



**EXTRAORDINARY GENERAL MEETING OF THE
SHAREHOLDERS OF THE SOCIETE ANONYME
"HELLENIC EXCHANGE HOLDING, CLEARING,
SETTLEMENT & REGISTRY"**

Monday November 11th 2013 @ 18:00

110 Athinon Ave, "HERMES Hall"

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 November 11th 2013, the General Meeting will convene again in a **1st Repetitive Meeting on Friday November 22nd 2013 at 18:00**, in Athens, at the headquarters of the Company (110 Athinon Ave, "HERMES" hall).

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 **2nd Repetitive Meeting on Tuesday December 3rd 2013 at 18:00**, in Athens, at the headquarters of the Company (110 Athinon Ave, "HERMES" hall).

It should be noted that, in accordance with article 29 of codified law 2190/1920 as it applies, a new invitation for the repetitive General Meetings will not be published.

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1. INVITATION

**TO AN EXTRAORDINARY GENERAL MEETING
OF THE SHAREHOLDERS OF THE COMPANY
"HELLENIC EXCHANGES S.A. HOLDING, CLEARING, SETTLEMENT & REGISTRY"
General Electronic Commercial Registry (GEMI) No 3719101000
(former Companies Reg. Number 45688/06/B/00/30)**

In accordance with the law and the Articles of Association of the Company, and the decision of the Board of Directors of 10.10.2013, shareholders of HELLENIC EXCHANGES S.A. HOLDING, CLEARING, SETTLEMENT & REGISTRY are invited to an Extraordinary General Meeting, which will take place on **Monday November 11th 2013 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. Approval of the Draft Agreement and the Merger Act of the Company by absorption of the company "ATHENS EXCHANGE S.A.", by listening to the Merger Balance Sheet (accounting statement), the relevant Reports, certificates and documents; and granting the authority to sign the notary Merger Act and to carry out other acts and transactions. Discharge the members of the Board of Directors, plenipotentiaries, trustees, substitutes of the Company, and the auditors, from any liability for the preparation and implementation of the merger.
2. Approval of the Draft Agreement and the Spin-off Act of the Central Securities Depository Business and of the Registry and Settlement services, as well as the management of the Dematerialized Securities System which are provided by the Company acting as Central Depository in accordance with the provisions of articles 39ff. of Law 2396/1996, 74 and 83 of Law 3606/2007 and 1-7 of Law 3756/2009, as they apply, and contribution to the company "THESSALONIKI STOCK EXCHANGE CENTRE S.A.", by listening to the Spin-off Balance Sheet (accounting statement), the relevant Reports, certificates and documents; and granting the authority to sign the notary Spin-off Act and to carry out other acts and transactions. Discharge the members of the Board of Directors, plenipotentiaries, trustees, substitutes of the Company, and the auditors, from any liability for the preparation and implementation of the spin-off.
3. Modification of article 1 (Corporate & trade name) and article 2 (Purpose) of the Articles of Association of the Company.
4. Announcement of the election of a Member of the Board of Directors to replace a member that resigned.

In addition, and in accordance with the above decision of the Board of Directors, 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 11.11.2013, the General Meeting will convene again in a **1st Repetitive Meeting on Friday November 22nd 2013 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 **2nd Repetitive Meeting on Tuesday December 3rd 2013 at 18:00**, in Athens, at the headquarters of the Company.

It should be noted that, in accordance with article 29 of codified law 2190/1920 as it applies, a new invitation for the repetitive General Meetings will not be published.

RIGHT TO PARTICIPATE AND VOTE AT THE GENERAL MEETING

At every General meeting, shareholders of the common shares of the Company of record in the Dematerialized Securities System (DSS) are allowed to participate and vote; The DSS is administered by the Company (which is the "entity" under the meaning of article 28a §4 of codified law 2190/1920 where the transferable securities are maintained).

Specifically,

- i. On Wednesday November 6th 2013, i.e. at the start of the fifth (5th) day before the (initial) Extraordinary General Meeting is convened
- ii. On Monday November 18th 2013, i.e. at the start of the fourth (4th) day before the 1st Repetitive General Meeting is convened.
- iii. On Friday November 29th 2013, i.e. at the start of the fourth (4th) day before the 2nd Repetitive General Meeting is convened.

For the Company, those persons that have the status of shareholder on the corresponding record date have the right to participate and vote at the Extraordinary or at any Repetitive General Meetings. The status of shareholder is certified electronically by the Company itself, which has a direct electronic connection to DSS records, which it administers. Therefore, in order to participate and vote at the General Meeting (initial and repetitive meetings), shareholders are not required to submit paper certificates issued by the Company.

Exercising these rights does not entail either the blocking of the shares of the beneficiary, or any other similar process, which restricts the ability to sell and transfer these shares, during the time between the record date and the Extraordinary or the Repetitive General Meeting.

Each common share has one vote.

PARTICIPATION PROCESS AND VOTING BY PROXY

Shareholders may participate in the Extraordinary General Meeting and vote either in person or by proxy. Each shareholder may appoint up to three (3) proxies and legal entities/shareholders may appoint up to three (3) natural persons as proxies. In cases where a shareholder owns shares of the Company that are held in more than one Investor Securities Account, the above limitation does not prevent the shareholder from appointing separate proxies for the shares appearing in each Account. A proxy holding proxies from several shareholders may cast votes differently for each shareholder.

