HELLENIC EXCHANGES – ATHENS STOCK EXCHANGE S.A.

2020 ANNUAL FINANCIAL REPORT

For the fiscal year 1 January 2020 – 31 December 2020

In accordance with the International Financial Reporting Standards

ATHENS EXCHANGE GROUP
110 Athinon Ave.
10442 Athens GREECE
GEMI: 099755108
Tel:+30-210/3366800

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1. DECLARATIONS BY MEMBERS OF THE BOARD OF DIRECTORS

(in accordance with article 5 of Law 3556/2007)

WE DECLARE THAT

1. to the best of our knowledge, the separate and consolidated Financial Statements of the Group and the Company, which have been prepared in accordance with the International Financial Accounting Standards in effect, reflect in a true manner the assets, liabilities and equity on 31.12.2020 and the results for fiscal year 2020 of HELLENIC EXCHANGES-ATHENS STOCK EXCHANGE S.A. (ATHEX), as well as of the companies that are included in the consolidation taken as a whole;

2. to the best of our knowledge, the attached report of the Board of Directors for fiscal year 2020 reports in a truthful manner the performance and position of HELLENIC EXCHANGES-ATHENS STOCK EXCHANGE S.A. (ATHEX), as well as of the companies that are included in the consolidation taken as a whole, including a description of the main risks and uncertainties that they face;

3. to the best of our knowledge, the separate and consolidated Financial Statements for the fiscal year 2020 are those that have been approved by the Board of Directors of HELLENIC EXCHANGES-ATHENS STOCK EXCHANGE S.A. (ATHEX) on 29.03.2021 and have been published by being uploaded on the internet, at www.athexgroup.gr.

Athens, 29 March 2021

THE CHAIRMAN OF THE BoD	THE CHIEF EXECUTIVE OFFICER	THE MEMBER OF THE BoD
GEORGE HANDJINICOLAOU **ID: X-501829**	**SOCRATES LAZARIDIS** **ID: AK-218278**	**GIORGOS DOUKIDIS** **ID: X-468731**

2. MANAGEMENT REPORT OF THE BOARD OF DIRECTORS

OF

"HELLENIC EXCHANGES-ATHENS STOCK EXCHANGE S.A." FOR THE FISCAL YEAR 1 JANUARY TO 31 DECEMBER 2020

(in accordance with article 5 of Law 3556/2007
and Law 4548/2018)

The Board of Directors of HELLENIC EXCHANGES-ATHENS STOCK EXCHANGE SA (Athens Exchange or ATHEX or the Company) publishes its Report on the separate and consolidated interim Financial Statements for the period that ended on 31.12.2020, in accordance with Law 4548/2018 and article 5 of Law 3556/2007.

The separate and consolidated annual financial statements have been prepared in accordance with the International Financial Reporting Standards that were adopted by the European Union.

Business Development

2020 was marked by an unprecedented global health crisis with a huge number of victims, which dramatically reduced the activity of the vast majority of people around the world, and even the economies of powerful countries were shaken to the core. In 2020, despite the ongoing disruption caused by the pandemic, the operation of the Group continued without particular problems. The percentage of remote work at the Group remained high throughout the year, reaching 88% in December.

Despite the fact that the crisis and the measures restricting economy activity in order to contain the spread of the virus continue during the first few months of 2021, the start of the vaccination campaigns internationally and in our country give us hope for a gradual return to normality.

In 2020, the Group intensified its transformation efforts, which began with the completion of the significant organizational change that took place at the beginning of the year and the revision of the Group's strategy in order to increase revenues in the medium term. It was considered particularly important to effectively integrate the strategic initiatives that emerged in the activities of the Group in order to begin their immediate implementation without disrupting the operation and to influence the other objectives.

Also, after the finalization of the cooperation framework with the Kuwait Stock Exchange (Boursa Kuwait) with the signing of the framework agreement (Services Agreement) and the conclusion of the agreement between the shareholders of the exchange (Shareholders Agreement), the implementation of this important cooperation, which is expected to last 5 years and generate significant revenue.

In 2020 a large amount of resources was spent on the matter of licensing according to CSDR [Central Securities Depository Regulation] since in this phase the control of the conditions by the competent authorities and their surrogates was intensified. The evaluation process was completed in early 2021.

In the context of the effort to accelerate the digital transformation for the entire capital market, a new program - ATHEX Innovation - was launched, in collaboration with the Center for Innovation and Entrepreneurship of the AUEB [Athens University of Economics and Business]. This program seeks to identify companies and research teams with interesting digital solutions that are applicable in the field of the capital market. Through the program it will be possible to assign the implementation of actions that cover the needs of the ecosystem of the Capital Market to competent teams with interdisciplinary training, freeing up the relevant resources of the Group and creating added value.

It was significant for the Greek capital market, on the one hand, for its important development role in the proposals of the Pissaridis Report to be recognized, and on the other, the specification of the improvements and incentives that will help the capital market develop its role in the economy, which were prepared by the report of ecosystem experts, better known as the Zavvos Committee. Specifically, for the incentives: (a) supporting issuers and (b) supporting domestic investors proposed in this report, the Group, mobilizing other entities of the ecosystem, commissioned IOBE [Foundation for Economic & Industrial Research] to prepare a study to evaluate the budgetary burden that the new measures will have on both axes.

Also, in 2020, the composition of the Steering Committee of the Athens Stock Exchange was revised and its Rules of Operation were updated. The changes in the composition brought particularly interesting participations in the level of experience from both the banking sector and academia, as well as the institutional sector and asset management.

The development and availability, in the 1st half of the year, of the **AXIA e-Shareholders Meeting platform**, through which companies can conduct their General Meetings remotely and in real time, ensuring ease of access and identification of participants and registration of their vote by electronic means, was considered a great success. This is a typical example of a quick understanding of the needs of the ecosystem and shows the potential that the Group has to meet the challenges of the new environment.

Another service that was successfully launched in the second half concerns the ability to contribute shares and exchange them with Mutual Fund unit shares. This service is a useful tool for market professionals and small investors, since it simplifies the collection and transfer under active management, of small investments of a large total value.

Last year proved that the Group can implement important projects and play a leading role both internally with the key role it has in the Greek ecosystem as well as on the international stage. For the next year, it is important to intensify extroversion efforts both within the country and in the wider region.

Significant information on the Athens Stock Exchange markets

Key market data

The Athens Exchange General Index closed on 31.12.2020 at 808.99 points, 11.7% lower than the close at the end of 2019 (916.67 points). The average capitalization of the market was €47.5bn, down by 13.3% compared to 2019 (€54.8bn).

The total value of transactions in the 2020 (€16.2bn) is 2.4% lower compared to 2019 (€16.6bn), while the average daily traded value was €65.0m compared to €67.4m in 2019, down 3.4%.

In the derivatives market, total trading activity dropped by 2.9% (2020: 10.3m contracts, 2019: 10.6m), while the average daily traded volume decreased by 3.6% (41.2 thousand contracts vs. 42.8 thousand).

Organized market – corporate actions

In 2020, the most important corporate actions were the following:

Company	Corporate action	Capital raised (€m)	Comment
Entersoft	IPO *	3.8	1st transfer from the Alternative Market
Epsilon Net	IPO	5.3	2nd transfer from the Alternative Market
OPAP	Rights issue	147.3	Dividend reinvestment
Terna Energy	Rights issue	69.0	
OPAP	Rights issue	53.0	Dividend reinvestment
Trastor REIC	Rights issue	37.0	
J&P Avax	Rights issue	20.0	
Pasal Development	Rights issue	10.0	
P.G NIkas	Rights issue	10.0	
Audiovisual	Rights issue	8.0	
Audiovisual	Rights issue	6.5	
GEK Terna	Corp. bond	500.0	
Lamda Development	Corp. bond	320.0	
OPAP	Corp. bond	200.0	

** IPO – Initial Public Offer*

Adaptation to CSDR and related obligations

ATHEXCSD: Licensing under CSDR

Based on the initial planning, the submission of the complete dossier to the Hellenic Capital Market Commission (HCMC) was completed on 28.02.2020 in order for ATHEXCSD to be licensed under CSDR and law 4569/2018. The BoD of the HCMC, with decision 6/904/26.02.2021 (Government Gazette B' 1007/16.03.2021) approved the abovementioned licensing application by ATHEXCSD, effective 12 April 2021.

Study and implementation of Settlement Discipline based on CSDR

In the context of the implementation of CSDR there is an additional obligation to implement Settlement Discipline, i.e. a series of rules, practices and penalties that are harmonized across Europe and concern all securities to be settled. So far, the necessary preparation has been done internally and the relevant document has been drafted, describing and consulting the implementation of Settlement Discipline, and sent to the Market Participants.

Extension of ATHEXClear's license

In accordance with the business plan that has been prepared concerning the Hellenic Energy Exchange, ATHEXClear has assumed the clearing on energy derivatives, which required the extension of its license under EMIR. In this framework, ATHEXClear submitted the relevant dossier and the application to extend the license on 13.11.2019, and was audited by the HCMC [Hellenic Capital Market Commission], ESMA [European Securities and Markets Authority] and the College. Following the concurrent opinion by ESMA and the members of the College, on 28.02.2020 the BoD of the HCMC (decision 871/28.02.2020) extended the Central Counterparty license to include clearing the following derivatives products:

- Futures on electricity and natural gas indices
- Options with electricity and natural gas index futures as the underlying security

Improving liquidity and strengthening relations with participants

In order to increase liquidity and strengthen the bonds between market participants:

- The established roadshows organized by ATHEX - the 9th Greek Investment Forum in NY (15-18.06.2020) and the 15th Annual Greek Roadshow in London (17, 18, 21.09.2020) took place, which this year took place remotely (virtually), in which 29 and 34 listed companies participated respectively, mainly from the large-cap index.
- The Mid Cap and the Small Cap Conferences, which traditionally take place in Athens but were remote events this year, were also organized. The conferences aim to present dynamic, emerging companies of the middle and small capitalization.
- Participation in the working meeting with companies from northern Greece organized by Democritus University of Thrace, in collaboration with the Hellenic Capital Market Commission, where the new framework of corporate governance was presented, the financing solutions through ATHEX and meetings were held with target companies and institutions of northern Greece.
- Ongoing contact and cooperation with the Hellenic Capital Market Commission, with the aim of improving the regulatory environment, as well as with Underwriters and ENA Advisors, regarding recent market developments and possible new candidates for IPOs.
- Participation in the Committee of the Ministry of Finance under deputy Minister Mr. Zavvos to upgrade the Greek capital market.

Response of the Group to COVID-19

The Group adapted quickly and effectively – without interruption in its operation – to the remote work framework that was required following the outbreak of the health crisis due to the coronavirus.

The Executive Committee quickly formed the required action plan:

- Judging which employees must be present at the building for the smooth operation of the Group.
- Testing most of the staff for coronavirus, and frequently disinfecting the main office building of the Group.
- Acquiring the necessary equipment and tools and shaping an effective remote work system so that the Group's employees have a functional work environment from home.

The result of the above actions is that more than 85% of the staff perform their duties from home without creating any problem in the smooth operation of the Group.

Organizational change

In January 2020, the Group made an extensive organizational change with the aim of adopting a new model that will better serve the strategy and ensure the optimal use of resources and the most effective implementation of projects and actions that will contribute to the transformation of the Group.

Strategy review

In the 1st half of 2020, an extensive effort to update the existing strategy of the Group, began and was successfully completed, with the assistance of a Consultant, in order to confirm the acceptable proposed tactical objectives of the internal proposal and remove or replace others as necessary.

In the above context, the Group's projects were selected, designed and prioritized at the level of criticality through the focus on tried tactics, and the new updated axes of the Group's strategy were adopted, which frame the actions of the Management and consist of:

a) Increasing trading activity through the listing of new products and companies

b) Expanding the Group's service network in related services and products and extending the services provided to companies, investors and members (buy-side & sell-side)

c) Expanding into foreign capital markets through collaborations; the provision of services and collaborations with other infrastructures and markets in the wider region

d) Determining and focusing on activation actions to achieve the other axes.

Comment on the results

2020 results of the Group

Turnover in 2020 for the Athens Exchange Group was €30.74m compared to €33.37m in 2019, down 7.9%. Approximately 53% of the turnover of the Group is from fees on trading, clearing and settlement of trades on the Athens Exchange.

In 2020 EBITDA was €8.34m compared to €13.2m in 2019, down 37%.

Earnings Before Interest and Taxes (EBIT) were €4.13m vs. €9.15m in 2019, reduced by 55%.

After deducting €1.04m in income tax, the net after tax earnings of the Athens Exchange Group amounted to €3.87m compared to €6.08m, reduced by 36%. After including Other Comprehensive Income (valuation of shares, revaluation of real estate), earnings amount to €7.15m compared to €6.95m in 2019, increased by 2.9%.

Parent Company of the Athens Exchange Group

For the parent company, turnover was €15.77m vs. €15.15m, increased by 4% compared to 2019, while net after tax earnings were €9.02m in 2020 compared to €4.42m in 2019, increased by 104% due to the dividends totaling

€7.9m received from its subsidiaries ATHEXClear (€0.45 * 8,500,000) = €3,825,000) and ATHEXCSD (€5 * 802,600 = €4,013,000).

Financial assets at fair value through other comprehensive income

The Company held in its portfolio 13,365,316 shares that resulted from the Piraeus Bank bond exchange. Next, through a 1:20 reverse split the number of shares became 668,265 x €6 = €4,009,590. On 31.12.2020 the share price closed at €1.30 and as a result the valuation of the Bank of Piraeus shares was €868,744.50, a loss of €1,129,367.85 compared to the valuation on 31.12.2019. This loss is, in accordance with IFRS 9, reported in Other Comprehensive Income (OCI).

After its successful participation in the contest by CMA Kuwait to privatize Boursa Kuwait, ATHEX is a shareholder of Boursa Kuwait with a 0.779% stake, corresponding to 1,490,000 shares. ATHEX obtained these shares for 0.237 KWD and an exchange rate of 2.917 EUR/KWD, i.e. €1,030,254.41.

The shares of Boursa Kuwait began trading in the Kuwait organized securities market on 14.09.2020. On 31.12.2020 the shares posted a valuation gain of €3,369,986.79 which is accounted in the special securities valuation reserve.

Third party balances in ATHEXClear bank accounts

In order to comply with the corporate governance framework determined by Regulation (EU) 648/2012 of the European Parliament and Council (EMIR Regulation), the Company keeps all cash collaterals that are being managed by the Company and concern the cash market and the derivatives market, as well as its own cash balances, in an account it maintains at the Bank of Greece (BoG) as a direct participant over the internet to the TARGET2-GR Express Transfer of Capital and Settlement System in real time (TARGET2-GR).

Therefore, its own cash balance and the balances of third parties (margins) are deposited in the same account that ATHEXClear maintains at the Bank of Greece, and as a result a separation of the assets is necessary in order for the collateral that ATHEXClear collects to be shown separately in the current assets of 31.12.2020. In the Statement of Financial Position of 31.12.2020, they are reported as equal amounts in both current assets and short term liabilities as “third party balances at the bank account of the company” and concern exclusively the margins in the derivatives market that were deposited in the bank account maintained by ATHEXClear at the BoG on 31.12.2020.

On 31.12.2020 at the BoG bank account cash market margins of €162.8m and derivatives market margins of €61.8m had been deposited.

Share Capital

The Company is listed on Athens Exchange, and its shares are traded in the ATHEX cash market, in the Main Market segment. The shares of the Company are common registered, with a voting right.

With the decision of the Repetitive General Meeting of 05.06.2020 to return €0.09 per share with an equal reduction in the stock’s par value, the share capital became €29,570,520 divided into 60,348,000 shares with a par value of €0.49 each.

The Equity of the Group on 31.12.2020 was €105.6m and the Company’s €91.2m.

Treasury Stock

The Company and the Group did not possess treasury stock on 31.12.2020.

Dividend policy

The Annual General Meeting of Hellenic Exchanges-Athens Stock Exchange shareholders on 29.05.2020 decided to distribute dividend for fiscal year 2019 amounting to €4,224,360 or €0.07 per share to shareholders. The ex-date of the right to the dividend was on 04.06.2020, and the dividend was paid on 11.06.2020.

