the share capital of the Company amounts to €71,905,419.30, divided into 65,368,563 shares with a par value of €1.10 per share.

3. Company name

The Company was named as "HELLENIC EXCHANGES SOCIETE ANONYME HOLDING, CLEARING, SETTLEMENT AND REGISTRY", by article 1 of the Articles of Association.

4. Purpose of the Company

HELEX and its subsidiaries operate the organised Hellenic Capital Market, by conducting the trading and clearing of transactions in the stock and derivative markets. Also the Group provides the Hellenic market with integrated IT solutions and promotes the development of education on financial markets.

The Company's scope of business is the participation into any business of any legal form with activities related to the support and operation of organized capital markets.

5. Management and representation

Management of the Company is set by article 9 of the Articles of Association to be by the Board of Directors, with 3 to 11 members. Directors are either elected or appointed and remain in office for 5 years, until the elections at the end the 5-year period or until the first Annual General Meeting following their 5-year service. The composition of the Board of Directors, which was elected by the Annual General Meeting of 8 May 2006 and approved by the Board meeting of 8.5.2006 and is to remain in office until the Annual General Meeting of 2011 is as follows:

1.	lakovos Georganas	Chairman
2.	Ulysses Kyriakopoulos	Vice Chairman, independent non-executive member
3.	Spyros Capralos	Chief Executive Officer, executive member
4.	Vassilios Drougas	Non-executive member
5.	Artemis Theodoridis	Non-executive member
6.	Antonios Kaminaris	Non-executive member
7.	Nikolaos Karamouzis	Non-executive member
8.	Nikolaos Milonas	Independent non-executive member
9.	Alexandros Moraitakis	Non-executive member
10.	Spyridon Pantelias	Non-executive member
11.	Ioannis Pehlivanidis	Non-executive member

In 2007, Mr Alexandros Moraitakis was replaced by Mr Nikolaos Chryssochoides, and Mr Spyridon Pantelias was replaced by Avgoustinos Vitzilaios. In 2009, Messrs Vassilios Drougas and Antonios Kaminaris resigned and were replaced by Mrs Adamantini Lazari and Mr Spyridon Pantelias. Also, by the decision of BoD on 8 March 2010, Mr Alexandros Tourkolias replaced Mr Ioannis Pehlivanidis.

Thus, on the date of preparation of this report the Board of Directors consisted of the following members:

1. lakovos Georganas Chairman

Ulysses Kyriakopoulos Vice Chairman, independent non-executive member

3. Spyros Capralos Chief Executive Officer, executive member

Avgoustinos Vitzilaios Non-executive member
 Nikolaos Karamouzis Non-executive member
 Adamantini Lazari Non-executive member
 Artemis Theodoridis Non-executive member

8. Nikolaos Milonas Independent non-executive member

Spyridon Pantelias Non-executive member
 Ioannis Pehlivanidis Non-executive member
 Nikolaos Chryssochoides Non-executive member

6. Basis of preparation of this report

This report to certify the book value of the assets and liabilities of the Clearing Business of the Company, was based on the Restructure Balance Sheet of 31 March 2010 as was prepared by the Company for the transfer of the Clearing Business, as described above and according to the article 1-5 of Law 2166/1993.

The books of the Company as at 31 March 2010 were used for the preparation of this Balance Sheet.

We examined the accounts included in the attached Restructure Balance Sheet and verified their reconciliation to the books and records of the Company.

We note that for our work we used the Company books kept at its Head Office, under the Hellenic Code of Accounting Books and Records.

7. Requirements of clauses of Law 2166/1993

As per our report, the company "HELLENIC EXCHANGES SOCIETE ANONYME HOLDING, CLEARING, SETTLEMENT AND REGISTRY", fulfils the requirements set by Law 2166/1993 in relation to the proposed transfer (spin-off) of the Clearing Business of the Company to the company "ATHENS EXCHANGE CLEARING HOUSE S.A." (ex "YPSIPILI S.A.").

More specifically, the Company:

- Maintains books of category C of the Hellenic Code of Accounting Books and Records (P.D. 186/1992).
- Has prepared financial statements for more than one 12month fiscal period.
- Has recorded the relevant opening balances of the Business and the relevant restructure Balance Sheet of 31 March 2010 in its legalised Book of Opening Balances and Balance Sheets.

We note that according to the clauses of paragraph 8 of article 11 of Law 2579/17.02.1988, the company that will emerge by the merger or restructure and given that it is a Societe Anonyme, will have to have at the time of restructure paid up ordinary share capital over 300,000 euros. This requirement is fulfilled by the company "ATHENS EXCHANGE CLEARING HOUSE S.A." (ex "YPSIPILI S.A.").