A proxy appointment form will be available to shareholders:

- a) in hard copy at the Strategic Planning, Communication and Investor Relations Division of the Company (110 Athinon Ave, 5th floor, tel. +30-210 3366 616), and
- b) in electronic form on the website of the Company (www.helex.gr).

The abovementioned document must be filled-in, signed and submitted to the Company, at the address mentioned in a) above, at least three (3) days before the date of the Extraordinary / Repetitive General Meeting.

The proxy is obliged to notify the Company, before the start of the General Meeting, of any specific fact, which may be useful to shareholders in ascertaining the risk that the proxy may serve other interests, besides the interests of the shareholder.

A conflict of interest may arise in particular when the proxy is:

- a) A shareholder that exercises control over 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 over the Company.

- c) An employee or a certified auditor of the Company or a shareholder that exercises control over it, or other legal person or entity that is controlled by a shareholder that exercises control over the Company.
- d) A spouse or first-degree relative with one of the physical persons that are mentioned in cases a) to c).

RIGHTS OF MINORITY SHAREHOLDERS

1. Shareholders representing one twentieth (1/20) of the paid-in share capital of the Company can request:
 - a) The inclusion of additional items in the daily agenda of the General Meeting, with a request that must be received by the Board of Directors at least fifteen (15) days before the General Meeting. The request for the inclusion of additional items on the daily agenda must be accompanied by an explanation or a draft decision for approval by the General Meeting. The Board of Directors is obliged to include the additional items in the daily agenda, and to publish it at least thirteen (13) days before the General Meeting.
 - b) The provision to shareholders by the Board of Directors, at least six (6) days before the General Meeting, of draft decisions on the matters that are included in the initial or any revised daily agenda, upon request; the request must be received by the Board of Directors at least seven (7) days before the General Meeting.
 - c) The announcement, at the General Meeting, of the amounts that were paid, over the last two years, to each member of the Board of Directors or to Directors of the Company, as well as all benefits provided to those persons through any means or by a contract between them and the Company; the request to do so must be received by the Board of Directors at least five (5) days before the General Meeting.
2. Shareholders representing one fifth (1/5) of the paid-in share capital of the Company may request, with a request submitted to the Company at least five (5) days before the General Meeting, that information be provided to the General Meeting regarding company affairs and the status of the assets of the company.
3. Any shareholder may request, with the request being submitted to the Company at least five (5) days before the General Meeting, that information regarding Company affairs be provided to the General Meeting, to the extent that this information is indeed useful in order to consider the items on the daily agenda.

More detailed information concerning the abovementioned minority shareholder rights and on how they can be exercised is available on the website of the Company (www.helex.gr).

AVAILABILITY OF DOCUMENTS AND INFORMATION

The information of article 27 §3 of codified law 2190/1920, and in particular, the Invitation to the General Meeting, the full text of the documents that will be submitted to the General Meeting, the documents for exercising voting rights by proxy and the draft decisions on the items of the daily agenda, are available in hard copy at the Strategic Planning, Communication and Investor Relations Division of the Company (110 Athinon Ave, 5th floor, tel. +30-210 3366 616), from where shareholders can request copies, and in electronic form on the website of the Company (www.helex.gr).

Athens, October 10th 2013

The Board of Directors

2. PROPOSAL OF THE BOARD OF DIRECTORS ON THE ITEMS OF THE DAILY AGENDA

ITEM #1: Approval of the Draft Agreement and the Merger Act of the Company by absorption of the company "ATHENS EXCHANGE S.A.", by listening to the Merger Balance Sheet (accounting statement), the relevant Reports, certificates and documents; and granting the authority to sign the notary Merger Act and to carry out other acts and transactions. Discharge the members of the Board of Directors, plenipotentiaries, trustees, substitutes of the Company, and the auditors, from any liability for the preparation and implementation of the merger

Required quorums	Majority
Initial Extraordinary General Meeting: 2/3 of the share capital	2/3 of the votes represented
1st Repetitive GM: 1/2 of the share capital	2/3 of the votes represented
2nd Repetitive GM: 1/5 of the share capital	2/3 of the votes represented

In light of the overall effort to upgrade the services provided by the HELEX Group, and to harmonize its rules of operation with international standards and practices, and in order to achieve a smooth and effective adjustment in the changes underway as part of the implementation of a broader framework of measures at the European and international level – with the implementation of the EMIR Regulation, the Regulation that is in the process of being voted up by the European Parliament concerning the improvement in securities settlement in the European Union and the Central Securities Depositories (CSDs Directive), the Boards of Directors of the companies of the HELEX Group "Hellenic Exchanges S. A. Holding, Clearing, Settlement and Registry", "Athens Exchange S.A." and "Thessaloniki Stock Exchange Centre" (TSEC) took the relevant decisions to restructure the corporate structure of the Group.

In particular, the managements of the abovementioned companies of the Group decided on HELEX merging by absorbing ATHEX, 100% of whose share capital is owned directly by HELEX; concurrently with the merger above, the Central Securities Depository business, the Registry and Settlement services that are being provided, as well as the management of the Dematerialized Securities System, which are carried out by HELEX acting as Central Depository in accordance with applicable legislation, will be spun-off and contributed to its subsidiary company TSEC, 66.2% of whose share capital HELEX owns directly with the remaining 33.8% indirectly – through its 100% subsidiary ATHEX.