Tax audit of the Company for fiscal years 2008, 2009 and 2010

On 11.7.2016 the Company was notified about the acts of temporary corrective tax determination and audit findings note by the Large Corporation Audit Center (KEMEP). This particular tax audit was carried out for tax years 2008, 2009 and 2010 in accordance with audit order 760/4/1118/22.12.2015. In total, the audit resulted in taxes and additional taxes for submitting an incorrect tax declaration amounting to €1,689 thousand, out of which €603 thousand are additional taxes.

On 29.7.2016 the Company submitted an opinion report – memo to KEMEP, expressing its opposing view to the abovementioned Note. In its reply, KEMEP reduced the accounting differences tax by €127 thousand, reducing the total amount to €1,562 thousand.

On 30.9.2016, within the time limits of the law, the Company filed an administrative appeal in accordance with article 63 of Law 4174/2013 at the Dispute Settlement Directorate (DED) of the General Secretariat of Public Revenue (GGDE), against the findings of the tax audit, and at the same time paid 100% of the amount due i.e. €1,562 thousand, which is shown in other claims in the statement of financial position of 31.12.2017, in order to avoid the accumulation, calculation and assessment of interest for the duration of the suspension of the sum due (article 53 §1 of Law 4174/2013).

The DED finding, which was received on 15.2.2017, reduces the total amount by €579 thousand, to €983 thousand. This difference has already been offset with an equal amount of ATHEX tax obligations by the appropriate tax office. The Company has further appealed (16.03.2017) to the Administrative Courts in order to reduce the tax and penalties assessed by the tax audit. The Company received summons and appeared in the Administrative Court of Appeal to adjudicate the case on 6.3.2018. The case has been referred to the Court of First Instance, was heard on 24.9.2019. Until the date of this report, the decision had not been issued.

Related party transactions

Transactions that concern payroll costs for 14 executives and the executive members of the BoD for 2020 amounted to €1,929 thousand for the Group and €1,508 thousand for the Company. Besides these transactions, there are no other related party transactions, as defined by IAS 24, which could materially affect the financial position or the performance of the Group during the period in question. There is no (credit or debit) balance from these transactions on 31.12.2020. For the other related party transactions, see note 5.46.

Branch Offices

The Group through its subsidiary "HELLENIC CENTRAL SECURITIES DEPOSITORY" – ATHEXCSD has a branch office in Thessaloniki, at 16-18 Katouni St.

Non-Financial Reporting

Business model

Listing: In order to grow, dynamic companies of all sizes chose capital markets to raise capital. The Athens Exchange supports and facilitates the process of issuing stocks and bonds for financing companies using the tools that it develops, ensuring the tradability of the securities issued under internationally standardized rules.

Trading: The Athens Exchange operates the infrastructure necessary so that the organized markets for stocks, bonds and derivatives – on other securities or indices (such as stocks, exchange indices et al.) – ensure the level of transparency and effectiveness legislated in Europe. The Athens Exchange also operates the Alternative Market (EN.A) for smaller, dynamic companies.

Clearing: Clearing is the process followed that ensures that transactions entered into will be concluded with their settlement by covering counterparty risk. The Clearing House of the Group, ATHEXClear, provides the clearing platform and operates as central counterparty (CCP): as buyer to sellers, and seller to buyers, in order to minimize counterparty risk.

Settlement: Settlement is the process of exchanging securities and cash between buyers and sellers in order to conclude the transactions they have entered into. The recording of the various credit and debit entries into the investor accounts on the Dematerialized Securities System (DSS) by licensed Investment Services Firms and banks (DSS Operators) takes place at this stage. The ATHEXCSD subsidiary provides the relevant service following international rules and practices.

Registry: After settlement is completed, securities are safely kept by DSS Operators in the investor accounts at DSS, where companies with listed securities (issuers) can find the owners of the securities, and owners of securities can find their portfolios.

The ATHEXCSD subsidiary provides issuers with securities services for managing corporate actions (such as rights issues et al.) and payment distributions (such as dividends and interest).

Market data: Private and professional investors make investment decisions based on market information and data. The Athens Exchange provides information on the cash, bond and derivatives market, such as real-time data, historical data, index information et al.

Ancillary services: This category includes support services of other markets (e.g. Energy Exchange, Boursa Kuwait, operation of the common trading platform between ATHEX & CSE), services to investors (e.g. X-Net / Inbroker Suite), colocation services et al. New services are added (e.g. Lebanon project) that will generate earnings after the projects mature.

Technology: Information Technology systems and infrastructure are the foundations of the Group for all of the services it provides. The Group develops and supports trading, clearing, settlement and registry systems as well as the necessary network infrastructure, with a high degree of availability, and also provides the infrastructure for auxiliary services to Investment Services Firms and banks such as collocation.

Sustainable and ethical business

The Company follows commercial, organizational and operational practices in accordance with the rules, laws and regulations, as dictated by national and European regulatory authorities, and ensures that it receives all relevant permits for its products, services and operations.

In the framework of its sustainable development, the Company is monitoring all developments in the European and international market, and it ensures that its operations and the services it provides meet the current needs of investors, market participants and society.

The fundamental values that inform the corporate culture of Athens Exchange Group and guide all its activities are integrity, responsibility and respect. The Company sets high ethical standards and has a zero tolerance policy in matters of fraud, corruption and market abuse, applying appropriate measures to monitor, prevent and deal with such incidents across all its activities. The process and the accountability and transparency standards for the identification of such incidents are outlined in the Group's Whistleblower Policy.

The Company is an active member and supports the efforts of CSR Hellas (Greek Network for Corporate Social Responsibility) whose mission is the integration of corporate responsibility in the strategy and core operations of companies, and the achievement of balance between profitability and sustainable development. In addition, the Company is a member of UN Sustainable Stock Exchanges (SSE), a peer-to-peer learning platform for exploring how exchanges, in collaboration with investors, regulators, and companies, can enhance corporate transparency – and ultimately performance – on ESG (environmental, social and corporate governance) issues and encourage sustainable investment.

Sustainable Finance

Having recognized the key role of the financial sector in the transition to a green and sustainable economy, the Group is developing initiatives to promote non-financial transparency and drive performance on environmental, social and governance matters (ESG). As part of its participation in the UN Sustainable Stock Exchanges Initiative (SSE), the Group has developed an "ESG Reporting Guide", a practical tool for listed and non-listed companies.

The Group participates in activities that increase awareness and the dissemination of global best practices to develop sustainable finance in the Greek market. We support sustainable finance initiatives like the EU

Commission's action plan for sustainable finance, and aim to further enhance our activities on matters of sustainable development.

Operation of the Group

The Group is constantly striving to improve all aspects of its operations based on international standards. In particular:

Standard		ATHEX	ATHEXCSD	ATHEXClear
Business Continuity	ISO 22301	✓	✓	✓

Employees and society

The Group ensures a safe work environment in accordance with national and European laws and regulations and pays special attention for the effective management of personnel health, safety and welfare issues. In this context, the Group facilitates and encourages in every possible way equal access to its premises for employees and visitors with disabilities.

COVID-19 pandemic

In 2020, due to the international pandemic COVID-19, the Athens Exchange Group operated effectively under complex and adverse conditions, while ensuring a safe and healthy environment for both its employees and visitors, clients and partners.

The Group implemented a series of measures, actively supporting from the first moment the national initiative dealing with the pandemic and following the instructions of those responsible for taking specific measures to contain the spread of the virus.

Specifically, from the beginning of the pandemic, the Athens Exchange Group rapidly implemented the following measures in order to protect the employees:

- Immediate application of remote work for 85% of employees on average until the end of the year, providing the appropriate equipment, instructions and facilities for a smooth transition to teleworking status without affecting productivity.
- Regular disinfections of the building that houses the companies of the Group.
- Regular sampling COVID-19 tests for staff working with physical presence in the premises of the building and for the security and cleaning staff of subcontractors.
- Regular updates to all staff on the prevention of psychosocial and physical effects of the pandemic by the Occupational Physician and occupational psychologists.
- Regular updates to employees and continuous support and guidance from the Human Resources Department with the aim of better adapting to remote work.

In addition, to ensure the continuity of the critical business operations of the Group, the integrated Business Continuity Management Framework was activated, which methodically and with flexibility ensures the smooth operation of the market.

Equal opportunity and respect for human rights

The Company offers a work environment of equal opportunities to all staff, with respect for human rights and labor rights that derive from relevant legislation, taking timely care of employees' work issues.

The Group respects the right of all employees to participate in the Employee Union and complies with the laws concerning the representation of employees. Maintains an open dialogue with the President and the members of the Board of the Employee Union and invests in the formation of a relationship based on mutual trust, with the aim of ensuring tranquility in the workplace and the interests of employees. The aim is to communicate and inform the members of the Board of the Employee Union for issues related to the Group's human resources and a thoughtful and consistent effort is made for honest communication, information and mutually acceptable solutions for the benefit of all parties involved.

In order to create a work environment and conditions that help to optimize employee productivity and consequently the viability of the Company, the Company encourages the exchange of ideas, views and information between employees, protects their personal and sensitive data and has zero tolerance by taking the necessary measures to detect and deal with malicious or offensive behaviors of bullying and harassment in the workplace.

Investment in human resources

The Company's Management invests in human resources, emphasizing training, the promotion of employees' skills, the moral and financial reward of productivity and the better balance between work and private life. The Company ensures the maintenance of excellent working conditions, identifies and addresses preventively and timely psychosocial risks in the workplace and sets the health and well-being of employees as a priority.

Employees can take advantage of health benefits through the group life and health insurance. They also have access to an occupational physician by telephone due to the conditions of the pandemic. In addition, through the "I deserve" program, they can take advantage of services such as the 24-hour Helpline by specialized occupational psychologists for both employees and their families, as well as online counseling activities on mental health, nutrition and well-being. At the same time, the Group carries out a voluntary blood donation program covering the blood needs of employees and their relatives.

Finally, since the start of 2020, the Occupational Insurance Fund (TEA) of the Group's employees was implemented, in which regular and extraordinary employer contributions are paid, investing in their long-term insurance.

Indicative metrics for the Group	2020	2019
Employees		
Number of employees (year-end)	230	218
% of employees with full time employment	100%	100%
Average age of the full time employees	46 years	47 years
Women employees (% of total)	39%	38%
Women employees in senior management positions (%)	22% *	29%
Voluntary turnover (%)	2%	9%
Involuntary turnover (%)	1%	0%
Health - Insurance		
Days of absence due to illness per employee	3.9	3.9
Average cost of health insurance per employee	€1,909	€1,819
Average contribution to private pension fund per employee	1,457	€622

** First year of calculation of the index (CS-2) in accordance with the ESG Reporting Guide*

Lifelong Learning & Education

The Group invests in the ongoing education, professional training and personal development of employees, aiming to enhance their effectiveness in their respective roles and the achievement of corporate objectives. It funds and encourages employee participation in postgraduate study, professional certification programs, internal workshops on general and specialized topics, and conferences.

The commitment of the Group to support employees and their families and support lifelong learning, is being implemented through the Group’s annual Excellence Award & Scholarship program, designed for the children of employees that are commencing academic study at the University level.

The promotion of financial education to combat the issue of financial illiteracy is an important objective of the Group, which runs an information and training program for school and university students through the ATHEX Academy. The training programs, addressed at primary, secondary and higher education students, aim to develop skills that contribute to the vocational guidance of young people. In this context, among others, the Athens Exchange Group participates in the initiatives of public and private entities to promote internships in companies, and annually employs undergraduate and postgraduate students with a high skillset, investing in the new generation of employees and attracting new employees with talent and potential for integration and professional development in the Group.

Corporate Social Responsibility

The Group's Corporate Social Responsibility activities are structured on three pillars – Environment, Society and Entrepreneurship/Extroversion. In 2020, the Group contributed to the work of non-profit organizations through sponsorships and donations totaling €133,893.

Society

As a sign of solidarity, the Group contributes to non-profit and public organizations that support local communities and the protection of vulnerable social groups like young people and children, who are the future of Greek society.

In particular, to address the COVID-19 pandemic and meet the increased needs in health care, with a sense of solidarity, social responsibility and recognizing the increased needs of the National Health System, the Athens Exchange Group donated €100,000 to the Ministry of Health.

Organizations we supported in 2020
Make a wish
Amimoni [Panhellenic Association of Parents, Guardians and Friends of Multiply Disabled Visually Impaired People]
Arogi – Social Care Foundation
Greek Multiple Sclerosis Society
Children's Heart [Protection Association Information & Assistance Cardiac Children]
Ark of the World
The Smile of the Child

Enterpreneurship / Extroversion

The Group also supports the extroversion of Greek entrepreneurship, by contributing to organizations and professional groups in the wider entrepreneurial and capital markets ecosystem in which we operate.

Organizations we supported in 2019
SED – Hellenic Investors Association
ThinkBiz
Agricultural University of Athens
National and Kapodistrian University of Athens
Hellenic Institute of Internal Auditors
American-Hellenic Chamber of Commerce
Athens College
Economic Chamber of Greece
Council on Competitiveness of Greece

Environment

The Group promotes awareness on environmental issues, with the aim of protecting the environment and improving quality of life. We continue our efforts to protect the environment through daily recycling actions, and through the adoption of simple and practical rules of operating the building with a view of sustainable energy resource management and the reduction of the Group's environmental footprint.

The Group is developing strategies to better monitor energy use, increase renewable energy sources and reduce emissions that contribute to climate change. Against the backdrop of the UN Sustainable Development Goals (SDGs), the Paris Agreement (2015) and the European Green New Deal, the key areas for development in the context of the Group's environmental policy are monitoring global developments, improving environmental performance and identifying the risks and opportunities that derive from climate change.

Indicative metrics for the Group		2020	2019
Environment			
Electricity consumption (m KWh)	(1)	4.68	3.66
Electricity consumption (% of total energy consumption)	(1)	94%	85%
Electricity from renewable energy sources (% of total)	(1)	17%	31%
Scope 1 emissions (tonnes of $C0_2$ equivalent)	(1)	257	270
Scope 2 emissions (tonnes of $C0_2$ equivalent)	(1)	2.917	2,280
Water consumption (cubic meters)		947	1,340
Recycled paper (kg)		1,102	4,980
Recycled batteries (kg)		37	34

(1) Includes energy consumption for the needs of the Group. Does not include energy consumption for the Colocation service offered by the Group, as this cost is re-invoiced to the clients of this service; does include energy consumption for the Disaster Recovery Site [DRS] where the Group is hosted.

Prospects for 2021 and beyond

According to the recent estimate of the Hellenic Statistical Authority, the Greek economy in 2020 appears to have a recession of -8.2%. This estimate is 2.3 percentage points lower than originally expected.

At the same time, the discovery of vaccines and the distribution of vaccination programs to the public, which started at the beginning of 2021, are expected to be effective against the pandemic and to gradually allow inhabitants to return to higher rates of economic activity due to the lifting of measures to reduce the spread, which had a negative impact on economic activity.

The decline in economic activity in 2020 and the uncertainty that has been caused seem to continue to negatively affect the mood of domestic companies, especially in terms of new listings of securities and rights issues. At the same time, however, investors, mainly internationally, have shown signs of optimism and a willingness to take risks, forming a positive outlook for a change in expectations in domestic companies.

The prospects of the Group and the Company, in the normalizing operating conditions, are positive and are also influenced by the regulatory changes that are taking place at the European level, as well as by the broader policies of the European Commission, which, lately, focused on the financing of small and medium sized enterprises through the capital markets.

In these unprecedented conditions that have been created, the Company strives to operate effectively in a remote work environment, to continue to maintain the smooth functioning of the markets, to continue to provide value added services, and utilize its infrastructure by adding new products and services in order to effectively fulfill its role of transferring investment resources to the productive backbone of Greece. The expected corporate actions that are been planned by companies in 2021, specially from the second quarter of the year, is an encouraging signal.

In general, the excellent organization of the Group, the reliable operation of the capital market even in extremely difficult conditions such as at present, the continuous investment in modern equipment and processes, the lack of debt obligations, the recognition of its reliability by internationally recognized rating agencies, as well as the liquidity that it possesses, guarantee its survival in the long term, with significant benefits for shareholders, employees and society at large.