II. DEFINITION OF THE BOOK VALUE OF THE ASSETS OF THE CLEARING BUSINESS TO BE TRANSFERRED ON 31 MARCH 2010

According to the records kept by the Company, the book value of the apportioned elements of Assets and Liabilities of the Clearing Business on 31 March 2010 is as follows:

	Amounts in euros
ASSETS	
CASH AND CASH EQUIVALENTS	7,449,509.97
CLIENTS RECEIVABLE	358,363.04
OTHER RECEIVABLES	2,321,943.96
PROPERTY PLANT AND EQUIPMENT	1,879.79
INVESTMENTS AND OTHER LONG TERM RECEIVABLES	23,300,053.00
TOTAL ASSETS	33,431,749.76
LIABILITIES	
SUPPLIERS AND OTHER PAYABLES	7,958,471.58
SOCIAL SECURITY	9,562.38
PROVISIONS	83,715.80
TOTAL LIABILITIES	8,051,749.76
NET BOOK VALUE (ASSETS LESS LIABILITIES)	
CLEARING BUSINESS	25,380,000.00
NET BOOK VALUE OF CLEARING BUSINESS	25,380,000.00

The Company's Net Position is expressed as the difference between total Assets and total Liabilities, and is derived from the above accounting figures which are extracted from the tax books of the Company, subject to adjustments where necessary as the Company reports according to the International Financial Reporting Standards (IFRS). These accounting figures were satisfactorily verified to give an accurate, true and fair presentation of the respective accounts.

Based on the above financial structure and the Net Book Value of the company derived from the Balance Sheet of 31 March 2010, the book value of the assets of the transferred Clearing Business is at 25,380 thousand euros.

III. RESTRUCTURE BALANCE SHEET AND NOTES ON THE ACCOUNTS OF THE BALANCE SHEET

Below we attach the Balance Sheet of the transferred Clearing Business on 31 March 2010, together with notes on the accounts which are an integral part of these financial statements. The Balance Sheet in the format attached has been recorded in the Company's legalised Book of Opening Balances and Balance Sheets on page 17.

«HELLENIC EXCHANGES SOCIETE ANONYME» RESTRUCTURE BALANCE SHEET OF 31 MARCH 2010

	Amounts in euros
ASSETS	
CASH AND CASH EQUIVALENTS	7,449,509.97
CLIENTS RECEIVABLE	358,363.04
OTHER RECEIVABLES	2,321,943.96
PROPERTY PLANT AND EQUIPMENT	1,879.79
PARTICIPATIONS AND OTHER LONG TERM RECEIVABLES	23,300,053.00
TOTAL ASSETS	33,431,749.76
LIABILITIES	
SUPPLIERS AND OTHER PAYABLES	7,958,471.58
SOCIAL SECURITY	9,562.38
PROVISIONS	83,715.80
TOTAL LIABILITIES	8,051,749.76
EQUITY	
NET POSITION OF CLEARING BUSINESS	25,380,000.00
TOTAL EQUITY	25,380,000.00
TOTAL LIABILITIES AND EQUITY	33,431,749.76

1. Cash and cash equivalents

This balance, derived from the Company books, relates to cash held as deposits with the following banks:

	Amounts in euros
NATIONAL BANK OF GREECE 041-47205043	8,342.72
ALPHA BANK 101-00-2002-063823	291,996.42
ALPHA BANK 101-00-2320-0007940	12,956.89
EFG EUROBANK 0026-0025-40-0200139469	39,554.28
TIME DEPOSIT ALPHA BANK	2,211,156.63

TIME DEPOSIT EFG	1,640,804.02
BANK OF GREECE 0612-114000	213,518.55
BANK OF GREECE 0612-012000	71,180.46
TIME DEPOSIT PIRAEUS BANK	680,000.00
TIME DEPOSIT GENIKI BANK	2,280,000.00
	7,449,509.97

2. Clients receivable

This is analysed as follows:

	Amounts in euros
ALPHA BANK SA	1.60
ASPIS BANK	1,613.74
C.F.S. SA	278.16
CITIBANK INTERNATIONAL plc	79.40
EUROBANK EFG SECURITIES SA	37,395.15
EUROXX SA	18,413.70
HSBC PANTELAKIS SA	7,502.84
MARFIN CLR FINANCIAL SERVICES LTD	2,279.06
A.T.E. SA	1,428.10
ATLANTIC SECURITIES LTD	577.45
MEGA EQUITY SEC & FINAN SERV PUBLIC LTD	1,733.21
SHARELINK SEC & FINANCIAL SERVICES LTD	412.61
HELLENIC BANK (CYPRUS) INVESTMENTS LTD	799.84
ALPHA FINANCE SA	24,026.25
THE CYPRYS INV & SECUR.CORPOR.(CISCO)	1,061.61
ARGUS STOCKBROKERS LTD	4,803.28
COOPERATIVE CENTRAL BANK LTD	33.71
NATIONAL BANK OF GREECE	6,315.09
NATIONAL-P&K SECURITIES	36,045.41
EMPORIKI BANK OF GREECE	15,096.19
INVESTMENT BANK OF GREECE	27,835.73
HELLENIC BANK LTD	1.80
CREDIT AGRICOLE CHEUVREUX	13,293.44
GA PERVANAS SECURITIES	294.61
A SARRIS SECURITIES SA	790.75
PIRAEUS SECURITIES SA	25,780.61
EFG EUROBANK-ERGASIAS SA	7,664.17
MILLENNIUM BANK SA	3.60
BANK OF CYPRUS LTD (ATHENS)	1,069.64
PIRAEUS BANK SA	1,292.70
HSBC BANK PLC	298.89
MERRILL LYNCH INTERNATIONAL	8,933.02
ATTICA BANK	287.10
GENIKI BANK OF GREECE	577.86
MIDAS SA	88.04
ATHENAIKI SA	234.72
HELLENIC-AMERICAN SECURITIES SA	624.65
PEGASUS SA	9,524.49
INTERSEC SA	6,905.03
N. CHRYSSOCHOIDIS SA	597.45
Z.G. PORTALAKIS SA	531.86
N. SARROS SECURITIES	280.79
CYCLOS SECURITIES SA	1,852.50

DEPOLAS L. SECURITIES SA	897.93
KARAMANOF SECURITIES SA	772.67
D.A. TSEKOURAS SECURITIES SA	53.82
ATLAS SECURITIES SA	620.79
INDEX SECURITIES SA	257.82
AXON SECURITIES SA	
	3,849.58
NORTHERN GREECE SECURITIES SA	347.65
NUNTIUS SA	864.61
EUROTRUST SECURITIES SA	1,322.71
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METOCHIKI SECURITIES SA	78.29
N. KOMNINOS SA	381.28
LAVRENTAKIS ST. EM. SECURITIES	112.74
EUROCORP SECURITIES	992.40
KAPPA SECURITIES SA	5,214.48
SOTIRIADIS SECURITIES SA	29.60
CAPITAL SECURITIES SA	797.75
BETA SECURITIES SA	
	2,333.00
PAN. VL. TZEMOS SECURITIES SA	65.89
J.CHR.MAVRIKIS SECURITIES SA	49.22
PETROPOULAKIS SA	246.37
PENTEDEKAS SA	3,403.33
GUARDIAN TRUST SA	2,641.73
MERIT SA	1,261.35
ORANGE PARTNERS SA	1,048.08
UNICREDIT BANK AG	· · · · · · · · · · · · · · · · · · ·
	2.40
MAGNA TRUST SECURITIES SA	155.80
MEGATRUST OLYMPIC SECURITIES S.A	9,378.85
PRELIUM SA	1,056.24
DYNAMIC SECURITIES SA	813.20
OLYMPIA SA	353.01
SOLIDUS SECURITIES SA	-2,872.86
CYPRUS SA	8,291.61
DRAX SA	829.20
BNP PARIBAS SECURITIES SERVICES	1,014.59
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PROBANK SA	1,742.47
PROTON BANK SA	2,118.82
FORTIUS FINANCE SA	1,845.25
MARFIN EGNATIA BANK SA	1.20
COOPERATIVE BANK OF CHANIA SA	4.80
DEUTSCHE BANK A.G	4,936.44
SOCIETE GENERALE S.A	8,427.04
GLOBAL CAPITAL SEC. & FINANCIAL SERV.LTD	407.05
AXIA VENTURES GROUP LTD	5,619.30
UBS LIMITED	13,190.86
CITIGROUP GLOBAL MARKETS LIMITED	3,422.73
CREDIT SUISSE SECURITIES (EUROPE)LIMITED	1,322.10
TOTAL	
IOTAL	358,363.04

3. Property, Plant and Equipment

The balance relates to the net book value of software, furniture and other equipment on 31 March 2010 and is analysed as follows:

	Cost value on	Accumulated depreciation	Net book value
	•	31.03.2010 in	31.03.2010 in
	euros	euros	euros
Furniture and other equipment	118,270.71	116,409.78	1,860.93
Software	1,835,055.22	1,835,036.36	18.86
TOTAL	1,953,325.93	1,951,446.14	1,879.79

4. Other receivables

This balance mainly relates to taxes receivable by the Greek State, for analysis refer to the table attached below:

TOTAL	2,321,943.96
TAX CLAIM ON THE CAPITAL MARKET COMMISSION FEE	1,774,682.89
OTHER DEBTORS	90,134.48
TAX (0.15%) LAW 2579	457,126.59
	Amounts in euros

5. Participations and other long term receivables

The balance relates to the 10% share of the Clearing Business in the participation of HELEX in Athens Exchange SA. For analysis refer to table attached below:

TOTAL	23,300,053.00
Less: PROVISIONS FOR DEVALUATION OF PARTICIPATIONS	(3,002,794.96)
PARTICIPATIONS IN SUBSIDIARIES	26,302,847.96
	Amounts in euros

6. Suppliers and other payables

The balance is analysed as follows:

	Amounts in euros
LOCAL SUPPLIERS	124,823.33
FOREIGN SUPPLIERS	3,684.19
CAPITAL MARKET COMMISSION FEE	426,441.02
TAX ON SALARIED SERVICES	3,558.96
TAX ON STOCK SALES 0.15%	4,077,084.31
CHEQUES PAYABLE	610.91
INCOME TAX	3,322,268.86
TOTAL	7,958,471.58

Local suppliers are analysed below:

	Amounts in euros
ATTIKES TILEPIKOINONIES SA	6,033.62
PAPADEMETRIOU G MARIA	261.32
PRONOMIOUHOS SA	1,004.04
TOMH SA - AKTOR FACILITY	893.51
ATTIKES TROFODOSIES SA	120.01
AXELOS THEODOROS LTD	99.48
PCCW GLOBAL HELLAS SA	2,397.84
AMERICAN LIFE INSURANCE COMP	4,746.99
FORTHNET SA	15,744.69
ISS FACILITY SERVICES SA	5,684.49
SPEEDEX COURIER	5.71
TUI HELLAS	1,523.97
VODAFON SA	3,333.16
SFS HELLAS FINANCE SA	2,132.22
PUBLIC POWER CORPORATION SA	40,470.00
BRINKS SECURITY SERVICES SA	6,399.98
ATHENS WATER SUPPLY AND SEWERAGE COMPANY	162.50
PLAISIO COMPUTERS SA	489.38
ATLANTIC S/M SA	144.36
CYPRUS STOCK EXCHANGE	33,176.06
TOTAL	124,823.33

7. Social security and Provisions

These amounts relate to staff occupied with the Business's operations and consist of social security accruals, and provision for staff retirement obligations. This provision was raised by the valuation of an independent actuary based on the clauses of IAS 19.

8. Net position of the transferred Clearing Business

The net position of the transferred Clearing Business, as described above, is expressed as the difference between Total Assets and Total Liabilities of the company, as these are extracted from the company tax books.

INDEPENDENT AUDITOR'S SPECIAL AUDIT REPORT

To the Board of Directors of the Company

"HELLENIC EXCHANGES SOCIETE ANONYME HOLDING, CLEARING, SETTLEMENT AND REGISTRY"

Based on the above, it may be concluded that the Clearing of Transactions Business of the Company "HELLENIC EXCHANGES SOCIETE ANONYME HOLDING, CLEARING, SETTLEMENT AND REGISTRY", fulfils the requirements of the clauses of Law 2166/1993 on the transfer of the Net Accounting Position of the transferred Clearing Business at 25,380 thousand euros to the company "ATHENS EXCHANGE CLEARING HOUSE S.A." (ex "YPSIPILI S.A.").

It is concluded that:

- The share capital of the transferring the Clearing Business company "HELLENIC EXCHANGES SOCIETE ANONYME HOLDING, CLEARING, SETTLEMENT AND REGISTRY" and of the transferee the Business "ATHENS EXCHANGE CLEARING HOUSE S.A." (ex "YPSIPILI S.A."), is not lower to the minimum amount set by article 8 of Law 2190/1920.
- The transferring the Business Company "HELLENIC EXCHANGES SOCIETE ANONYME HOLDING, CLEARING, SETTLEMENT AND REGISTRY"
 - Maintains books of category C of the Hellenic Code of Accounting Books and Records (P.D. 186/1992),
 - Has prepared financial statements for more than one 12month fiscal period,
 - Has recorded the relevant opening balances of the Business and the restructure Balance Sheet of 31 March 2010 in its legalised Book of Opening Balances and Balance Sheets in pages 17 to 21.



PricewaterhouseCoopers
Certified Auditors – Accountants
268 Kifissias Avenue, Halandri 152 32

SOEL Reg. No. 113 PricewaterhouseCoopers

Certified Auditors - Accountants

Athens, 19 April 2010

THE CERTIFIED AUDITORS - ACCOUNTANTS

Dinos Michalatos

SOEL Reg. No. 17701

Dimitris Sourbis

SOEL Reg. No. 16891