Following the completion of the intragroup restructuring, all services that were provided by ATHEX as a Market Operator in accordance with Law 3606/2007 will be provided by the absorbing, listed company, which following the completion of the corporate transformation will have as 100% subsidiaries Athens Exchange Clearing House which will continue to provide clearing services on securities and derivatives; and TSEC which, following the completion of the required statutory changes and adjustments and upon obtaining the required approvals by the competent authorities will be the Central Depository which will operate the Dematerialized Securities System and will provide Registry and Settlement services.

Besides the abovementioned smooth adjustment of the Group to the upcoming changes in the European Regulations, through this corporate transformation a more effective cost / benefit distribution between the companies of the Group will be achieved, and liquidity will be transferred to the listed company.

In particular, through this merger the financial performance of Absorbing Company will be improved due to the absorption of the trading services in the cash and derivatives markets, which are a significant source of profitability and liquidity for the HELEX Group. In addition, a significant amount of cash which belonged to Absorbed Company up until the transformation balance sheet date will be transferred to Absorbing Company.

The Boards of Directors of the Company and its subsidiary "ATHENS EXCHANGE S.A.", at their separate meetings which took place on 17.6.2013 and 20.6.2013 respectively, decided to (start the process to) merge the two companies, by the first absorbing the second, in accordance with the provisions of articles 68-75 and 78 of Codified Law 2190/1920 and 1-5 of Law 2166/1993, with a draft date of June 30th 2013 for the accounting statement (transformation balance sheet) which will show the assets of the company that is being absorbed.

In order to carry out the audit of the transformation accounting statement (balance sheet) of the company "ATHENS EXCHANGE S.A.", in accordance with the provisions of Law 2166/1993, , ascertain the book value of its assets, and draft the relevant report, the certified auditors accounts Messrs. Vasilios Kaminaris (SOEL RN 20411) and Christos Pelentridis (SOEL RN 17381) of the certified auditor accounting firm "ERNST & YOUNG (HELLAS) Certified Auditors Accountants S.A." were appointed; they drafted the "*Special Purpose Audit Report on the ascertainment of the book value of the company 'ATHENS EXCHANGE S.A.' on June 30th 2013 as part of the merger by absorption process in accordance with the provisions of Law 2166/1993*" which concludes that the company "ATHENS EXCHANGE S.A." fulfills all the requirements provided for by the relevant provisions of Law 2166/1993 in order for it to be merged.

Furthermore, in the same Report, the book value of the assets and liabilities of "ATHENS EXCHANGE S.A." on June 30th 2013 is certified as being €134,502,069.89.

Next, at their separate meetings of 23.9.2013 and 19.9.2013 respectively, for which minutes were drafted at the same time, the abovementioned Boards of Directors approved the (as per article 69 §1 of Codified Law 2190/1920) Draft Merger Agreement, which was subsequently signed on 23.9.2013, by the representatives of the merging companies that were specifically appointed for this purpose and submitted (as per article 69 §3 of Codified Law 2190/1920) to the publication requirements foreseen by the Law for each of companies merging by the registration of the Draft in question at the General Electronic Commercial Registry (GEMI) and the publication of relevant announcements in the Government Gazette (Companies Issue). Finally, at their separate meetings of 10.10.2013, for which minutes were drafted at the same time, the abovementioned Boards of Directors approved (as per article 69 §4 of Codified Law 2190/1920) the Report of the Board of Directors, by each complying with the data and documents as per article 73 of Codified Law 2190/1920. Furthermore, the Summary Draft Merger Agreement was published as per article 70 §1 of Codified Law 2190/1920.

In view of the above, the General Meeting is called upon to approve:

- a) The Draft Merger Agreement of the Company by absorption of the company "ATHENS EXCHANGE S.A.", by listening to the Draft, the Merger Balance Sheet (accounting statement), the Report of the appointed auditors on the ascertainment of the book value of the assets of the company "ATHENS EXCHANGE S.A.", the Report of the Board of Directors (as per article 69 §4 of Codified Law 2190/1920), and other (as per article 73 of Codified Law 2190/1920) documents and information.
- b) To discharge the members of the Board of Directors, plenipotentiaries, trustees and substitutes of the Company, as well as the auditors that carried out the audits and certifications in accordance with 2166/1993, from any liability for the preparation and implementation of the merger.
- c) Grant the power and responsibility to the Chairman of the Board of Directors Mr. Iakovos Georganas and to the Chief Executive Officer Mr. Socrates Lazaridis, in the name and on behalf

of the Company, and in place of the Board of Directors, acting jointly or individually, to sign the notary act of the final Merger Agreement containing content materially identical to the Draft Merger Agreement, including any additional, supplementary, amending, corrective or explanatory notary act, carry out any action, submit any declaration and sign any document in general that is required towards that purpose, among those being to appoint an attorney to carry out the above and/ or any additional, supplementary, amending, corrective or clarifying measure, and in general to take any action, submit any declaration (including the declaration in accordance with article 70 §2 of Codified Law 2190/1920) that is required to complete the merger.