We do not expect that the impact from COVID-19 to be significant for the Group and the Company. Management estimates that there is no material uncertainty as to the continuation of the activity of the Group and the Company.

Turnover – risks and uncertainties

Besides the fees from trading that takes place in the ATHEX markets and which are collected through the Members, important revenue streams for the Athens Exchange Group are also fees from orders and Member terminals, revenue from Member and Operator subscriptions, revenue from subscriptions and rights issues of listed companies and corporate actions in general, revenue from data vendors, revenue from administrative, IT and IT support services, educational services etc.

The turnover of the Athens Exchange Group depends, to a large extent, on factors over which it has no influence, since they are connected with developments in the Greek capital market, which in turn are affected by a series of factors such as, the key financial data of listed companies, the fundamental macroeconomic data of the Greek economy as well as developments in international capital markets.

Contrary to revenues, which cannot be controlled by the companies of the Group, on the cost side concerted efforts are being made to rationalize them, in order to improve the financial results of the Group even under adverse market conditions.

The COVID-19 health crisis interrupted the positive outlook that had developed at the start of the year. The world economy has entered a period of uncertainty and instability, the consequences of which are difficult to estimate based on the data so far, as they will depend on the intensity of the coronavirus. For 2021, the economic impact will depend on the duration and intensity of the recession, as well as the degree of implementation of the vaccination programs for citizens during the year. As we progress into 2021, it is estimated that there will be a gradual return to normality and the risks and uncertainties of a larger recession will be reduced.

Risk Management

General – Risk management environment

A major consideration of the Athens Exchange Group is the management of risk that arises from its business activities and its business operation.

The Group, as organizer of the capital market, has developed a framework for managing the risks to which it is exposed, ensuring its viability and development, and contributing to the stability and security of the capital market. Risk management is recognized as part of its supervisory functions which, together with the regulatory compliance system, form the second level of defense of the organization to the pressures that the quality of services provided and the development initiatives face, from the constant challenges of the space in which it is active.

In particular, Athens Exchange Clearing House (ATHEXClear), 100% subsidiary of ATHEX, operates as a Central Counterparty (CCP) for clearing cash and derivative markets products and as such is obliged to satisfy the strict requirements of the current regulatory framework EMIR (European Market Infrastructure Regulation) concerning risk management in accordance with which it has been licensed since 2015.

In addition, Hellenic Central Securities Depository (ATHEXCSD), 100% subsidiary of ATHEX, follows the particularly extensive requirements of the CSDR (Central Securities Depositories Regulation) framework, in view of its imminent licensing.

Finally, at the parent company ATHEX, the risk management system operates effectively, coordinating the actions and priorities of all the companies of the Group at the Board of Directors Committees level, protecting shareholder interests from risks, irrespective of their source.

Risk Strategy and Risk Management

The risk strategy of the Group is aligned with its business strategy to provide the appropriate infrastructure for the reliable, secure and continuous operation of the capital market. In accordance with the strategy of the Group, the risk appetite level is set in order to correspond with the capital adequacy of the companies of the Group, satisfy the needs of the market, limit costs for participants, maximize the exploitation of business opportunities but also ensure market security and compliance with regulatory requirements.

Organizational structure

The risk management system is managed through the risk management committees of each company in the group, while the alignment of the risk management strategy, the risk-taking appetite and the priorities of the risk areas, on which the efforts to improve the control environment are coordinated by the coordination committee of the three companies. The operational structure of the organization follows the three lines of defense model, establishing the intermediate line between the first and the second line of defense, especially for the business continuity systems (BCP), information security (DPO) and information systems security (ISO). It supports the second line of defense in a single organic unit, the Risk Management & Regulatory Compliance Unit, in order to achieve the maximum possible synergy regarding regulatory compliance risks.

Besides the comprehensive measures for ensuring the smooth operation of the systems of the Group, each organizational unit of the Group is responsible for monitoring and managing the sources of risk related to its activity and scope of competence in such a way as to react immediately and effectively in case of occurrence of events or incidents, carry out the analysis of key objections and introduce or improve the control environment.

In particular, for each company of the Group separately, the organizational structure that supports risk management includes the following units:

- *Board of Directors*, which has the final responsibility and accountability regarding the risk management function of the company.
- *Risk Committee*, which advises the Board of Directors on risk management matters.

- *Risk Management Department of the Risk Management & Clearing Division of ATHEXClear*, which is sufficiently independent from the other functions of the company, and whose main responsibility is the comprehensive approach to the risks that ATHEXClear faces.
- *Risk & Compliance Unit of the Group*, headed by the Chief Risk Officer of the parent company ATHEX, which is responsible for the efficient and effective operation of the oversight functions of the Group.
- *Risk Management Coordinating Committee*. The coordinating committee consists of the Chairpersons of the Risk Committees of the three companies of the Group, which are members of the corresponding Boards of Directors, and the Group Chief Risk Officer.
- *Organizational Units* which are responsible for identifying and managing risks within their scope and participate in the overall risk management at the Group.

Single risk management

The services that the Group provides involve various types and levels of risk, and it is recognized that effective risk management consists of the following:

- *Identifying and assessing risks*
- *Controlling risks*
- *Risk mitigation*
- *Monitoring and reporting risks*

Risk categories

The Group ensures that it deals with all risks, internal or external, present or future, and especially those that have been recognized as significant. It is recognized that each service provided by the Group can expose it to any combination of the risks mentioned below.

The usual risks to which, due to the nature of its activities, the Group may be exposed to are:

Financial Risk

1. Credit Counterparty risk (credit risk arising from the default of the clearing obligations by one or more clearing member counterparties)
2. Market risk (changes in exchange rates, interest rates, market prices, commodities and volatility), mainly as a result of credit counterparty risk
3. Credit risk (mainly from equity investments)
4. Liquidity risk (mainly cash flow risk), mainly as a result of counterparty risk

Operational Risk

Risk of loss resulting from inadequate or failed internal processes, people and systems or from external events, including legal risk. Risk corresponding to the security of the IT systems, as in the majority of companies, is now becoming very important, and appropriate measures to contain it are being taken.

Business Risk

Risk due to new competitors, drop in trading activity, deterioration of the domestic and international economic situation etc.

Description of categories and main risk factors

Market risk

The Group is exposed to a limited extent to market risk resulting from its activities. In each case, the Group monitors the potential exposure that may result in market risk and calculates any capital that it must maintain against market risk in accordance with the capital adequacy methodology that it uses.

Currency exchange risk

This risk does not materially affect the operation of the Group, given that transactions with clients and suppliers in foreign currency are limited.

Credit Counterparty Risk

The Group's credit counterparty risk mainly concerns transactions in the cash and derivatives markets, in which ATHEXClear operates as Central Counterparty.

Credit risk

The Group faces credit risk both from equity investments as well as from client balances. As part of its Investment Policy, specific principles are defined for cash deposit arrangements. Cash deposit arrangements are with the four systemic banks of the country, in approximately equal amounts, minimizing credit risk levels, while protecting the capital of the companies from the erosion due to the negative interest rates of the central banks.

Short term cash arrangements that do not exceed three months take place at Greek Systemic Banks, in accordance with the Investments Policy set by the management of the ATHEX Group.

In addition, the Group systematically monitors late payments and open client balances.

Out of total cash and cash equivalents of the Group of €68m, approximately €54.6m is deposited in Greek systemic banks, and the remaining approximately €13.4m at the Bank of Greece.

Liquidity Risk

Liquidity risk as a whole for the Group is kept at low levels by maintaining adequate cash.

The main liquidity risk for the Group mainly concerns transactions in the cash market and the derivatives market in which ATHEXClear operates as Central Counterparty.

The liquidity available to ATHEXClear is monitored according to the criteria set by EMIR.

Operational risk

It is recognized that operational risk may arise among others because of: outsourcing, supervisory or regulatory non-compliance, business continuity failure, risks from IT systems, information security and project implementation.

Operational risk is maintained at acceptable levels, through a combination of good corporate governance and risk management, robust systems and controls.

In 2020, there was unavailability of trading activity totaling 5.85 hours for the whole year; in addition, there was only one case of delay in completing the clearing of cash and derivatives transactions. These technical issues were identified and corrected. There was no major damage or monetary claims due to litigation (legal and court expenses) or due to non-compliance with the supervisory framework and the contractual obligations of the Group. In addition, there were no losses due to external events.

Measures to reduce operational risk

The Group recognizes the need to determine, estimate, monitor and reduce operational risk that is inherent in its operations and activities, as well as the need to maintain adequate capital, in order to face this particular type of risk.

Business continuity plan

The Group has processed and put into operation an appropriate infrastructure and a disaster recovery plan, which includes:

- *Operation of a Disaster Recovery Site:* The Group maintains a disaster recovery site for its IT systems. In addition, the Group has received and maintains the ISO-22301 business continuity certification.
- *Formation of crisis management teams and emergency incident management:* The purpose of these teams is to maintain continuity in the provision of trading services in case of an unforeseen event. They have been assigned specific responsibilities and specially trained Group staff have been assigned to them.
- *Existence of back up IT systems:* The IT systems of the Group are installed and operate in the data center at the headquarters of the Group. The data center consists of two, independent as to location, supporting infrastructure and technological services provided, individually mirrored data centers, in order to provide redundancy and high availability, ensuring continuous systems operation.

The above were tested by the recent rapid spread of coronavirus which was an unforeseen event of considerable extent, and to which the Group reacted effectively while maintaining its business continuity.

Compliance function

Having as the key objectives to ensure compliance with the legal and regulatory framework, regulations and policies, measure and minimize the risk of regulatory compliance and address the consequences of non-compliance with the legal and regulatory framework, a Chief Compliance Officer for ATHEX and the Group, as well as Chief Compliance Officers for the two companies ATHEXCSD and ATHEXClear have been appointed, with clear and separate reporting lines from those of other company functions.

Their main responsibilities are to:

1. Monitor changes in the regulatory and supervisory framework and inform the BoD and staff.
2. Conduct gap analysis between the existing and future conditions brought about by regulatory and supervisory changes.
3. Monitor compliance of the companies with the legal and regulatory framework.
4. Handle requests related to compliance matters.
5. Measure and monitor compliance risk.

Indicatively, policies are in effect concerning conflict of interest, outsourcing, complaint management, staff remuneration of staff, executives and members of the BoD and records management.

Business risk

The Group recognizes that the appearance of business risk depends on macroeconomic developments and is affected by external events such as changes in the competitive capital markets environment, changes in the international and domestic economic environment, legal and regulatory developments, changes in taxation policy and in technology etc. Such events may impact the growth and sustainability of the Group, causing a reduction in trading activity, a drop in expected profits, inability to liquidate and/or asset impairment etc.

In this context, the Group continually and systematically monitors developments and adapts to the environment, and calculates on an annual basis its capital requirements for business risk.

Internal Audit

The primary concern of the Company is the development and the constant improvement and upgrade of the Internal Audit System, which comprises all of the recorded audit mechanisms and processes that cover the whole range of daily operations and procedures of the Company.

In particular, with regard to the Company's financial operations, a system of safeguards is in place that aims to prevent and/ or detect material errors in time in order to ensure the reliability of the financial statements, the effectiveness and efficiency of operations and compliance with the rules and regulations. Based on specific significance criteria (quantitative and qualitative), important accounts are identified, procedures are recorded, responsibilities and policies are assigned and control points are designed which are being implemented on an ongoing basis by management and staff.

The Board of Directors has the ultimate responsibility to monitor and assess the effectiveness and sufficiency of the Internal Audit System.

Responsible for monitoring compliance with the Internal Audit System are: a) the Audit Committee and b) the Internal Audit Division.

The **Audit Committee** of the Company has been set up by decision of the Board of Directors of the Company and operates based on the Standards for the Professional Application of Internal Audit of the Institute of Internal Auditors, decision 5/204/14.11.2000 of the Hellenic Capital Market Commission, Law 3016/2002 on corporate governance, and Law 4449/2017, as well as the notes, clarifications and recommendations of the Hellenic Capital Markets Commission, as set out in its letter (Protocol no. 1302/28.04.2017).

The main purpose of the Audit Committee is to assist the Board of Directors in the supervision of the quality, adequacy and effectiveness of the internal audit and risk management system.

The **Internal Audit Division** operates in the manner prescribed by the Code of Conduct and the International Professional Practices Framework (IPPF) of the Institute of Internal Auditors (IIA), decision 5/204/14.11.2000 of the Hellenic Capital Market Commission and Law 3016/2002 on corporate governance. The Internal Audit Division reports to the Board of Directors, through the Audit Committee which supervises it. The above also holds for the subsidiary companies of the Athens Exchange Group.

The main responsibility of the Internal Audit Division is to express an opinion on the compliance or non-compliance of the internal processes of each audited area, as well as to apply the safeguards that have been adopted by Management, in order to prevent and avoid risk.

Management of the Clearing Fund

Cash market

Athens Exchange Clearing House S.A. (ATHEXClear) manages the Clearing Fund in order to protect the System from credit risk of the Clearing Members that arise from the clearing of transactions.

In the Clearing Fund Clearing Members contribute exclusively in cash. ATHEXClear monitors and calculates, on a daily basis as well as during the day, the risk that Clearing Members will renege on their obligations, and blocks the corresponding guarantees in cash and/or letters of guarantee. Based on the guarantees that have been blocked, the credit limits of the members are reevaluated on a daily basis; maintaining the limits takes place in real time during market hours. The minimum size of the Clearing Fund is recalculated at least every month, in accordance with the provisions of the Rulebook, so that its size is sufficient at a minimum to cover at any time the loss, under any extreme market conditions that may arise in case the Clearing Member in which the system has the greatest exposure is overdue.

The participation of each Clearing Member in the Clearing Fund is determined based on its Account in it. The Account consists of all of the contributions by the Clearing member that have been paid into the Fund in order to form it, and is increased by any proceeds resulting from the management and investment of the assets of the Fund, as well as by the cost of managing risk and margins, as determined by ATHEXClear procedures. Revenues and expenses are distributed on a pro rata basis to each Clearing Member account in the Clearing Fund, in relation to the size of the Account balance.

The new size of the Clearing Fund is €11,409,283 for the period from 01.03.2021 to 31.03.2021.

Derivatives market

The BoD of ATHEXClear at meeting number 109/17.11.2014 approved the creation of a set of risk management policies and methodologies as a result of the clearing model changes in the derivatives market, the Regulation on the Clearing of Transactions on Derivatives, as well as due to the adjustments to the requirements of the EMIR Regulation.

In accordance with the new Regulation on the Clearing of Transactions on Derivatives and in particular Part 6 of Section II, a Clearing Fund for the Derivatives Market is set up; the size of the Fund for the time period from 01.03.2021 to 31.03.2021 is €10,468,748. Calculation takes place on a monthly basis.

Management of the Clearing Fund in the Derivatives Market does not differ from the Clearing Fund in the cash market (see above).

Hellenic Energy Exchange (HEnEx)

The “Hellenic Energy Exchange” (HenEx), one of the core pillars of the target-model of the European Union, which aims to create a single European energy market, is a prerequisite to the restructuring of the wholesale electricity market, to the benefit of market participants and end-consumers, as it aims to:

- Couple the Greek market to other European markets.
- Increase competition and transparency, which will have a direct effect in reducing energy costs and providing better prices to households and businesses.
- Ensure the safety of energy supply, diversification of energy sources in the energy mix, as well as further increase the participation of renewable energy sources (RES). Law 4512/2018 amends law 4425/2016 on the restructuring of the Greek electricity market, implementing European Regulations and Directives in order to complete the single European energy market, the so-called Target Model.

On 2.11.2020 the operation of the Electricity Markets (Spot) of the Energy Exchange according to the European Model (Target Model) started after two years of intensive preparation, thus beginning a new course for energy with expected benefits for the country and the economy.

In 2020, both the trading and clearing systems were expanded for the implementation of the coupling of the Greek Day Ahead Market with the Market of Italy (market coupling). The coupling concerns the negotiation of import or export of electricity through the cable interconnection with Italy. On December 15, the market started operating in coupled mode with Italy.

The share capital of HenEx, in the amount of €5,000,000 divided into 50,000 shares of €100 each was paid up in full by shareholders. The Company (Athens Exchange – ATHEX) paid up its participation in the amount of €1,050,000 obtaining 21% of the share capital.