ITEM #2: Approval of the Draft Agreement and the Spin-off Act of the Central Securities Depository Business and of the Registry and Settlement services, as well as the management of the Dematerialized Securities System which are provided by the Company acting as Central Depository in accordance with the provisions of articles 39ff. of Law 2396/1996, 74 and 83 of Law 3606/2007 and 1-7 of Law 3756/2009, as they apply, and contribution to the company "THESSALONIKI STOCK EXCHANGE CENTRE S.A.", by listening to the Spin-off Balance Sheet (accounting statement), the relevant Reports, certificates and documents; and granting the authority to sign the notary Spin-off Act and to carry out other acts and transactions. Discharge the members of the Board of Directors, plenipotentiaries, trustees, substitutes of the Company, and the auditors, from any liability for the preparation and implementation of the spin-off

Required quorums	Majority
Initial Extraordinary General Meeting: 2/3 of the share capital	2/3 of the votes represented
1st Repetitive GM: 1/2 of the share capital	2/3 of the votes represented
2nd Repetitive GM: 1/5 of the share capital	2/3 of the votes represented

Consistent with the first item on the daily agenda, the Boards of Directors of the Company and its subsidiary "THESSALONIKI STOCK EXCHANGE CENTRE S.A.", at their meetings which took place on 17.6.2013 and 20.6.2013 respectively, decided, at the same time and concurrently with the above merger process, to start the spin-off process from the Company of the Central Securities Depository business and of the Registry and Settlement services, as well as the management of the Dematerialized Securities System, which the Company carries out acting as Central Depository in accordance with the provisions of articles 39ff. of Law 2396/1996, 74 and 83 of Law 3606/2007 and 1-7 of Law 3756/2009, as they apply, and contribution to the company "THESSALONIKI STOCK EXCHANGE CENTRE S.A.", 66.2% of whose share capital the Company owns directly with the remaining 33.8% indirectly – through its 100% subsidiary ATHEX, with which it will merge by absorption. The spin-off of the business will take place in accordance with the provisions of articles 1-5 of Law 2166/1993.

In addition, the Boards of Directors of the two companies decided that the business spin-off be carried out with a drafting date of the accounting statement (balance sheet) which will show the assets of the business to be spun-off of June 30th 2013.

In order to carry out the audit of the transformation accounting statement (balance sheet) of the business, in accordance with article 3 §2 of Law 2166/1993, ascertain the book value of the assets of the business being contributed, and draft the relevant report, the certified auditors accounts Messrs. Vasilios Kaminaris (SOEL RN 20411) and Christos Pelentridis (SOEL RN 17381) of the certified auditor accounting firm "ERNST & YOUNG (HELLAS) Certified Auditors Accountants S.A." were appointed; they drafted the "*Special Purpose Report on the Book Value for the Spin-off of*

30.06.2013 of the Central Securities Depository business and of the Registry and Settlement services as well as the management of the Dematerialized Securities System of 'HELLENIC EXCHANGES S.A. HOLDING, CLEARING, SETTLEMENT & REGISTRY' in order to contribute it to the company 'THESSALONIKI STOCK EXCHANGE CENTRE S.A.' in accordance with the provisions of Law 2166/1993" which concludes that the Company fulfills all the requirements provided for by the relevant provisions of Law 2166/1993 in order to spin-off the Central Securities Depository business and of the Registry and Settlement services as well as the management of the Dematerialized Securities System and to contribute it to the company "THESSALONIKI STOCK EXCHANGE CENTRE S.A."

Furthermore, in the same Report, the book value of the assets and liabilities of the Central Securities Depository business and of the Registry and Settlement services, as well as the management of the Dematerialized Securities System of the Company on June 30th 2013 is certified as being €21,078,000.00.

Next, the Board of Directors of the Company and the Board of Directors of "THESSALONIKI STOCK EXCHANGE CENTRE S.A." at their meetings of 23.9.2013 and 20.9.2013 respectively, for which minutes were drafted at the same time, approved the Draft Business Spin-off Terms, which was subsequently signed on 23.9.2013 by the representatives appointed for this purpose.

In view of the above, the General Meeting of the Company is called upon to approve:

- a) The Draft Agreement and the Spin-off Act of the Central Securities Depository business and of the Registry and Settlement services, as well as the management of the Dematerialized Securities System which are provided by the Company acting as Central Depository in accordance with the provisions of articles 39ff. of Law 2396/1996, 74 and 83 of Law 3606/2007 and 1-7 of Law 3756/2009, as they apply, and contribution to the company "THESSALONIKI STOCK EXCHANGE CENTRE S.A.", by listening to the Draft, the Report Ascertaining the book value of the business being contributed.
- b) To discharge the members of the Board of Directors, plenipotentiaries, trustees and substitutes of the Company, as well as the auditors that carried out the audits and certifications in accordance with 2166/1993, from any liability for the preparation and implementation of the business spin-off.
- c) Grant the power and responsibility to the Chairman of the Board of Directors Mr. Iakovos Georganas and to the Chief Executive Officer Mr. Socrates Lazaridis, in the name and on behalf of the Company, and in place of the Board of Directors, acting jointly or individually, to sign the notary act of the final Merger Agreement containing content materially identical to the Draft Merger Agreement, including any additional, supplementary, amending, corrective or explanatory notary act, carry out any action, submit any declaration and sign any document in general that is required towards that purpose, among those being to appoint an attorney to carry out the above and/ or any additional, supplementary, amending, corrective or clarifying measure, and in general to take any action, submit any declaration that is required to complete the business spin-off.