The HenEx BoD approved the Annual Financial Report for 2019 which reported net after tax profits of €497 thousand. The Annual General Meeting of HenEx shareholders decided not to distribute dividend for fiscal year 2019.

Hellenic Corporate Governance Council (HCGC)

The Hellenic Corporate Governance Council (HCGC) operates as a Non-Profit Organization, is an entity specializing in the spread of corporate governance principles and strives to develop a culture of good governance in the Greek economy and society.

In 2020, the HCGC carried out the following tasks:

- It participated in the public consultation on the bill "Corporate governance of public limited companies, modern capital market, incorporation into Greek legislation of Directive (EU) 2017/828 of the European Parliament and of the Council" of the Ministry of Finance, submitting comments and suggestions of HCGC members on the provisions of the draft law.
- It participated in the meeting of the Standing Committee on Economic Affairs of the Hellenic Parliament, presenting the views of the HCGC in the context of the hearing of the bodies on the draft law of the Ministry of Finance: "Corporate governance of public limited companies, modern capital market, incorporation into Greek legislation of Directive (EU) 2017/828 of the European Parliament and of the Council, measures to implement Regulation (EU) 2017/1131 and other provisions".

Participation in Boursa Kuwait

The Athens Stock Exchange decided to participate as a technical, operational and business services provider for Boursa Kuwait by forming a consortium with the largest possible participation from the qualified Local Companies to proceed to the final bidding process, organized by the Capital Markets Authority (CMA) of Kuwait, with regard to the privatization process of Boursa Kuwait.

On February 14th 2019, the Consortium comprising of Athens Stock Exchange (ATHEX), as the qualified international operator and a wide group of leading listed, financial groups in Kuwait, namely Arzan Financial Group (ARZAN), First Investment Company (FIC) and National Investments Company (NIC), were awarded the bid, by way of a closed bidding process organized by the CMA, for a 44% equity stake in Boursa Kuwait, the only market operator and one of the leading stock exchanges in the Gulf area.

The Consortium offered 0.237 Kuwaiti dinar per share for obtaining the abovementioned stake. A 6% stake is owned by the Public Institution For Social Security (PIFSS), while the remaining 50% was sold to the public through an IPO process. The resulting ATHEX's participation in Boursa Kuwait's equity stake is ca. 0.779%, amounting to an investment of €1.03 million.

In the second half of 2020, the framework of cooperation with Boursa Kuwait was finalized with the negotiation and signing of the framework agreement (Services Agreement), under which the consulting services will be provided by ATHEX, as well as the finalization of the Shareholders Agreement, which includes ATHEX.

The Group has acquired shares in Boursa Kuwait which it has classified, in accordance with IFRS 9, in financial assets at fair value through comprehensive income. On 31.12.2020 share shares posted a valuation gain of €3,369,986.79 which was accounted in the special securities valuation reserve.

The shares of Boursa Kuwait began trading in the organized securities market of Kuwait on 14.09.2020.

Participation in the Lebanese Exchange

Athens Stock Exchange and Bank Audi SAL participated in the competitive bid process that was organized by the Lebanese Capital Markets Authority - CMA for the Establishment of a new Exchange (Electronic Trading Platform – ETP) in Lebanon, by forming a Consortium in which ATHEX contributed with its know-how as an International Operator and as Systems and Services provider and Bank Audi with its experience and leading position as a financial institution operating in Lebanon, and the wider Middle East and North Africa region.

As a next step, ATHEX along with Bank Audi will closely cooperate with the CMA to implement an effective capital market which will appeal to local and international investors and contribute to the growth of the Lebanese Capital Markets.

Given the political unrest that has taken place during the last year in Lebanon, the Group closely monitors all developments and is making preparatory actions for a possible resumption of the project / "Green Light" by Bank Audi and CMA (Steering Committee).

Corporate Governance Statement

The present Corporate Governance Statement is drafted in accordance with articles 152 & 153 of law 4548/2018 and contains the information that the abovementioned provisions specify as of 31.12.2020.

The Company, being listed on the Athens Exchange, fully complies with the law – the provisions of which supersede in any case – on corporate governance for listed companies that are included in laws 4548/2018, 3016/2002, 4449/2017 as in effect today, as well as decision 5/204/14.11.2000 of the BoD of the Hellenic Capital Market Commission; as market operator it applies the provisions of Law 4514/2018 and the Guidelines on the management body of market operators and data reporting services providers which were issued by the European Securities Markets Authority (ESMA) on 19.12.2017.

The policies and procedures applied by the Company are contained in the Articles of Association, which is hierarchically the supreme rulebook of operation, the Internal Operations Rulebook which is an internal Company document and supplements the provisions of its Articles of Association, and other Rulebooks and policies of the Company that regulate specific functions, and, lastly, the principles and specific practices for listed companies provided for in the Hellenic Corporate Governance Code for listed companies of the Hellenic Corporate Governance Council (HCGC), with which the Company voluntarily complies; the Code is available at http://www.athexgroup.gr/web/guest/esed-hellenic-cgc.

I. Deviations from the provisions of the Hellenic Corporate Governance Code in effect

I. In accordance with the provisions of article 46 of Law 4514/2018, the assessment of the Board of Directors is the exclusive responsibility of the Nomination and Compensation Committee, and as such the Company deviates from the provision in the Hellenic Corporate Governance Code special practice of Part VII, par. 7.1, in accordance with which the Chairman of the BoD chairs the BoD assessment process.

II. The Annual General Meeting on 30.05.2019 elected a new Board of Directors, in the composition of which the number of executive members on the Board of Directors was reduced from two (2) to one (1), with a corresponding increase in the number of independent members, and in this respect the Company deviates from the general principle of Part II, par. 2.2 of the Hellenic Corporate Governance Code, in accordance with which at least two (2) executive members must be on the Board of Directors.

The Board of Directors, utilizing the findings of the evaluation carried out by the Nomination and Compensation Committee and the recommendations of the independent external consultant who carried out an evaluation of the Board's corporate governance framework in March 2019, recommended to the General Meeting the election of a new Board of Directors, due to the end of the term of office of the previous one, in which the number of executive members was limited from two (2) to one (1), and the number of independent members increased from five (5) to six (6).

As a result of the above increase in the number of independent members of the Board of Directors, their participation in the Board of Directors increased, amounting now to 46.15%, and exceeds the limit of the Hellenic Corporate Governance Code, as well as the significantly lower limit of Law 3016/2002.

With the increase in the number of independent members in line with best practices, adequate staffing and optimal composition was achieved of both the existing as well as the new Committees of the Board of Directors that were established to enhance its supervisory role, as the support pillars of the Board of Directors were strengthened and its communication channels with the executive bodies of the Company that enhance its effectiveness and improve its oversight of management's decision-making.

II. Management, Managerial and supervisory bodies and committees

1. General Meeting of shareholders

1.1. Competences of the General Meeting

The General Meeting of Shareholders is the supreme body of the Company having the authority to decide on all matters that concern the Company that are not the exclusive responsibility of the Board of Directors, unless the latter decides, on a particular item of the agenda, to refer it for judgment to the General Meeting.

The decisions of the General meeting also bind shareholders that were absent or dissented. The General Meeting, except as otherwise provided by the Law and the Articles of Association, is the only competent body to decide on:

a) Modifications of the Articles of Association, including decisions to increase, regular or extraordinary, or to reduce share capital,

b) The election of Members of the Board of Directors and the awarding of the status of Independent Member of the Board of Directors, as well as the appointment of Members to the Audit Committee,

c) The election of regular auditors and determination of their remuneration,

d) The approval of the overall management, under article 108 of Law 4548/20018 and the release of the auditors,

e) The approval and restatement of the Annual Financial Statements and the distribution of the annual earnings of the Company,

f) The approval of the Remuneration Policy of article 110 of Law 4548/2018 and the Remuneration Report of article 112 of Law 4548/2018,

g) The merger, spin-off, transformation, revival, extension of the duration or dissolution of the Company,

h) The change of nationality of the Company,

i) The appointment of liquidators and for any other matter provided by law.

1.2. Convocation of the General Meeting

The procedures and convocation rules, participation and decision making by the General Meeting are regulated in detail in the provisions of the Articles of Association of the Company and Law 4548/2018.

Shareholders have the right to participate at the General Meeting, either in person or through a legally authorized representative, in accordance with the procedure provided in each case by the provisions in effect.

The Board of Directors ensures that the preparation and the proceedings of the General Meeting of shareholders facilitate the effective exercise of shareholder rights; shareholders are informed about all matters relating to their participation in the General Meeting, including the items on the Agenda, and their rights during the General Meeting.

In particular, regarding the preparation of the GM, and in conjunction with the provisions of Law 4548/2018, the Company publishes on its website at least twenty (20) days before the General Meeting, both in the Greek and English languages, information regarding:

- The date, the time and the place where the General Meeting of shareholders is being convened,
- The main rules and practices for participating, including the right to introduce items to the agenda and to submit questions, as well as the deadlines for exercising those rights,
- The rights of shareholders of paragraphs 2, 3, 6 and 7 of article 141 of law 4548/2018, with reference to the deadline within which each right can be exercised, or alternatively, the deadline by which these rights can be exercised. Detailed information on these rights and the conditions for exercising them are available by explicitly referral in the invitation to the Company's website,

- the procedures to participate and exercise the voting right at the General Meeting remotely in real-time or by mail vote, in the case provided in articles 125 and 126 of law 4548/2018,
- the record date (initial and repetitive meeting), as foreseen in paragraph 6 of article 124 of Law 4548/2018,
- the procedure for exercising the voting right by proxy and especially the documents that the Company uses for this purpose, as well as the means and methods provided in the Articles of Association, under par. 5 of article 128 on the voting procedures, the terms of representation by proxy and the documents used to vote by proxy,
- The proposed agenda of the Meeting, including the draft decisions for discussion and voting, as well as any accompanying documents,
- The proposed list of candidate members of the BoD and their biographical statements (provided that the election of members is on the agenda),
- The total number of shares and voting rights on the convocation date, and
- The website address of the Company, where the information of paragraphs 3 and 4 of article 123 of Law 4548/2018.

The Chairman of the Board of Directors of the Company, the Chief Executive Officer, and the Chairmen of the Committees of the Board of Directors are present at the General Meeting of shareholders, in order to provide information and brief on matters that are put forth for discussion, and to answer questions or provide clarifications that shareholders request. In addition, at the General Meeting, the head of Internal Audit of the Company and the certified auditors are also present.

The Chairman of the Board of Directors, or if he or she is not able or absent, his or her replacement, temporarily chairs the General Meeting, electing one or two secretaries from among the shareholders that are present and / or from non-shareholders until the list of those able to participate at the General Meeting is certified, and the permanent Chair of the General Meeting is elected. The Chair is comprised of the Chairman and one or two secretaries that also perform vote gatherer duties.

After the list of shareholders that have the right to vote is certified, the General Meeting immediately elects the permanent Chair, which is comprised of the Chairman and one or two secretaries, which also carry out vote gatherer duties. The decisions of the General meeting are taken in accordance with the provisions of the law in effect and the provisions of the Articles of Association of the Company.

The voting results are published on the website of the Company within five (5) days from the General Meeting of shareholders, translated in English.

1.3. Shareholder participation at the General Meeting

The person that has the status of shareholder at the start of the 5th day before the day of the first session of the General Meeting (record date) can participate in the General Meeting of the Company. The abovementioned record date also applies in case of a postponement or repetitive session, provided that the postponed or repetitive session is not more than thirty (30) days from the record date. If that is not the case, or if a new invitation is published for the repetitive general meeting, in accordance with article 130 of law 4548/2018 at the General Meeting the person that has the status of shareholder on the start of the 3rd day before the date of the postponed or repetitive General Meeting participates.

Proof of the status of shareholder is based on the information received by the Company from the company “Hellenic Central Securities Depository” which is the central securities depository providing registry services under the meaning of §5 article 40 of law 4548/2018 and in which the transferrable securities of the Company are held.

The Company's Articles of Association provide for the option for shareholders to participate in the General Meeting remotely by electronic means, without the physical presence of shareholders at the venue and participation in the voting by mail or by electronic means under the terms of articles 125 and 126 of Law 4548/2018.

In order for Shareholders to participate and vote at the General Meeting remotely in real-time by teleconference without the physical presence of shareholders, it is necessary that they, or their proxies, create and use an electronic account in the Internet Platform “AXIA e-Shareholders Meeting“ that has been developed by the Hellenic Exchanges-Athens Stock Exchange Group to provide remote General Meeting services, in real-time, by teleconference to companies and is available on the website www.athexgroup.gr/AXIAeShareholdersMeeting.

In order for a Shareholder or his/her proxy to create an account in the above electronic platform, a valid electronic mail (email) account and a mobile telephone number of the shareholder or his/her proxy are required.

Shareholders participate at the General Meeting by teleconference in real-time and are taken into consideration for the formation of the quorum and majority and can exercise their rights effectively during the General Meeting. Therefore, shareholders will have the ability 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,

c) vote in real time during the GM on the items of the agenda,

d) receive information on the recording of their vote.

In addition, shareholders wishing to participate remotely in the voting on the items of the General Meeting which will take place before the General Meeting, under the terms of article 126 of Law 4548/2018, can use this opportunity: a) either by exercising the right to vote, through the electronic platform "AXIA e-Shareholders Meeting" in which they will have previously created an account and have successfully registered as mentioned above, or, b) by completing and sending to the Company, the "Proxy Letter Vote Form "which has been posted on the website of the company, where the information of paragraphs 3 and 4 of article 123 of law 4548/2018 are available.

Shareholders that vote by mail or through electronic means before the General Meeting are included in the calculation of the quorum and the majority, provided that the votes have been received by the Company at the latest twenty-four (24) hours before the start of the General Meeting.

1.4. Representation at the General Meeting

Shareholders may participate in the General Meeting in person or by proxy.

Each shareholder may appoint up to three (3) proxies. However, if the shareholder possesses shares of the Company which appear in more than one securities accounts, this restriction does not prevent the shareholder from appointing different representatives for the shares in each securities account at a particular General Meeting. The appointment of a proxy is freely revocable.

A proxy that acts for more than one shareholders can vote differently for each shareholder.

The appointment and revocation or replacement of the proxy or representative takes place in writing or by electronic means that is 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.

Shareholders may appoint proxies for one or more General Meetings and for a specific 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.

A plenipotentiary document for appointing proxies is available to shareholders in hard copy at the Investor Relations Department of the Company, and in electronic form on the website of the Company (www.athexgroup.gr).

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 ascertain 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:

a) Is a shareholder that exercises control of the Company, or other legal person or entity that is controlled by that shareholder,

b) Is 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) Is an employee or an 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) Is a spouse or a relative in the first degree with one of the private individuals that are mentioned in cases a) to c).

1.5. Quorum - Majority

According to the law and the Articles of Association, the General Meeting is in quorum and meets validly on the issues of the agenda, when shareholders representing or representing at least one fifth (1/5) of the paid-up capital are present or represented.

If this quorum is not reached, the General Meeting convenes again within twenty (20) days from the date of the canceled meeting, following an invitation at least ten (10) full days. At this repetitive meeting, the General Meeting is in quorum and validly meets on the issues of the initial agenda, whatever the part of the paid-up capital represented in it.

In the above cases, decisions are taken by an absolute majority of the votes represented in the General Meeting.

Exceptionally, for decisions concerning a change of the Company's nationality, a change of the object of its business, an increase of shareholders' liabilities, a regular capital increase, unless required by law or made by capitalization of reserves, a capital reduction, unless it is done, according to paragraph 5 of article 21 or paragraph 6 of article 49, of law 4548/2018, a change in the distribution of profits, merger, spinoff, conversion, revival, extension of termination or dissolution of the company, a provision or renewal of power to the Board of Directors to increase capital, in accordance with paragraph 1 of article 24 of Law 4548/2018, as well as in any other case provided by law that the General Meeting decides with an increased quorum and majority, the meeting has a quorum and meets validly on the issues of the initial agenda, when shareholders are present or represented in it representing half (1/2) of the paid-up capital.

In the case of the previous paragraph, if the quorum of the last paragraph is not achieved, the General Meeting is convened and meets again, in accordance with paragraph 2 of this article, and has a quorum and meets validly on the issues of the original agenda, when shareholders present or represented, representing at least one third (1/3) of the paid-up capital are present. In the case of companies with listed shares, or, in any case, when a decision is to be made for a capital increase, the General Meeting in the repetitive meeting has a quorum, when shareholders present or represented representing at least one fifth (1/5) of the paid-up capital are present.

In the above cases, decisions are taken by a majority of two thirds (2/3) of the votes represented in the General Meeting.

1.6. Minority shareholder rights

The shareholders of the Company have, among others, the rights provided in paragraphs 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 convene an Extraordinary General Meeting of shareholders, specifying the day of its session, which shall not be more than forty-five (45) days from the date the request was served to the Chairman of the Board of Directors. The request contains the subject of the agenda. If the General Meeting is not convened by the Board of Directors within twenty (20) days from the service of the relevant request, it shall be convened by the requesting shareholders, at the expense of the Company, by court judgment issued as part of the protective measures. The judgment determines the place and time of session, as well as the agenda. The decision cannot be challenged in court. The Board of Directors convenes the General Meeting in accordance with general provisions or makes use of the procedure of article 135 of Law 4548/2018, unless the requesting shareholders have excluded this last option.

2. 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. 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. The request to include additional items in 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 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.
3. 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, 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.
4. The Board of Directors is not obliged to include items in the agenda nor publish or disclose them together with the draft decisions that are submitted by shareholders, in accordance with paragraphs 2 and 3 respectively, if their content is obviously in conflict with the law of accepted principles of morality.
5. At the request of a shareholder or shareholders representing one twentieth (1/20) of the paid-up share capital, the Chairman of the Meeting is obliged to postpone decision-making by the Annual or Extraordinary General Meeting, once only, for all or certain items, by setting the date for continuation of the session as requested in the shareholders' request, which shall not be more than twenty (20) days from the date of postponement. The General Meeting following the postponement is a continuation of the previous Meeting and a repeat of the publication formalities of an invitation to shareholders is not required. New shareholders that comply with the relevant participation formalities can also participate in this meeting, and the provisions of paragraph 6 of article 124 of law 4548/2018 apply.
6. Following a request by any shareholder, which is submitted to the company at least five (5) full days before the General Meeting, 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 that 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-in 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.
7. At the request of shareholders representing one tenth (1/10) of the paid-up share capital, which is submitted to the Company by the deadline in paragraph 6, the Board of Directors is obliged to provide to the General Meeting information about the course of corporate affairs and the assets 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 to 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 an adequate manner.

8. In the cases of paragraphs 6 and 7 of the present, any doubt as to whether a reason for refusal on the part of the Board of Directors to provide information is valid or not, is resolved by court order, which is issued as part of the precautionary measures process. In that same decision, the court obliges the company to provide the information that it had refused to. This decision cannot be appealed.
9. At the request of shareholders representing one twentieth (1/20) of the paid-up share capital, vote on an item or items of the agenda takes place by roll-call vote.

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 6, the number of shares they possess during the exercise of the relevant right.

Proof of the status of shareholder is based on the information received by the Company from the company "Hellenic Central Securities Depository" which administers the Dematerialized Securities System which is the central securities depository under the meaning of §5 article 40 of law 4548/2018.

Information about the minority rights and the conditions for exercising them are available on the website of the Company (www.athexgroup.gr).

Information about the operation and the decisions of the General Meetings of shareholders of the Company are provided on the website of the Company, at www.athexgroup.gr/web/guest/helexinvestors-general-meetings.

1.7. Right to a dividend

According to the Articles of Association and the Law, the minimum (per annum) dividend is calculated at a rate of thirty-five percent (35%) on the net profits, after subtracting the deduction for the formation of a regular reserve, and the credit items of the income statement that are not derived from realized profits.

The dividend is paid within two (2) months from the date of the Annual General Meeting of Shareholders that approves the corporate and consolidated financial statements of the Company.

The day and method of payment of the dividend is published on the websites of the Athens Stock Exchange and the Company.

Dividends that are not sought for a period of five years from the date on which they became due, are transferred to the Greek State.

1.8. Right to the liquidation product

Following the completion of the liquidations, the liquidators return the contributions of the Shareholders in accordance with the Articles of Association. The remaining proceeds of the liquidation of corporate assets is distributed to all Shareholders, in proportion to their participation in the paid-up share capital of the Company.

1.9. Shareholder liability

The liability of shareholders is limited to the par value of the shares they possess.

1.10. Exclusive Jurisdiction of the Courts of Athens - Applicable Law

Each Shareholder, in terms of its relations with the Company and regardless of its place of residence, is considered to have its residence at the Company's headquarters and is subject to Greek law.

The Company can be sued in the competent courts of Athens. Any dispute between the Company and the Shareholders or any third party, falls under the exclusive jurisdiction of the Courts of Athens.

1.11. Informing and Serving Investors Services – Investor Relations

Effective communication with Shareholders is a priority, and the Company devote significant time and resources to ensure the active participation of shareholders.

The Investor Relations (IR) Department ensures the immediate and equal information of the Shareholders, and assists them regarding the exercise of their rights in accordance with the applicable legislation and the Company's Articles of Association. Together with the Chief Executive Officer, the Chief Financial Officer and other senior executives, they regularly meet with institutional investors and participate in Roadshows and industry conferences. In addition, the annual and interim results announcements are accompanied by online broadcasts and teleconferences for analysts.

The Investor Relations (IR) Department is responsible for monitoring the Company's relations with its Shareholders and investors and ensures the timely, valid and equal information of investors and financial analysts in Greece and abroad, with the aim of building a long-term relationship with the investment community and maintaining the high credibility of the Group.

2. Board of Directors

The Board of Directors which is elected by the General Meeting of shareholders manages the Company and represents it in and out of court. It is the primary obligation and duty of the members of the Board of Directors to constantly strive to increase the long term economic value of the Company and to defend company interests in general. Furthermore, given that the shares of the Company are listed in an organized market, the duty of the Board of Directors consists of constantly striving to increase long-term shareholder value. Members of the Board of Directors are forbidden from pursuing their own interests at the expense of the Company's interest. This prohibition applies to all persons to whom the Board of Directors has assigned duties to manage the Company (substitutes of the Board of Directors).

At the end of each fiscal year, the Board of Directors drafts a report on the transactions of the Company with companies related with it (under the meaning of article 32 of law 4308/2014). The report is provided to the supervisory authorities and is brought to the attention of the General Meeting of shareholders of the Company.

In accordance with the Company's Articles of Association, the Board of Directors may decide to assign the exercise of all or some of its rights and or powers concerning the management, administration and representation of the Company to one or more persons, irrespective of whether these persons are members of the Board. The title and responsibilities of each of these persons is always determined in the decision of the Board of Directors appointing them.

The Chief Executive Officer of the Company is its supreme executive officer, responsible for any matter concerning its operation, and has the overall supervision of its operation.

2.1. Election – Replacement of members of the Board of Directors

For the appointment of the members of the BoD the competent body is the General Meeting according to the specific provisions of the current legislation and the Articles of Association of the Company. The election of the BoD and subsequent amendments to its composition shall be notified to the Hellenic Capital Market Commission in accordance with the provisions of the current legislation. The members of the Board are elected by the General Meeting for a term which may not exceed four (4) years and may be re-elected without restriction. According to Greek law, the capacity of a member of the BoD may be revoked by decision of the General Meeting.

The members of the Board of Directors are elected by secret ballot by the General Meeting of shareholders, in accordance with the provisions of Law 4548/2018. The members of the Board of Directors can be shareholders or third parties, can always be reelected, and are freely recalled.

The Company, according to its Articles of Association, is governed by a Board of Directors consisting of nine (9) to thirteen (13) members and consists of executive and non-executive members. The number of non-executive members of the Board must not be less than one-third (1/3) of the total number of members.

The independent non-executive members are elected by the General Meeting or appointed by the Board of Directors in accordance with the current legislation, are not less than one third (1/3) of the total number of its members and, in any case, they are not less than two (2). If a fraction occurs, it is rounded to the nearest whole number. The changes in the composition of the Board of Directors that take place during the year are announced in accordance with the Law at the next Annual General Meeting.

The members of the Board of Directors can be shareholders or third parties and can always be reelected and are freely recalled. If a member of the Board of Directors resigns, dies, or forfeits his office for any reason, or is declared forfeit by a decision of the Board of Directors due to unaccounted for absence from the meetings for three consecutive months, the Board of Directors may continue to manage and represent the Company without replacing these members, provided that the remaining members are at least nine (9).

If the number of members of the Board of Directors drops below nine (9), and provided that the remaining members are at least three (3), the Board of Directors is obliged to elect replacements for the remainder of the term of office for the members being replaced, at least up until the ninth (9th) member. The decision on the election is published as provided by article 13 of Law 4548/2018, as it applies, and is announced by the Board of Directors at the next General Meeting that is convened, which can replace the member elected even if such an item has not been included in the agenda. However, all actions of the members of the Board of Directors that have been elected in such a manner are considered valid, even if the members are replaced by the General Meeting.

2.2. Formation of the Board of Directors in a body

The Board of Directors elects from among its members, by an absolute majority of members present or represented, the Chairman, the Vice Chairman who replaces the Chairman when he or she is absent or unavailable, while when the Vice Chairman is absent or unavailable he or she is replaced by another member of the Board of Directors appointed by it, or on occasion by the Chief Executive Officer of the Company. In addition, the Board of Directors, by an absolute majority of members present or represented, appoints its Secretary who may not necessarily be a member of the Board of Directors. These elections always take place during the first meeting of the Board of Directors following the General Meeting that decides the election of a new Board of Directors. The Chairman, the Vice Chairman as well as the Chief Executive Officer can always be re-elected.

2.3. Separation of responsibilities

There is a clear separation of responsibilities at the management level of the Company regarding the proper operation of the BoD and in the management and control of the Company's activities.

The duties of the Chairman of the Board of Directors and those of the Chief Executive Officer are carried out by different persons, and their responsibilities are distinct and are explicitly defined in the Internal Rulebook of Operation of the Company, which has been recorded in writing and approved by the Board of Directors.

The Chairman of the Board of Directors is a non-executive member.

2.4. The distinction between executive and non-executive members of the BoD

Executive Members

The executive members of the Board deal with the day-to-day management and monitoring of the Group and are responsible for implementing the strategies set by the Board of Directors. The responsibilities of the executive members of the BoD are to:

- Constantly strive to increase the long term economic value of the Company, and to protect corporate interests in general.
- Develop, implement and communicate the policies and action plans, in accordance with the decisions of the Board of Directors.
- Consistently implement the Company's business strategy, approved by the Board of Directors, with effective management of available resources, and its specialization by formulating an appropriate policy for each operation and activity of the Company and setting clear goals and business plans for each service unit, administrative body and executive of the Company,
- implement the Risk Management Strategy approved by the Board of Directors,
- Define the individual limits and responsibilities of each service unit of the Company in risk management and the continuous evaluation of its performance,

- Systematically monitor the management of risks assumed by the Company within the limits approved by the Board of Directors and the continuous control that the executives take all the necessary measures for the effective management of the undertaken risks in accordance with the approved policy,
- Ensure the effective implementation of the Company's Internal Audit System, by developing and integrating the appropriate internal control mechanisms and procedures and the periodic evaluation of the above mechanisms and any significant, in terms of effects, malfunctions that arise,
- Ensure the regular and effective communication with clients, investors, employees, supervisory authorities, the public and other entities,
- Ensure the completeness and reliability of the data and information that are required for the accurate and timely determination of the financial position of the Company,
- Comply with the institutional framework that governs the operation of the Company,
- Effectively utilize human resources and the continuously invest in knowledge and skills, for the formation of a culture of continuous improvement,
- Represent the Company, and
- Implement the decisions of the General Meeting.

Non-executive and independent non-executive members of the BoD

The non-executive members and the independent non-executive members of the Board of Directors are tasked to promote the corporate goals and issues and safeguard the interests of the Company, supervise the management of corporate affairs, while they contribute, through constructive criticism, to the development of strategic proposals for all Company affairs.

The promotion of corporate affairs is carried out in the context of the operation of the Board of Directors as a collective body. The Board of Directors remains competent and responsible for monitoring the performance of the duties of the members of the Board of Directors and other persons, to whom it has assigned responsibilities of management of the Company, either pursuant to the relevant provisions of Law 4548/2018, or based on an order or power of attorney.

The responsibilities of the non-executive and the independent non-executive members of the BoD are to:

- Constantly strive to increase the long term economic value of the Company, and to protect corporate interests in general.
- Monitor the implementation of the approved policy and limits on Risk Management overall;
- Monitor the consistent implementation and operation of the Internal Audit System;
- Monitor the provision of systematic and continuous internal and external communication;
- Monitor and examine the operational strategy of the Company and its consistent implementation through the effective use of available resources;
- Ensure the effective oversight of executive members, including monitoring and controlling their performance
- Monitoring that the operational plan for achieving the corporate goals is in accordance with the decisions of the General Meeting.

Independent members of the Board of Directors may, if they consider necessary, submit individually or in common, to the Annual or Extraordinary General Meeting of shareholders (a) reports, i.e. notifications of events, or (b) reports, i.e. a detailed opinion on an issue, separate from those of the Board of Directors.

2.5. Appointment of executive and non-executive members of the BoD

The Board of Directors is responsible for the appointment of a member as executive or non-executive.

The General Meeting is responsible for the appointment of an independent member. In case of election by the Board of Directors of a temporary member until the next General Meeting to replace another independent who resigned, died or for any reason was removed, the elected member must also be independent. The outgoing Board of Directors or the person proposing members of the new Board to the General Meeting (e.g. shareholder of the Company), should explain to it the absence of incompatibilities with the capacity of independent member, so that the General Meeting can elect the specific person as an independent member of the Board of Directors.

2.6. Chief Executive Officer

The Chief Executive Officer of the Company is appointed by the Board of Directors, following his election by the General Meeting as a member of the Board of Directors.

The CEO is the highest executive body of the Company, heads all its departments, directs their work, takes the necessary decisions within the provisions governing the operation of the Company, programs, budgets and strategic plans approved by the Board of Directors of the Company. The Board of Directors may, at its discretion, assign to the Chief Executive Officer the authority and power to decide and represent the Company, either in person or through proxies, on any matter concerning the management of the Company's affairs except matters for which the General Meeting of Shareholders or the Board of Directors are exclusively responsible in accordance with the provisions of Law 4548/2018, other current legislation and the Articles of Association of the Company. The Chief Executive Officer represents the Company before the courts, of any Authority and out of court, for each act whether it belongs to his own competence or to the competence of the Board of Directors, acting in person or providing third parties with the power of attorney to represent the Company.

2.7. Suitability of the members of the BoD

The composition of the Board of Directors should reflect the knowledge, skills and experience required to exercise its responsibilities, according to the business model and strategy of the Company, the size, structure, specialized activities and operating environment, the complexity of its functions and its particular institutional role and character.

The Nomination and Compensation Committee has set criteria in order to nominate candidate members of the BoD which are based on the following texts: (a) the provisions of Law 4514/2018; (b) the Guidelines on the management body of market operators and data reporting services providers which were issued by the European Securities Markets Authority (ESMA) on 19.12.2017; (c) the provisions of Law 3016/2020, as in force; (d) the provisions of Law 4449/2017, as in force; and (e) international best practices.

In accordance with the above, the general principles, the process, as well as the criteria for nominating candidate members to the BoD include, among others: (a) fit and proper criteria; (b) criteria for avoiding conflicts of interest as well as and in particular incompatibilities or characteristics or contractual commitments related to the nature of the Company's activity or the Corporate Governance Code that it applies; (c) criteria for availability and dedication of sufficient time to the work of the BoD and its Committees; (d) criteria concerning financial experience in the field the Company operates, a commitment to apply internationally recognized best practices with an emphasis in risk management, regulatory compliance and the System of Internal Audit (SIA), sufficient knowledge of the regulatory and business framework in which the Company operates, as well as (e) criteria relating to the diversity of the Board of Directors, including adequate representation by sex, without exclusion due to discrimination on grounds of sex, race, color, ethnic or social origin, religion or belief, property, birth, disability, age or sexual orientation.