ITEM #3: Modification of article 1 (Corporate & trade name) and article 2 (Purpose) of the Articles of Association of the Company

Required quorums	Majority
Initial Extraordinary General Meeting: 2/3 of the share capital	2/3 of the votes represented
1st Repetitive GM: 1/2 of the share capital	2/3 of the votes represented
2nd Repetitive GM: 1/5 of the share capital	2/3 of the votes represented

Provided that the Assembly approves items #1 and #2 on the daily agenda, and given that, following the completion of the merger process and the parallel business spin-off the Company will on the one hand become a universal successor in all rights, obligations and responsibilities of the absorbed company, as defined by the law, on the other will cease to perform the activities connected with the business being spun-off, the General Meeting is being asked to decide on the modification of articles 1 (Name) and 2 (Purpose) of the Articles of Association of the Company so that they agree with and correspond to the new activities that must be reflected in the Articles of Association.

In particular, the following modification of articles 1 and 2 of the Articles of Association is proposed:

“

ARTICLE 1
Corporate and trade name

The name of the Company is «ΕΛΛΗΝΙΚΑ ΧΡΗΜΑΤΙΣΤΗΡΙΑ- ΧΡΗΜΑΤΙΣΤΗΡΙΟ ΑΘΗΝΩΝ ΑΝΩΝΥΜΗ ΕΤΑΙΡΕΙΑ ΣΥΜΜΕΤΟΧΩΝ» and in documents in a foreign language the name will be “HELLENIC EXCHANGES – ATHENS STOCK EXCHANGE S.A.”

The trade name of the Company is «ΕΛΛΗΝΙΚΑ ΧΡΗΜΑΤΙΣΤΗΡΙΑ- ΧΡΗΜΑΤΙΣΤΗΡΙΟ ΑΘΗΝΩΝ» («EXAE») and in documents in a foreign language “HELLENIC EXCHANGES – ATHENS STOCK EXCHANGE” (“HELEX”).

ARTICLE 2
Purpose

The purpose of the Company is to engage in the following sub-activities:

- 1.** The participation in companies and businesses of any legal form that are active in the support and operation of organized capital markets, as well as the development of activities and the provision of services related to the support and operation of organized capital markets, in companies in which it participates and in third parties that participate in organized capital markets or that support their operation.
- 2.** The organization and support of the operation of stock and derivatives markets as well as other financial instruments (including all products of any kind with any reference values) in Greece and abroad.

In order to achieve its purpose, the Company can carry out any necessary activity, especially concerning:

- a) Designing, developing, creating and operating securities or derivatives or other financial instrument markets (hereinafter “Markets”)
- b) Setting the rules and procedures for the operation of the Markets,
- c) Listing for trading financial instruments in Markets,
- d) Setting the characteristics and conditions that financial instruments listed for trading or traded in Markets must satisfy,
- e) Monitoring transactions and the operation of the Markets in general and all market participants
- f) Exercising any supervisory, regulatory, punitive or disciplinary powers in accordance with the lay or the self-regulatory framework of those markets,
- g) Developing, operating, supporting, managing, monitoring and exploiting systems and applications in order to carry out transactions on financial instruments, systems for collecting and disseminating information, trade clearing and settlement, and in general developing,

managing and exploiting trading and information systems concerning the operation and trade results in financial instruments markets,

- h) Carrying out educational activities with a subject matter related to markets, market products and trading and clearing systems, as well as any related or similar subjects,
- i) Disseminating information through the processing and publication of printed issues and other media, including electronic, exploiting advertising space in printed issues or any other media of the company and / or of third parties, promoting the products and activities of the Company in Greece and abroad, including advertising activity.
- j) Any other activity or responsibility that is foreseen or arises from the laws in effect, as well as any other activity that is consistent with the above.

3. In order to carry out the abovementioned purpose, the Company can make any act, complementary or supplementary, establish branches, agencies and offices in Greece and / or abroad, cooperate with any legal or physical person in any way, participate in any undertaking of any corporate type which has the same or similar purpose and in general seeks similar or supplementary activities to the activity of the Company, delegate part of its activities to those enterprises, participate in unions of persons in Greece and abroad, establish subsidiary companies, guarantee the liabilities of subsidiaries and/ or associated companies, formulate the strategy of the companies in which it participates, coordinate the various activities of the companies in which it participates, coordinate and/or ensure the legal support of the companies in which it participates, provide core support services such as indicatively: financial management, and in general accounting support, quality organization and management, information technology, marketing, corporate affairs and human resources to the companies in which it participates, to provide core services and personnel, such as indicatively under a project contract or on loan, to the companies in which it participates and to carry out educational activities related to subjects of organized capital markets of the companies in which it participates, including indicatively market products and services, clearing systems and in general market operation, as well as to carry out activities similar to the above of any kind.”

ITEM #4: Announcement of the election of a Member of the Board of Directors to replace a member that resigned

Required quorum: 20% of the share capital

Majority: 50% + 1 of the votes represented

The Board of Directors, in accordance with article 18 of Codified Law 2190/1920 and article 9 of the Articles of Association of the Company, announces to the General Meeting the election of Mr. Fokion Karavias as non-executive Member of the Board of Director, replacing the non-executive member Mr. Konstantinos Vouvounis who resigned.