In particular, in order for a person to be considered by the BoD and the Nomination and Compensation Committee as a suitable member of the BoD, he/she must:

(a) meet the following eligibility (fit and proper) criteria:

Honesty, integrity and reliability: The member must, based on his/her record, have the ability to inspire in his/her face the confidence required to join the supreme governing body of the Company. The Nomination and Compensation Committee ensures that all candidates are persons of integrity. A member of the BoD is presumed to have a good reputation, honesty and integrity, unless there are objective and proven reasons to suggest otherwise.

Experience and Previous Service: The member must have the required knowledge, skills and experience to perform his/her duties in view of the role, position and skills required by the Company for the position and successful career in his/her respective field. Experience covers both practical and professional experience, as well as theoretical knowledge that has been acquired. The member must also be able to substantiate any prior service, which meets the requirements of this paragraph.

Independent will: The member should have the necessary behavioral skills which include among others the ability to form and express independent judgement on all matters dealt with by the BoD, and to maintain an impartial attitude and mentality, which allows the member of the BoD to carry out his/her work as he/she believes and not accept compromises in terms of its quality and, if necessary, to challenge decisions proposed by other members of the Board of Directors.

(b) not have a conflict of interest with the Company:

The Company has adopted and implements a Conflict of Interest Policy which includes procedures for the prevention of conflicts of interest, measures for the disclosure and management of conflicts of interest and any cases and conditions that, exceptionally, would be acceptable for a member of the BoD to have conflicting interests, provided that the member's interests are significantly limited or properly managed. All real and potential conflicts of interest at the BoD level are subject to adequate notification, discussion, documentation, decision-making and proper management (i.e. the necessary measures to reduce conflicts of interest are taken).

In addition, independent members must meet the criteria set out in the applicable law.

The Nomination and Compensation Committee ensures that the candidate member of the BoD of the Company does not have professional qualities incompatible with the status of member of the BoD of the Company, and that personal, business or professional interests and the relationships of the candidates do not consistently conflict with the interests of the Company and the Group, in accordance with the applicable legal and regulatory framework.

(c) be able to devote sufficient time to perform his / her duties based on the description of his / her position, role and duties. In order to determine the adequacy of time, the capacity and responsibilities assigned to the member of the BoD, the number of his / her positions as a member in other BoDs are taken into consideration and the resulting qualities held by that member at the same time, as well as other professional or personal commitments and conditions.

In accordance with article 46 of Law 4514/2018, and the specification of the Guidelines on the management body of market operators and data reporting services providers which were issued by the European Securities Markets Authority (ESMA) on 19.12.2017, members of the BoD may not hold more than one of the following combination of positions in Boards of Directors at the same time: (a) a position as executive member of the BoD and two positions as non-executive member of the BoD; (b) four positions as non-executive member of the BoD. Positions of executive or non-executive member of a Board of Directors in companies of the same group or in which the market operator has a special participation are considered as one position of a member of the Board of Directors. The Hellenic Capital Market Commission may allow members of the Board of Directors to hold one additional position of non-executive member of a Board of Directors.

(d) In addition, in the context of evaluating the adequacy of knowledge, skills and experience that candidates are being examined on, it is desirable to have one or more of the characteristics mentioned below, that the BoD collectively covers:

- Theoretical and practical experience in capital market operations. Adequate understanding of capital markets and of the special characteristics of operators of organized markets.
- Financial experience: adequate understanding of audit and accounting issues, financial reporting and the ability to interpret the financial information of the Company, identify key issues based on those data, and appropriate control systems and measures.
- Strong commitment to implement internationally recognized best practices with an emphasis on corporate governance, risk management, regulatory compliance and the System of Internal Audit ("SIA").
- Regulatory framework and governance: Adequate knowledge of the regulatory framework of operation of organized market operators, matters of corporate governance and legal responsibility.

- Risk management: Ability to oversee the risk management framework including the risk management culture and the appetite for assuming risk. Ability to identify, evaluate and classify the major risks faced by the Company. Understanding the fundamental issues related to risk management, as well as fund management.
- Strategy: Understanding the environment in which the Company operates, including the ability to recognize the interests of the parties involved (e.g. shareholders, listed companies, trading members, clearing members, operators, custodians, Regulatory Authorities, employees), the economic interdependencies, as well as other external influences in the ability of the organization to achieve its goals.
- Leadership profile: Experience in large Groups (listed or non-listed on an exchange), active in various sectors, preferably in leadership positions (e.g. BoD Chairman, Chief Executive Officer or other senior management role).
- Willingness argue constructively in the formulation of BoD decisions: Willingness and moral and intellectual stature to constructively challenge the decisions and actions of the executive management of the Company, while maintaining the necessary teamwork spirit and avoiding tensions.
- Balance in the participation of the two sexes: Satisfactory balance between men and women on the Board of Directors, in accordance with the regulatory framework in effect.
- Independence: in case of an independent non-executive position, the candidate must meet all formal independence criteria set out by the regulatory and legal framework.
- Independence: In case of evaluation for the position of independent member, the candidate must meet all the formal criteria of independence set by the regulatory and institutional framework. The independent non-executive members of the Board of Directors must notify the Board of Directors in a timely manner of any event that may cause a change in their status as independent members of the Board of Directors.

In addition, it should be ensured that the Board of Directors has, collectively, the management capacity required to perform its role and duties, as well as that it adequately understands the activities of the Company and the risks involved in these activities. In assessing the overall suitability of the Board of Directors, at least the following areas of knowledge and the following areas of expertise are considered:

a. each of the key activities of the market operator
b. accounting and financial reporting
c. strategic planning
d. risk management
e. regulatory compliance and internal audit
f. information technology and security
g. local, regional and world markets, as appropriate
h. regulatory environment and
i. management of (international or) domestic groups and the risks associated with group structures, as appropriate

Additional criteria for the executive members of the BoD: The persons under consideration for the position of executive member of the BoD must also be willing to enter into a full-time or service contract with the Company and to have demonstrated, in both the current and past positions, that they have the experience, ability and integrity as executive members to lead the Company (and its Group) in achieving its strategic goals.

According to par. 3 and 4 of art. 44 of Law 4514/2018, the Hellenic Capital Market Commission checks the suitability of the members of the Board of Directors.

2.8. Suitability of the members of the BoD

The current Board of Directors of the Company was elected to a four-year term of office by the Annual General Meeting of shareholders in 2019, and its term of office ends on 30.5.2023, extended until the General Meeting that will convene after the end of its term of office, and consists of thirteen (13) members.

On 31 December 2020 as well as the date of publication of the 2020 Annual Financial Report, the BoD has the following composition:

Name	Position	Date of 1st election and any reelection	End of term of office
1. George Handjinicolaou	Chairman, non-executive member	Election 27.12.2017 Reelection 30.05.2019	30.05.2023
2. Alexios Pilavios	Vice Chairman, non-executive member	Election 28.09.2011 Reelection 30.05.2019 (most recent)	30.05.2023
3. Socrates Lazaridis	Chief Executive Officer, executive member	Election 26.10.2010 Reelection 30.05.2019 (most recent)	30.05.2023
4. Alexandros Antonopoulos	Independent non-executive member	Election 19.04.2010 Reelection 30.05.2019 (most recent)	30.05.2023
5. Konstantinos Vassiliou	Non-executive member	Election 16.02.2015 Reelection 30.05.2019 (most recent)	30.05.2023
6. Giorgos Doukidis	Independent non-executive member	Election 30.05.2019	30.05.2023
7. Ioannis Emiris	Non-executive member	Election 28.01.2013 Reelection 30.05.2019 (most recent)	30.05.2023
8. Polyxeni Kazoli	Independent non-executive member	Election 30.05.2019	30.05.2023
9. Sofia Kounenaki – Efraimoglou	Independent non-executive member	Election 31.08.2010 Reelection 30.05.2019 (most recent)	30.05.2023
10, Ioannis Kyriakopoulos	Non-executive member	Election 22.02.2016 Reelection 30.05.2019	30.05.2023
11. Adamantini Lazari	Independent non-executive member	Election 29.12.2009 Reelection 30.05.2019 (most recent)	30.05.2023
12. Spyridoula Papagiannidou	Independent non-executive member	Election 30.05.2019	30.05.2023
13. Nikolaos Chryssochoides	Non-executive member	Election 07.05.2007 Reelection 30.05.2019 (most recent)	30.05.2023

In particular, the Board of Directors of the Company consists of:

- 12/13 (92%) non-executive members
- 6/13 (46%) Independent non-executive members
- 4/13 (31%) women

The biographical statements of the members of the current Board of Directors are available on the website of the Company (www.athexgroup.gr).

Mrs. Maria Saxoni, attorney, head of the Group Corporate Secretary & Corporate Governance Unit has been appointed since 2007 Secretary to the Board of Directors.

2.9. Responsibilities of the Board of Directors

The Board of Directors (BoD) has a supervisory and executive role. The supervisory role is supported by the establishment of the necessary (as appropriate) committees of the Board of Directors based on legislation in effect and the governance principles followed.

A key responsibility and duty of the members of the Board of Directors is to continuously strive to increase the long term economic value of the Company and to defend company interests in general within the framework of all related legal and supervisory requirements. The Board of Directors is responsible for drafting and approving a documented Business Strategy and to set clear business objectives for the Company.

The Board of Directors, acting collectively, manages and administers corporate affairs. It generally decides any matter that concerns the Company, and takes any action, except those for which either by Law or by the Articles of Association, authority rests with the General Meeting of shareholders.

The Board of Directors of the Company has, as a whole, sufficient knowledge and experience, at least regarding the most important functions of the Company, so that it can carry out its supervision on all of its operations, either directly or indirectly through the relevant committees of the Board of Directors. In order to avoid conflict of interest, the Company adopts best practices and corporate governance principles that apply, especially regarding the separation of executive and supervisory duties of the members of the Board of Directors.

1. The Board of Directors manages the Company and develops its strategic orientation, having as its primary obligation and duty to constantly strive to increase the long term economic value of the Company and to defend corporate interests in general.
2. The Board of Directors, in discharging its powers and performance of its duties, takes into account primarily the interest of shareholders, company employees, other interested parties and the social benefit of its actions. The BoD decides using its fair entrepreneurial judgment.
3. The BoD observes and duly complies with the provisions of the Law as part of the activities of the Company and of the companies associated with it.
4. Decisions that are critical for the Company, especially the specification of its goals and the determination of its strategy are taken only by the BoD. In particular, the BoD:
    - Determines the general business strategy of the Company and its subsidiaries.
    - Drafts the business plan for the time frame that it deems necessary.
    - Approves the annual budget of the Company and monitors its execution on a quarterly basis.
    - Controls and decides on investments (capital expenditures) by the Company.
    - Audits the financial statements.
    - Determines the goals to be attained and the means of attaining them.
    - Decides on buyouts, mergers and spinoffs.
    - Decides the first level of the organizational structure of the Company and its staffing.
    - Approves the General Governance Principles of the Company and its subsidiaries, and decides on the staffing of the bodies required to operate the regulated activities of the Group.
    - Determines and staffs the Committees of the Board of Directors that are foreseen by the Corporate Governance Code that the Group complies with.
    - Defines and supervises the implementation of the Company's corporate governance system, controls the effectiveness of the Company's corporate governance practices and makes the necessary modifications.
    - Selects, monitors and replaces executive members, in case of resignation or forfeiture, and sets down the plan for their succession.
    - Determines the remuneration of executive members and other members of the BoD, based on the long term interests of the Company and its shareholders.

- Ensures that a transparent process is maintained in the proposals to elect new members to the BoD.
- Monitors and resolves potential conflicts of interest of managers and shareholders, including poor management of corporate assets and abuse in relation to transfers to persons closely related with members of the BoD.
- Ensures the integrity of the financial reporting and independent audit systems, as well as the optimum operation of the appropriate internal audit systems, especially for financial and operational audit, risk management and compliance with the legal and regulatory framework in effect.

In addition, the Board of Directors has the final responsibility for managing the Company's risks. The responsibilities of the Board of Directors regarding risk management are the following:

- Oversee the development and implementation of an appropriate risk management strategy that reflects the decision for risk appetite and ensures that management is aligned with that decision.
- Oversee development and implementation of an appropriate internal audit system
- Assess compliance with the approved strategy, based on briefing on risks that include information on key risk factors, as well as regular assessment reports on their overall structure.
- Develop policies and procedures on risk that are consistent with the strategy of the Company and the Group.
- Monitor compliance by management with the policies and risk management procedures.
- Take measures to raise awareness concerning risk.
- Encourage an organizational culture of awareness concerning risk.
- Examine laws, regulations and best practices locally and internationally.
- Carry out official reviews of the risk management systems on an annual basis.
- Review the risk policies and procedures at the Board of Directors and committees and assess risk on a continuous basis.
- Take ultimate responsibility for risk management at the Company.
- Ensure that the policies, the procedures and the controls of the Company are consistent with the tolerance / appetite and ability of the Company to assume risk, and that these policies, procedures and controls address the way the Company identifies, reports, monitors and manages risks.
- Determine and document an appropriate level of risk tolerance and risk capability for the Company and for all the services it provides.

In order to fulfill their obligations, the members of the BoD have the right of free access to factual, material and timely information.

2.10. The exercise of the powers of the Board of Directors

The Board of Directors acts collectively and is responsible to decide on any action that concerns the management of the Company, the management of its assets and in general the promotion of corporate affairs and the pursuit of its objectives, in accordance with the powers conferred upon it under article 10 of the Articles of Association of the Company and the law.

The Board of Directors meets as a Board in accordance with the relevant provisions of Law 4548/2018 and the Articles of Association of the Company. In order for a meeting to be legal, the quorum is ascertained based on all members of the Board which participate and express an opinion on the matters raised The Board decides based on the majority principle, which is calculated based on the total number of members present and represented.

Members of the Board of Directors must carry out their duties with due diligence. This diligence is judged based on the status of each member and the duties assigned her by the law, the Articles of Association or by decision of the competent corporate bodies. This diligence assumes that the member of the Board, in carrying out her duties, acted in accordance with corporate interest. Safeguarding corporate interest requires judgement on the part of the Board member, as well as a classification of the individual interests which comprise corporate interest, in order to serve those which best promote general corporate interest.

The responsibility of the Board of Directors, as a collective body, responsible for the management of the Company and the management of corporate affairs, is judged based on the provisions of article 102 of Law 4548/2018. A member of the Board is relieved of his responsibility if he can prove that he acted with due diligence in carrying out his/her duties, i.e. the care of a prudent businessperson operating in similar circumstances.

2.11. Duty of faith – Conflicts of interest

The members of the Board of Directors must exert all diligence in the performance of their duties. This diligence is judged, however, in light of the specific role that the member has assumed, as executive, non-executive or independent. Diligence presupposes that the member of the Board, in the exercise of his/her duties, acted in the corporate interest. The members of the Board of Directors must in particular:

a) Maintain strict confidentiality about corporate affairs and the secrets of the Company, which became known to them due to their status as members of the BoD.

b) Take all reasonable measures and ensure that secrecy and confidentiality of all confidential information of the Company and the Group are maintained. Any confidential information that comes to their attention during the exercise of their duties as Members of the BoD of the Company, should not be disclosed either during their term or after its expiration (in any way) to third parties, unless required by the legal or regulatory framework or is allowed based on the respective policies and procedures applied by the Company.

Even after their departure from the BoD, the members of the BoD must strictly maintain the confidentiality of any information that has not been disclosed by the Company and not disclose information, reports and data of the Company or general information that came to their knowledge during the performance of their duties, unless otherwise disclosed.

The Members of the Board of Directors must:

a) Not pursue own interests that are against the interests of the Company.

b) Disclose in a timely and adequate manner to the other members of the Board of Directors their own interests, which may arise from transactions of the Company, which fall within their duties, as well as any conflict of their interests with those of the Company or related with it companies within the meaning of article 32 of law 4308/2014, which arises during the exercise of their duties. They must also disclose any conflicts of interest of the Company with the interests of the persons of paragraph 2 of article 99 of Law 4548/2018, if they are related to these persons. A sufficient disclosure is one that includes a description of both the transaction and the interests themselves. This disclosure is made to the Board of Directors of the Company either directly to its individual members or through the Chairman of the Board. The notification does not need to be in writing, but it does need to be done in a way that can be proven. The notification can also be made during the meeting of the Board of Directors and recorded in the minutes of meetings of the Board.