3. DOCUMENTS SUBMITTED TO THE GENERAL MEETING

3a. REPORT OF THE BOARD OF DIRECTORS

3b. SUMMARY DRAFT MERGER AGREEMENT

3c. DRAFT MERGER AGREEMENT

3d. DRAFT SPIN-OFF TERMS

[Documents 3c and 3d are only available in Greek]

4. BALLOT



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

General Electronic Commercial Registry (GEMI) No 3719101000

BALLOT

FOR THE EXTRAORDINARY GENERAL MEETING

OF NOVEMBER 11TH 2013

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
1st Approval of the Draft Agreement and the Merger Act of the Company by absorption of the company "ATHENS EXCHANGE S.A.", by listening to the Merger Balance Sheet (accounting statement), the relevant Reports, certificates and documents; and granting the authority to sign the notary Merger Act and to carry out other acts and transactions. Discharge the members of the Board of Directors, plenipotentiaries, trustees, substitutes of the Company, and the auditors, from any liability for the preparation and implementation of the merger.	<input type="checkbox"/>	<input type="checkbox"/>
2nd Approval of the Draft Agreement and the Spin-off Act of the Central Securities Depository Business and of the Registry and Settlement services, as well as the management of the Dematerialized Securities System which are provided by the Company acting as Central Depository in accordance with the provisions of articles 39ff. of Law 2396/1996, 74 and 83 of Law 3606/2007 and 1-7 of Law 3756/2009, as they apply, and contribution to the company "THESSALONIKI STOCK EXCHANGE CENTRE S.A.", by listening to the Spin-off Balance Sheet (accounting statement), the relevant Reports, certificates and documents; and granting the authority to sign the notary Spin-off Act and to carry out other acts and transactions. Discharge the members of the Board of Directors, plenipotentiaries, trustees, substitutes of the Company, and the auditors, from any liability for the preparation and implementation of the spin-off.	<input type="checkbox"/>	<input type="checkbox"/>
3rd Modification of article 1 (Corporate & trade name) and article 2 (Purpose) of the Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
4th Announcement of the election of a Member of the Board of Directors to replace a member that resigned.	<input type="checkbox"/>	<input type="checkbox"/>

5. DOCUMENT FOR APPOINTING A PROXY

**To participate at the Extraordinary General Meeting of
"HELLENIC EXCHANGES S.A. HOLDING, CLEARING, SETTLEMENT AND REGISTRY"
(HELEX)**

On November 11th 2013

Or at any other repetitive, or following a recess or postponement etc. Meeting

I the undersigned shareholder / legal representative of a HELEX shareholder:

Name

Address / Headquarters

ID / GEMI No / Companies Reg. No

Number of shares

DSS Account

(Investor Account)

Securities Account:

**Full name of legal representative (s),
which sign the present document**

(to be filled in only by legal entities)

AUTHORIZE

Mr. Socrates Lazaridis, Chief Executive Officer, a 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 Daily Agenda.

Or the following^{1, 2}

-
-
-

Note: If you appoint as proxy one of the persons above and you do not provide specific instructions, the proxy can vote as he or she wishes.

to represent me / the legal person³ and to vote in my name and on my behalf / behalf of the legal person³, acting jointly or each one separately⁴, for the shares of HELEX, for which I / the legal person has³ the right to vote on the items of the Daily Agenda at the Extraordinary General Meeting of the shareholders of the abovementioned company, which will be convened on **November 11th 2013** at 18:00 in Athens, 110 Athinon Ave, "HERMES" hall, or at any other repetitive, or after a recess or postponement etc. Meeting, as follows⁵:

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

¹ Please fill-in the names of up to three (3) proxies and mark the appropriate box with a '✓'. If you fill-in more than three proxies, it will be assumed that you have appointed the first three only.

² Any physical or legal person can be appointed as a proxy.

³ Please delete accordingly

⁴ If you prefer only one way, please delete accordingly. If more than one representative is appointed, which may act (also) separately, and more than one show up at the General Meeting, the first representative showing up will exclude all others.

⁵ Please indicate your vote by marking with a '✓' one of the two tables.

or:

ITEMS OF THE DAILY AGENDA:

Item	FOR	AGAINST	ABSTAIN
1 st Approval of the Draft Agreement and the Merger Act of the Company by absorption of the company "ATHENS EXCHANGE S.A.", by listening to the Merger Balance Sheet (accounting statement), the relevant Reports, certificates and documents; and granting the authority to sign the notary Merger Act and to carry out other acts and transactions. Discharge the members of the Board of Directors, plenipotentiaries, trustees, substitutes of the Company, and the auditors, from any liability for the preparation and implementation of the merger.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 nd Approval of the Draft Agreement and the Spin-off Act of the Central Securities Depository Business and of the Registry and Settlement services, as well as the management of the Dematerialized Securities System which are provided by the Company acting as Central Depository in accordance with the provisions of articles 39ff. of Law 2396/1996, 74 and 83 of Law 3606/2007 and 1-7 of Law 3756/2009, as they apply, and contribution to the company "THESSALONIKI STOCK EXCHANGE CENTRE S.A.", by listening to the Spin-off Balance Sheet (accounting statement), the relevant Reports, certificates and documents; and granting the authority to sign the notary Spin-off Act and to carry out other acts and transactions. Discharge the members of the Board of Directors, plenipotentiaries, trustees, substitutes of the Company, and the auditors, from any liability for the preparation and implementation of the spin-off.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 rd Modification of article 1 (Corporate & trade name) and article 2 (Purpose) of the Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 th Announcement of the election of a member of the Board of Directors to replace a member that resigned.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

A revocation of the present document will be valid provided that the Company is notified in writing at least three (3) days before the corresponding date of the General Meeting.