The Company publishes the cases of conflict of interest and any contracts that have been concluded and fall under article 99 at the next Annual General Meeting of shareholders. Publication also takes place in the annual report of the Board of Directors.

The member of the Board of Directors is not entitled to vote on issues in which there is a conflict of interest with the Company either by him/her or by persons associated with him/her in a relationship subject to paragraph 2 of article 99 of Law 4548/2018. In these cases, the decisions are taken by the remaining members of the Board of Directors, and in case the inability to vote concerns so many members, that the remaining ones do not form a quorum, the other members of the Board of Directors, regardless of their number, must convene a General Assembly for the sole purpose of taking this decision.

Members of the BoD are allowed to carry out transactions for their own interest, to the extent that these transactions are not contrary to corporate interest.

However, if there is a conflict of interest between the member and the Company, the obligation to disclose the situation applies, in accordance with the above. It is also noted that the regulation of articles 99, 100 and 101 of Law 4548/2018 applies, as well as article 66 of the Civil Code.

2.12. Prohibition of competition

The members of the Board of Directors who participate in any way in the management of the Company, as well as its executives, are prohibited to carry out, without the permission of the General Meeting or a relevant provision of the Articles of Association, on their own account or on behalf of third parties, acts subject to the purposes of the Company, as well as to participate as general partners or as sole shareholders or partners in companies that pursue such purposes.

In case of culpable violation of the prohibition of the previous paragraph, the Company is entitled to claim compensation. However, instead of compensation, it may require that, for transactions performed on behalf of the member or the executive himself, to consider that these transactions were performed on behalf of the Company, and that for transactions performed on behalf of a third party, to pay to the Company the fee for the mediation or to assign to it the relevant claim.

These claims are written off after one (1) year from the time the above transactions were announced at a meeting of the Board of Directors or notified to the Company. The stature of limitations period, however, occurs five (5) years after the prohibited act was carried out.

2.13. Operation of the Board of Directors

The Board of Directors is convened by the Chairman or the Vice Chairman replacing him, and meets at the headquarters of the Company, or through teleconference, in accordance with the provisions of law 4548/2018 that are in effect, at least once a month. In order to achieve the maximum possible quorum, the Board of Directors sets at the end of November of each year the dates of its scheduled meetings for the following year. The Board of Directors has the flexibility to meet whenever deemed necessary.

The Board of Directors can legally meet outside its headquarters in another location, either in the country or abroad, provided that at the meeting all of its members are present or represented, and no member is opposed to holding the meeting and to taking decisions.

The Board of Directors has a quorum and is legally in session when one half plus one of the members is present or represented; however, the number of members that are present cannot be less than three (3). In order to calculate the number necessary for the quorum, any fractional remainder is discarded.

When the Board of Directors meets by teleconference, the members that participate in the teleconference are considered to be physically present.

The decisions of the Board of Directors are taken by an absolute majority of those present and represented, unless the law or the Articles of Association stipulate otherwise.

In the meetings of the Board of Directors that have as an item the preparation of the financial statements of the Company, or in which the agenda includes issues, for the approval of which law 4548/2018 provides for the decision of the General Meeting with increased quorum and majority, the Board of Directors is in quorum when at least two independent non-executive members are present. In case of unjustified absence of an independent member in at least two (2) consecutive meetings of the Board of Directors, this member is considered to have resigned. This resignation is ascertained by a decision of the Board of Directors, which replaces the member, in accordance with the procedure of par. 4 of article 9 of law 4706/2020.

A member of the Board of Directors may be represented at the meetings only by another member of the Board of Directors, authorized in writing (including email, telegram or telefax), addressed to the Board of Directors. Independent members of the Board of Directors are represented only by other independent members.

Drafting and signing minutes by all members of the Board of Directors or their representatives is equivalent to a decision of the Board of Directors, even if no meeting had previously taken place.

The discussions and decisions of the Board of Directors are recorded in summary form in a special ledger which may be kept electronically. At the request of a member of the Board of Directors, the Chairman is obliged to record in the minutes an exact summary of the member's opinion. In this ledger, a list of members present or represented at the meeting of the Board of Directors is recorded.

The Chairman presides over the BoD, chairs its meetings and when he is absent or unable, he is replaced by the Vice Chairman of the BoD and the later other member appointed by decision of the BoD. The Chairman is responsible for the agenda and ensuring the necessary time for the discussion of all the items in it, and access by the non-executive members of the Board of Directors to all the necessary information for the effective exercise of their supervisory and decisive work.

In addition, the Chairman has the responsibility to promote a culture of honesty and dialogue among members facilitating the active participation of non-executive members and ensuring constructive relationships between executive and non-executive members.

According to the Articles of Association, the duties of Secretary of the BoD are performed by one of its members or any third non-member appointed by the BoD. The BoD has assigned by a decision the support of its work to a competent, specialized and experienced Corporate Secretary, who attends its meetings. The responsibilities of the Secretary of the Board of Directors include ensuring the good flow of information to the Board of Directors as well as between senior management and non-executive members of the Board of Directors and supporting the Board of Directors in governance matters.

The Secretary of the Board of Directors is responsible for ensuring that the procedures of the Board of Directors comply with legislation and the corporate governance rules applied by the Company. The Secretary provides advice and services to all members of the Board of Directors. In carrying out his duties, the Secretary of the Board of Directors reports to the Board of Directors.

In 2020 the Board of Directors met fourteen (14) times.

The table below shows the participation of members to the meetings of the BoD and its Committees.

	Board of Directors		Audit Committee		Risk Committee		Nomination & Compensation Committee		Strategy Committee	
	Average participation	Total # of meetings	Average participation	Total # of meetings	Average participation	Total # of meetings	Average participation	Total # of meetings	Average participation	Total # of meetings
	98%	14	100%	12	100%	4	100%	6	97%	8
Name	Participation	Number of meetings	Participation	# of meetings during the term of office	Participation	# of meetings during the term	Participation	# of meetings during the term of office	Participation	# of meetings during the term of office
George Handjinicolaou	100%	14/14	-	-	-	-	100%	6/6	100%	8/8
Alexios Pilavios	100%	14/14	-	-	-	-	-	-	100%	8/8
Socrates Lazaridis	100%	14/14	-	-	-	-	-	-	100%	8/8
Alexandros Antonopoulos	100%	14/14	100%	12/12	-	-	-	-	-	-
Konstantinos Vassiliou	86%	12/14	-	-	-	-	-	-	88%	7/8
Giorgos Doukidis	100%	14/14	100%	12/12	100%	4/4	100%	-	100%	8/8
Ioannis Emiris	100%	14/14	-	-	-	-	-	-	100%	8/8
Polyxeni Kazoli	100%	14/14	-	-	-	-	100%	6/6	-	-
Sofia Kounenaki – Efraimoglou	100%	14/14	-	-	-	-	100%	4/4	-	-
Ioannis Kyriakopoulos	100%	14/14	-	-	100%	4/4	-	-	-	-
Adamantini Lazari	100%	14/14	100%	12/12	-	-	-	-	-	-
Spyridoula Papagiannidou *	92%	13/14	-	-	100%	4/4	100%	1/1	88%	7/8
Nikolaos Chryssochoides	92%	13/14	-	-	-	-	-	-	100%	8/8

** Mrs. Spyridoula Papagiannidou replaces Mrs. Sofia Kounenaki-Efraimoglou on the N&CC on 30.11.2020*

2.14. Remuneration of members of the Board of Directors – Remuneration Policy

A key requirement for continuous, long term growth, as well as for ensuring the constant presence and sustainability of the company in the market, is the alignment of the goals and motives of the members of the BoD, executives and in general all employees of the business with the aims of shareholders as well as with overall market conditions.

The Company establishes, maintains and applies the key principles and rules in relation to the remuneration of the Members of the Board of Directors and executives (hereinafter “Remuneration Policy”) that contribute to the corporate strategy, the long-term interests and sustainability of the Company.

The Remuneration Policy was approved in accordance with article 110 of Law 4548/2018 and the decision of the Annual General Meeting on 30.05.2019, and was registered on 21.06.2019 in the General Commercial Registry. The Remuneration Policy went into effect following its approval by the General Meeting and will apply for fiscal years 2019-2021, unless the General Meeting during that time decides to amend it.

The purpose of the Remuneration Policy is to maximize the value of the Company, by supporting a culture of continuous improvement, development, high performance and commitment to the achievement of goals and interests of all stakeholders. The Remuneration Policy also sets the guidelines that the Human Resource Management Division should take into consideration for the remuneration strategy that is applied at the Group.

The Board of Directors makes a proposal that is submitted to the General Meeting concerning the remuneration of its members for the services provided. This proposal is drafted in compliance with the legal and regulatory framework to which the Company is subject to, based on the Remuneration Policy of the Company and best practices in the sector, in a manner that adequately reflects the time and effort that members are expected to make in order to contribute to the work of the Board of Directors and its Committees, but at the same time promote the efficiency of the work of the Board of Directors.

The Non-Executive Members of the Board of Directors receive base pay for their participation as members of the BoD, the time devoted in meetings of the BoD and in the execution of duties assigned to them.

The non-executive Chairman receives annual base pay for carrying out his role.

Non-Executive Members receive an additional fixed amount for supplementary responsibilities, such as the chairmanship and participation in Committees, which is approved by the General Meeting.

The remuneration of the Non-Executive Members is paid in cash and is subject to the deductions provided for by tax and social security legislation in effect. The amount payable takes into consideration the time commitment and the active participation of the member in the Board of Directors & Committees meetings.

Non-Executive Members do not participate in any retirement, fringe benefits or long-term incentives plan, and do not receive additional remuneration (bonus), stock options or other performance-related remuneration.

The remuneration of non-executive members of the Board of Directors, for their participation at the meetings of the Board of Directors and in the Committees of the Company for fiscal year 2020 which were preapproved by the General Meeting of shareholders on 2020 was the following:

Annual base pay for participating in the BoD	
Non-executive Chairman of the BoD	€7,500.00
Non-executive Member	€5,000.00

Supplementary to base pay annual remuneration for participation in Committees		
Committee	**Chairman**	**Member**
Audit Committee	€6,750.00	€4,500.00
Nomination & Compensation Committee	€2,250.00	€1,500.00
Risk Committee	€3,750.00	€2,500.00
Strategic Planning Committee	€3,750.00	€2,500.00
IT Advisory Committee	€6,000.00	€6,000.00

All of the abovementioned amounts are gross before taxes and other fees, including third party fees.

In particular, the remuneration of the non-executive members of the Board of Directors that were paid to the members of the Board of Directors for their participation in the Board of Directors and the Committees in 2020 amount to €117,000.12 (net remuneration €101,006.20), and in particular:

- Gross remuneration totaling €62,500.44 for BoD representation expenses for the non-executive members; net remuneration: €53,956.63.
- Gross remuneration totaling €15,750.00 for Audit Committee members; net remuneration: €13,596.98.
- Gross remuneration totaling €5,250.00 for Nomination & Compensation Committee members; net remuneration: €4,532.33.
- Gross remuneration totaling €18,749.76 for Strategic Planning Committee members; net remuneration: €16,186.67.
- Gross remuneration totaling €8,749.92 for Risk Committee members; net remuneration: €7,553.81.
- Gross remuneration of €6,000.00 for the member of the IT Advisory Committee; net remuneration: €5,179.80.

The remuneration of the executive member of the Board of Directors (Chief Executive Officer) is preapproved by the General Meeting of shareholders. As regards the remuneration of the executive members of the Board of Directors, the following apply:

- The Remuneration Policy of the Company as approved above, for positions of a similar level with those held by the members of the Board of Directors in question; and
- the terms of their individual employment contracts (which have been approved by the GM of shareholders of the Company).

The remuneration structure for executive members of the Board of Directors which do not receive remuneration for their participation in the Boards of Directors of the companies of the Group, includes a fixed and an ancillary part, as follows:

- Annual base pay and representation expenses
- Ancillary benefits (in the form of additional benefits), always in accordance with their position in the Company hierarchy, the corresponding corporate policies, and in accordance with the terms of their indefinite term employment contracts.

In particular:

Annual base pay is the fixed part of the remuneration for executive members of the Board of Directors, and is determined in their individual employment contracts following approval by the General Meeting of shareholders of the Company, taking into consideration the level of their position in the organization, the importance of their position, their duties and responsibilities as well as market data on comparable positions of a similar level.

As far as other additional benefits are concerned, executive members of the Board of Directors receive ancillary benefits, which are provided without exception to all personnel of the Group, are part of the overall policy of the Company and do not provide any incentive for assuming risk. Such benefits are for example health insurance.

It should be noted that the Annual General Meeting of shareholders of the Company of 29.5.2014 approved the extension of the term in the individual employment contract of the Chief Executive Officer concerning the reduction in their annual remuneration, which for fiscal year 2020 amounts to €192,658 annually, has been preapproved by the General Meeting on 29.5.2020 and will be submitted for approval to the forthcoming General Meeting.

The abovementioned remuneration of the Chief Executive Officer covers his services to all the companies of the Group. No stock options have been granted during the year. As of the publication date of this Report, no bonus has been approved for 2020. If there is, this will be included in the annual remuneration report that will be submitted for approval by the Annual General Meeting.

2.15. Assessment of the structure, the size, the composition and the effectiveness of the Board of Directors

The Company assesses the way the Board of Directors and its Committees function and carry out their duties. Locating and assessing the strengths and weaknesses is a prerequisite for the improvement of the effectiveness of the BoD.

In order to assess the Board of Directors, the provisions of article 46 of law 4514/2018 “Markets in financial instruments and other provisions”, as well as the Guidelines on the management body of market operators and data reporting services providers which were issued by the European Securities Markets Authority (ESMA) on 19.12.2017, are applied by the “Nomination and Compensation Committee” (“the Committee”), and, additionally, the Hellenic Corporate Governance Code, as it applies, in accordance with which there is a General Principle on the regular self-assessment by the Board of Directors of its effectiveness in carrying out its duties, as well as that of the Chairman and of the BoD Committees.

In addition to the above self-assessment of the Board of Directors, every two years an assessment of the Board of Directors is carried out by an independent specialized consultant.

The assessment takes place within the first quarter of each year and concerns the previous year. The Committee oversees the assessment process, and plans and coordinates the regular assessment process of the Board of Directors and its members, the Committees of the Board of Directors, the Chairman of the Board of Directors and the Chief Executive Officer, ensuring that it is carried out adequately. The Committee:

(a) Periodically – at least annually – assesses the suitability of the structure, the size, the composition and performance of the Board of Directors and its Committees and submits proposals to it related to potentially required changes

(b) Periodically – at least annually – assesses the knowledge, abilities and experience of the members of the Board of Directors individually and the Board as a whole, and submits reports to the Board of Directors

(c) Periodically – at least annually – assesses the performance of the Chairman of the Board of Directors and its Committees

(d) Periodically – at least annually – evaluates the performance of the Chief Executive Officer on the current fiscal year always in conjunction with the goals of the approved budget and prevailing market conditions.

The assessment of effectiveness is performed by filling out assessment questionnaires prepared by the Committee which cover the overall requirements / expectations as part of the provisions of the Law and the Corporate Governance Code.

Besides the questionnaires, the Committee may gather any additional material it deems useful to the process, carry out personal interviews with the members of the Board of Directors or / and senior executives of the Group who do not participate in it but are in contact with the members of the Board of Directors etc.

The Committee summarizes the results of the assessment. After discussion among its Members, they are presented and discussed at the Board of Directors of the Company where the appropriate remedial measures are proposed and decided to resolve any identified weaknesses.

In March 2020, the Committee carried out the – planned as above – annual assessment of the Board of Directors and presented the findings to the Board of Directors.

In addition, an independent advisor updated the Succession Plan of the Board of Directors, which had taken place for the first time in 2019, based on the strategy of the Group which is under development, so that the Plan may be essentially implemented by the BoD in 2021.

The results were reviewed by the Committee and were then presented and discussed at the Board of Directors in November 2020. Based on the findings, the Board of Directors will take all necessary actions by staffing its team with the corresponding - appropriately differentiated by member - skills and knowledge, as required by the Law and the strategic plan of the Company, in order to align it with the latest developments and best corporate governance practices.