(Date - place)

(Signature - Full name)

Please send this document appointing a proxy to HELEX by **fax** at **+30 210/3366333** or at **investor-relations@helex.gr**, and the original by mail to:
110 Athinon Ave, 10442 Athens – Greece, c/o Mr. Stelios Constantinou tel: +30 210/3366708

6. TOTAL NUMBER OF SHARES AND VOTING RIGHTS

The total number of shares of the Company "HELLENIC EXCHANGES SOCIETE ANONYME HOLDING, CLEARING, SETTLEMENT & REGISTRY" on October 10th 2013 was sixty five million three hundred sixty eight thousand five hundred sixty three (65,368,563) common registered shares. Each common share has one vote.

7. RIGHTS OF MINORITY SHAREHOLDERS

1. Shareholders representing one twentieth (1/20) of the paid-in share capital of the Company may request:
 - a) The inclusion in the daily agenda of the General Meeting of additional items, with a request that must be received by the Board of Directors at least fifteen (15) days before the General Meeting. The request for the inclusion of additional items on the daily agenda must be accompanied by explanation or a draft decision for approval by the General Meeting. The Board of Directors is obliged to include the additional items on the daily agenda, and to publish the agenda at least thirteen (13) days before the General Meeting.
 - b) The provision to shareholders by the Board of Directors, at least six (6) days before the date of the General Meeting, as required by article 27 §3, of the draft decisions on the matters that are included in the initial or in any revised daily agenda; the request to do so must be received by the Board of Directors at least seven (7) days before the date of the General Meeting.
2. Shareholders representing one fifth (1/5) of the paid-in share capital of the Company may request, with a request submitted to the Company at least five (5) days before the General Meeting, that information be provided to the General Meeting regarding company affairs and the status of the assets of the company. The Board of Directors may refuse to provide the information for substantial reasons; the reason for refusal is recorded in the minutes.
3. At the request of any shareholder, which must be submitted to the Company at least five (5) full days before the General Meeting, the Board of Directors is obliged to provide to the General Meeting the specific information requested regarding Company affairs, to the degree that this is useful in order to consider the items on the daily agenda.

More detailed information concerning the abovementioned minority shareholder rights and on how they can be exercised is available on the website of the Company (www.helex.gr).

8. DRAFT DECISIONS OF THE GENERAL MEETING

ITEM #1: Approval of the Draft Agreement and the Merger Act of the Company by absorption of the company "ATHENS EXCHANGE S.A.", by listening to the Merger Balance Sheet (accounting statement), the relevant Reports, certificates and documents; and granting the authority to sign the notary Merger Act and to carry out other acts and transactions. Discharge the members of the Board of Directors, plenipotentiaries, trustees, substitutes of the Company, and the auditors, from any liability for the preparation and implementation of the merger

On the first (1st) item of the Daily Agenda, shareholders present and voting, representing shares of the Company out of a total ofshares, approved by a majority which is in excess of the legal limit (.....%), the Merger Agreement, and the Merger Act of the Company by absorption of the company "ATHENS EXCHANGE S.A.", by listening to the Merger Balance Sheet (financial statement), the relevant Reports, certificates and documents.

Furthermore, they granted the power and responsibility to the Chairman of the Board of Directors and to the Chief Executive Officer, in the name and on behalf of the Company, and in place of the Board of Directors, acting jointly or individually, to sign the notary act of the final Merger Agreement containing content materially identical to the Draft Merger Agreement, including any additional, supplementary, amending, corrective or explanatory notary act, carry out any action, submit any declaration and sign any document in general that is required towards that purpose, among those being to appoint an attorney to carry out the above and/ or any additional, supplementary, amending, corrective or clarifying measure, and in general to take any action, submit any declaration (including the declaration in accordance with article 70 §2 of Codified Law 2190/1920) that is required to complete the merger.

Finally, they discharged the members of the Board of Directors, plenipotentiaries, trustees and substitutes of the Company, as well as the auditors that carried out the audits and certifications in accordance with 2166/1993, from any liability for the preparation and implementation of the merger.

ITEM #2: Approval of the Draft Agreement and the Spin-off Act of the Central Securities Depository Business and of the Registry and Settlement services, as well as the management of the Dematerialized Securities System which are provided by the Company acting as Central Depository in accordance with the provisions of articles 39ff. of Law 2396/1996, 74 and 83 of Law 3606/2007 and 1-7 of Law 3756/2009, as they apply, and contribution to the company "THESSALONIKI STOCK EXCHANGE CENTRE S.A.", by listening to the Spin-off Balance Sheet (accounting statement), the relevant Reports, certificates and documents; and granting the authority to sign the notary Spin-off Act and to carry out other acts and transactions. Discharge the members of the Board of Directors, plenipotentiaries, trustees, substitutes of the Company, and the auditors, from any liability for the preparation and implementation of the spin-off

On the second (2nd) item of the Daily Agenda, shareholders present and voting, representing shares of the Company out of a total ofshares, approved by a majority which is in excess of the legal limit (.....%), the Draft Agreement and the Spin-off Act of the Central Securities Depository Business and of the Registry and Settlement services, as well as the

management of the Dematerialized Securities System which are provided by the Company acting as Central Depository in accordance with the provisions of articles 39ff. of Law 2396/1996, 74 and 83 of Law 3606/2007 and 1-7 of Law 3756/2009, as they apply, and contribution to the company "THESSALONIKI STOCK EXCHANGE CENTRE S.A.", by listening to the Spin-off Balance Sheet (financial statement), the relevant Reports, certificates and documents.

Furthermore, they granted the power and responsibility to the Chairman of the Board of Directors and to the Chief Executive Officer, in the name and on behalf of the Company, and in place of the Board of Directors, acting jointly or individually, to sign the notary act of the final Merger Agreement containing content materially identical to the Draft Merger Agreement, including any additional, supplementary, amending, corrective or explanatory notary act, carry out any action, submit any declaration and sign any document in general that is required towards that purpose, among those being to appoint an attorney to carry out the above and/ or any additional, supplementary, amending, corrective or clarifying measure, and in general to take any action, submit any declaration that is required to complete the business spin-off.

Finally, they discharged the members of the Board of Directors, plenipotentiaries, trustees and substitutes of the Company, as well as the auditors that carried out the audits and certifications in accordance with 2166/1993, from any liability for the preparation and implementation of the business spin-off.

ITEM #3: Modification of article 1 (Corporate & trade name) and article 2 (Purpose) of the Articles of Association of the Company

On the third (3rd) item of the Daily Agenda, shareholders present and voting, representing shares of the Company out of a total ofshares, approved by a majority which is in excess of the legal limit (.....%), the modification of Article 1 (Corporate and trade name) and Article 2 (Purpose) of the Articles of Association of the Company as follows:

“

ARTICLE 1 Corporate and trade name

The name of the Company is «ΕΛΛΗΝΙΚΑ ΧΡΗΜΑΤΙΣΤΗΡΙΑ- ΧΡΗΜΑΤΙΣΤΗΡΙΟ ΑΘΗΝΩΝ ΑΝΩΝΥΜΗ ΕΤΑΙΡΕΙΑ ΣΥΜΜΕΤΟΧΩΝ» and in documents in a foreign language the name will be "HELLENIC EXCHANGES – ATHENS STOCK EXCHANGE S.A."

The trade name of the Company is «ΕΛΛΗΝΙΚΑ ΧΡΗΜΑΤΙΣΤΗΡΙΑ- ΧΡΗΜΑΤΙΣΤΗΡΙΟ ΑΘΗΝΩΝ» («EXAE») and in documents in a foreign language "HELLENIC EXCHANGES – ATHENS STOCK EXCHANGE" ("HELEX").

ARTICLE 2 Purpose

The purpose of the Company is to engage in the following sub-activities:

- 1.** The participation in companies and businesses of any legal form that are active in the support and operation of organized capital markets, as well as the development of activities and the provision of services related to the support and operation of organized capital markets, in companies in which it participates and in third parties that participate in organized capital markets or that support their operation.
- 2.** The organization and support of the operation of stock and derivatives markets as well as other financial instruments (including all products of any kind with any reference values) in Greece and abroad.

In order to achieve its purpose, the Company can carry out any necessary activity, especially concerning:

- a) Designing, developing, creating and operating securities or derivatives or other financial instrument markets (hereinafter "Markets")
- b) Setting the rules and procedures for the operation of the Markets,
- c) Listing for trading financial instruments in Markets,
- d) Setting the characteristics and conditions that financial instruments listed for trading or traded in Markets must satisfy,
- e) Monitoring transactions and the operation of the Markets in general and all market participants
- f) Exercising any supervisory, regulatory, punitive or disciplinary powers in accordance with the law or the self-regulatory framework of those markets,
- g) Developing, operating, supporting, managing, monitoring and exploiting systems and applications in order to carry out transactions on financial instruments, systems for collecting and disseminating information, trade clearing and settlement, and in general developing, managing and exploiting trading and information systems concerning the operation and trade results in financial instruments markets,
- h) Carrying out educational activities with a subject matter related to markets, market products and trading and clearing systems, as well as any related or similar subjects,
- i) Disseminating information through the processing and publication of printed issues and other media, including electronic, exploiting advertising space in printed issues or any other media of the company and / or of third parties, promoting the products and activities of the Company in Greece and abroad, including advertising activity.
- j) Any other activity or responsibility that is foreseen or arises from the laws in effect, as well as any other activity that is consistent with the above.

3. In order to carry out the abovementioned purpose, the Company can make any act, complementary or supplementary, establish branches, agencies and offices in Greece and / or abroad, cooperate with any legal or physical person in any way, participate in any undertaking of any corporate type which has the same or similar purpose and in general seeks similar or supplementary activities to the activity of the Company, delegate part of its activities to those enterprises, participate in unions of persons in Greece and abroad, establish subsidiary companies, guarantee the liabilities of subsidiaries and/ or associated companies, formulate the strategy of the companies in which it participates, coordinate the various activities of the companies in which it participates, coordinate and/or ensure the legal support of the companies in which it participates, provide core support services such as indicatively: financial management, and in general accounting support, quality organization and management, information technology, marketing, corporate affairs and human resources to the companies in which it participates, to provide core services and personnel, such as indicatively under a project contract or on loan, to the companies in which it participates and to carry out educational activities related to subjects of organized capital markets of the companies in which it participates, including indicatively market products and services, clearing systems and in general market operation, as well as to carry out activities similar to the above of any kind."

ITEM #4: Announcement of the election of a Member of the Board of Directors to replace a member that resigned

On the fourth (4th) item of the Daily Agenda, shareholders present and voting, representing shares of the Company out of a total ofshares, approved by majority in excess

EXTRAORDINARY GENERAL MEETING of 11 November 2013

of the legal limit (.....%), the election of Mr. Fokion Karavias as non-executive Member of the Board of Director, replacing the non-executive member Mr. Konstantinos Vousvounis who resigned.