2.16. Other professional commitments of the members of the BoD

In accordance with article 46 of law 4514/2018 and the Guidelines on the management body of market operators and data reporting services providers which were issued by the European Securities Markets Authority (ESMA) on 19.12.2017, the Members of the Board of Directors are required to confirm in writing that they comply with the limitations in the number of positions that a member of the BoD may hold.

The members of the current Board of Directors have notified the Company about the following professional commitments (including significant non-executive commitments to corporations and non-profit organizations):

BoD member	Professional commitment
George Handjinicolaou	• Non-executive Chairman of the BoD of the subsidiary Hellenic Central Securities Depository • Non-executive Chairman of the Board of Directors at Piraeus Bank and Chairman of the Strategic Planning Committee • Non-executive Chairman of the BoD of the Energy Exchange Clearing House • Chairman of the BoD of the Hellenic Bank Association • Chairman of the BoD of the Piraeus Bank Group Cultural Foundation • Vice Chairman of the BoD of the Council on Competitiveness of Greece • Etolian Capital LLC, Partner • George & Judith Handjinicolaou Foundation, Trustee
Alexios Pilavios	• Non-executive Chairman of the BoD of the subsidiary Athens Exchange Clearing House • Non-executive Chairman of the BoD at Alpha Asset Management • Non-executive Vice Chairman of the BoD at ABC Factors • Independent non-executive member of the BoD of Mytilineos
Socrates Lazaridis	• Chief Executive Officer and executive member of the BoD of the subsidiaries “Athens Exchange Clearing House” and “Hellenic Central Securities Depository” • Chairman of the Stock Markets Steering Committee • Member of the BoD of the Hellenic-American Chamber of Commerce • Member of the BoD of the Hellenic Council on Competitiveness • Vice Chairman of the Federation of Euro-Asian Stock Exchanges (FEAS)
Alexandros Antonopoulos	• Business consultant to domestic and foreign companies • Member of the Investment Plan Committee of the Hellenic Chinese Chamber of Economic Cooperation
Konstantinos Vassiliou	• Executive member of the BoD of Eurobank Ergasias Services & Holdings • Executive member of the BoD of Eurobank • Deputy Chief Executive Officer, Head of Group Corporate & Investment Banking of Eurobank • Deputy Chief Executive Officer, Head of Group Corporate & Investment Banking of Eurobank Ergasias Services & Holdings • Vice Chairman, non-executive member of the BoD of Eurolife FFH Insurance Group Holding • Vice Chairman, non-executive member of the BoD of Eurolife FFH General Insurance • Vice Chairman, non-executive member of the BoD of Eurolife FFH Life Insurance • Chairman of the BoD of Eurobank Factors • Non-executive member of the Board of Directors of Eurobank Equities • Member of the BoD of Marketing Greece • Member of the General Council of SEV [Hellenic Federation of Enterprises]
Giorgos Doukidis	• Independent member of the subsidiary company Athens Exchange Clearing House • Non-executive member of the BoD of Alumil • Non-executive member of the BoD of Forthnet • Member of the BoD of the Aluminium Association of Greece • Member of the BoD of the Hellenic Committee ECR-Hellas • Professor at the Athens University of Economics and Business (AUEB)

BoD member	Professional commitment
Ioannis Emiris	• General Manager of Wholesale Banking at Alpha Bank • Chairman of the BoD of Alpha Finance • Non-executive Member of the BoD of the Hellenic Energy Exchange • Non-executive Chairman of the BoD of EnEx Clearing House
Polyxeni Kazoli	• Non-executive member of the BoD of the subsidiary Hellenic Central Securities Depository • Member of the BoD of the Hellenic Corporate Governance Council • Member of the BoD of the non-listed company VLAHAKIS • Member of the Supervisory Board of the Hellenic Corporate of Assets and Participations (HCAP) • DESMOS (NGO) – Member of the Advisory Council
Sofia Kounenaki – Efraimoglou	• Member of the BoD of the Athens Chamber of Commerce and Industry • Cashier of the BoD of ALBA (Athens Laboratory of Business Administration) • Member of the Advisory Committee of the Hellenic Corporate Governance Council • Non-executive member of the BoD of Lavipharm • Member of the Business Advisory Council of the Business MBA International Program at the Athens University of Economics • Vice-Chairwoman of the Hellenic – Latin American Business Council BoD • Member of the General Council of the Hellenic Federation of Enterprises (SEV) • Member of the BoD of the Peloponnesian Folklore Foundation (Foundation affiliated with the Foundation of the Hellenic World) • Member of the Advisory Council of Maniatakeion Foundation • Member of the Advisory Board της diaNEOsis • Member of the Non- Executive Directors’ Club • Vice Chairwoman of the Foundation of the Hellenic World • Chairman of the National Chamber Network of Women Entrepreneurs, a company of the Chamber of Commerce • Chairwoman of the BoD and Chief Executive Officer of Adrittos Holdings – a company of the Foundation of the Hellenic World • President of the Education and Integration of Immigrants and Refugees Institute
Ioannis Kyriakopoulos	• General Manager of Real Estate at National Bank of Greece and the Group • Non-executive member of the BoD of Prodea REIC • Executive Chairman of the following subsidiaries of the National Bank of Greece Group: a) Ethniki Ktimatikis Ekmetalefsis; b) NBG Property Services; c) Mortgage, Touristic PROTYPOS; d) EKTENEPOL Construction; e) KADMOS; f) DIONYSOS; g) Hellenic Touristic Works
Adamantini Lazari	• Non-executive Vice-Chairperson of the BoD of the subsidiary ATHEXCSD • Advisor to the Board - Domius Capital Advisors LLP (consulting company based in London) • Member of the Investments Committee of the Economists Occupational Insurance Fund • Founding partner and Member of the New Agriculture – New Generation
Spyridoula Papagiannidou	• Director in the Payment and Settlement Systems at the Bank of Greece • Independent Member of the BoDs of the subsidiary companies “Athens Exchange Clearing House” & “Hellenic Central Securities Depository”
Nikolaos Chryssochoides	• Chief Executive Officer of N. Chryssochoides Brokers • Vice Chairman of the BoD of the Association of Members of the Athens Exchange • Member of the BoD at Compro IT S.A. • Member of the BoD at NBG Asset Management

It is noted that no member of the Board of Directors of the Company participates in the Boards of Directors of more than five (5) listed companies.

2.17. Ownership of shares of the Company by BoD Members and senior executives

Shareholder	No. of shares (direct holdings)	% of the share capital of the Company
George Handjinicolaou, Chairman	1,150	0.002%
Socrates Lazaridis, Chief Executive Officer	13,200	0.022%
Dimitris Karaiskakis, Chief Technology Officer	4,000	0.007%
Nikolaos Porfyris Chief Post-trading & International Business Development Officer	3,000	0.005%
Georgia Mourla Deputy Chief Issuer Relations Officer	1,200	0.002%

3. Committees of the Board of Directors

The Board of Directors is assisted in its work by Committees. The BoD assigns some of its responsibilities to these Committees and approves their composition and Rulebooks of Operation, except for the composition of the Audit Committee, whose members are elected by the General Meeting. The BoD receives regular and ad hoc reports from the Committees, evaluates their performance in accordance with the provisions of the BoD Assessment Process. As part of the constant improvement of the organizational structure of the Company and the Group, specialized matters have been assigned by the Board of Directors to the following main Committees, which meet on a regular or ad hoc basis.

3.1. Audit Committee:

The Audit Committee has three members and consists of three (3) independent non-executive members of the Board of Directors that are not involved in the operation of the Company in any way, in order to be able to submit objecting and independent of conflict of interest judgment. The members of the Audit Committee as a whole have sufficient knowledge in the field in which the Company operates, while at least one member, who also has sufficient knowledge and experience in accounting / auditing, is always present at the meetings of the Committee concerning the approval of the financial statements.

On 31.12.2020 and the date of publication of the Annual Financial Report, the composition of the Audit Committee, which was appointed by the Annual General Meeting of shareholders of the Company on 30.05.2019, in accordance with the relevant provisions, is as follows:

Chairman	Alexandros Antonopoulos, independent Member
Members	Adamantini Lazari, independent Member
	Giorgos Doukidis, independent Member

The Audit Committee operates as an oversight committee supporting the Board of Directors of the Company with the aim to supervise the quality and integrity of the accounting and auditing mechanisms, as well as the processes by which the financial statements are produced.

In carrying out its duties, the Audit Committee supervises (i) the financial information process, (ii) the external audit process, (iii) the effectiveness of the internal audit systems, and (iv) the evaluation of the operation of the Internal Audit Division, and reports directly to the Board of Directors of the Company.

The main responsibilities of the Committee are:

Supervision of the Internal Audit Division

- Examine and approve the Internal Audit Regulation, and any amendments thereto, in order to assure that it complies with International Internal Audit Standards.
- Propose to the Board of Directors the appointment and dismissal of the Director of Internal Audit with the criterion of, among others, ensuring the independence and objectivity of the Internal Audit Division.

- Assess the Director of Internal Audit.
- Monitor and supervise the Internal Audit Division, including the professional conduct of its officials, in accordance with Greek and European laws and regulations, as well as International Standards and the Code of Conduct of the Institute of Internal Auditors (IIA) and evaluate the work, adequacy and effectiveness, without affecting its independence.

  In particular, it assesses the staffing, including the professional competence of the officials, and the organizational structure of the Internal Audit Division and identifies any weaknesses. If it deems appropriate, it submits proposals to the BoD in order for the Division to possess the necessary means, is adequately staffed with sufficient knowledge, experience and training, and have no restrictions in is work and have the anticipated independence.

  It is informed about the annual audit schedule of the Division before it is carried out and assesses it, taking into consideration the core business and financial risk sectors, as well as the results of previous audits. In this context, the Committee examines whether the annual audit schedule (in conjunction with any mid-term and short-term schedules) covers the main audit areas and systems that are subject to financial information and approves the short-term, mid-term and long-term plan of the Division and any possible amendments.

  It has regular meetings with the Director of Internal Audit to discuss matters of his responsibility, as well as any issues that may have arisen from the internal audits. The Committee is informed about the work of the Internal Audit Division and of its regular and ad-hoc reports, and informs the Board of Directors about their content. In this context it examines and assesses the audit reports of the Internal Audit Division as well as management comments.
- Receives key reports and audit findings at least on a quarterly basis and examines whether senior management executives take the necessary corrective measures on time in order to deal with audit weaknesses and other significant matters that are discovered by the Internal Audit Division and informs the Board of Directors.
- Assigns to the Division of Internal Audit the audit of any activity of the Company for which there is suspicion of fraud, and immediately informs the Board of Directors of important cases.
- Informs the Board of Directors on other internal audit matters of the Company, in accordance with the processes in effect.

Supervision of the external auditors

- Examines and submits recommendation to the Board of Directors, in accordance with article 16 of Regulation (EU) 537/2014 and the provisions of Law 4449/2017 and in general the legal and regulatory framework in effect, on the submission of a proposal to the General Meeting concerning the appointment, reappointment and recall of the certified auditors, as well as their terms of employment and their fee.
- Preapproves the remuneration of the certified auditor in accordance with the legal and regulatory framework in effect on the regular audit of the annual and six-moth financial statements and submits a proposal to the Board of Directors.
- Performs an annual assessment of the effectiveness, independence and objectivity of the certified auditor and oversees the periodic rotation of both the certified auditor and the key collaborators of the audit firm that carry out the audit.
- Is informed by the certified auditor on the annual mandatory audit schedule before it is implemented, assesses it and ensures that the annual mandatory audit schedule will cover the most significant audit areas, taking into consideration the key business sectors and financial risk of the Company. In addition, the Committee submits proposal on other important issues, whenever deemed necessary.
- Monitors the submission of the reports by the certified auditors for the Company and is informed about them.
- Informs the Board of Directors that the work of the certified auditors, insofar as the scope and the quality are concerned, is correct and adequate.

- Requests from the certified auditor to report in writing (Audit Letter) about any problems and weaknesses that have been located by the Internal Audit System during the audit of the annual financial statements of the Company, as well as any other material observations by submitting relevant suggestions, and is responsible and ensures that all necessary actions are made for submitting the Audit Letter to the Board of Directors.
- Discusses with the certified auditor any material auditing differences that arose from the audit, irrespective of whether they were resolved.
- Informs the Board of Directors about the results of the financial audit and explains through the report submitted by the certified auditor, how the financial audit contributed to the integrity of the financial information and the role of the Committee in the process.
- Submits proposals to the Board of Directors about the special areas where additional audits may be required by the auditors.
- Proposes to the Board of Directors about the periodic assignment, at least once every five years, of assessing the adequacy of the Internal Audit System of the Company to third parties, excluding the regular auditors, who must have the required experience for the task. The auditing firm assuming the work must not undertake more than two consecutive assessments.

Supervision of the Financial Statements

- Monitors the procedure and conduct of the statutory audit of the separate and consolidated financial statements and especially its performance and effectiveness and assists the Board of Directors in ensuring that the financial statements of the Company are reliable and in accordance with accounting standards, tax principles and the law.
- Ensures the existence of an effective process for providing financial information, monitoring, examining and evaluating this process, i.e. the mechanisms and production systems, the flow and dissemination of financial information produced by the organizational units of the Company, taking into consideration other public information (announcements, press releases etc.), compared to the financial information. In this context it submits to the Board of Directors recommendations or proposals to improve this process and ensure its integrity.
- In cases of significant disagreements between management and the certified auditor, it takes all necessary actions and recommendations in order to resolve them.
- Intervenes in order to resolve critical matters that may arise during the audit process, such as a potential difference of opinion between the auditor and those being audited.
- Is informed about the written assurances that the certified auditor requires from management, receives the Management Letter from the certified auditors which it subsequently submits to the Board of Directors.
- Informs the Board of Directors on matters for which the external auditors express strong reservations.
- Examines the financial statements as to their content, before they are submitted to the Board of Directors for approval, in order to evaluate their completeness and consistency in relation to the information given to it and the accounting principles applied by the Company, and expresses its opinion to the Board of Directors on the financial statements.

Supervision of the Auditing Mechanisms

- Monitors, examines and assesses the adequacy and effectiveness of the policies, processes and safeguards that comprise the Internal Audit System, ensuring the quality and risk management concerning the financial information of the Company without breaching its independence.
- Reviews the published information as to the Internal Audit System and the main risks and uncertainties in conjunction with financial information.

- In this context, it evaluates the methods used by the Company to locate and monitor risks, deal with the most significant risks through the Internal Audit System and the Internal Audit Division as well as their publication in the published financial statements in the proper manner.
- Informs the Board of Directors on its findings regarding the adequacy and systematic review of the Company's audit and risk management mechanisms, which ensure the effectiveness, adequacy, as well as the saving of resources in terms of the proper functioning of the Company and its subsidiaries as well as the Company's compliance with the laws and regulations concerning the integrity of the financial information process, and submits proposals for improvement if deemed necessary.
- Participates in the process of monitoring the implementation of the audit recommendations for improvements in control mechanisms and in the production process, in order to examine the implementation progress of the recommendations and any problems that arise in the relevant action plans.
- Submits proposals to the Board of Directors for dealing with weaknesses that have been identified, and follows-up on the implementation of measures decided.
- Is informed by the Director of Internal Audit on all important findings, for which management has decided to assume the risk of non-compliance, either due to the cost involved, or due to specific conditions. In these instances, it informs the Board of Directors, which is responsible for taking decisions on these matters.
- Submits to the Board of Directors reports for cases that have been reported to it of conflicts of interest in the transactions of the Company with related parties.
- Supports the Board of Directors in obtaining sufficient information in order to take decisions on matters of related party transactions.
- Ensures the existence of procedures in accordance with which Company staff may, confidentially, express its concerns about potential breaches of the law and irregularities in the gathering, processing and publishing of financial information, including complaints concerning matters of accounting, auditing, or concerning the operation of internal audit or other matters that concern the operation of the business.
- Assigns the conduct of an internal audit on any activity of the Company and its subsidiaries that it deems necessary.
- Directs both the certified as well as the internal auditors to audit projects, for which there is suspicion of fraud.
- Determines the terms for selecting and assigning to certified auditors, excluding the regular auditors, to assess the adequacy of the Internal Audit System and submits a proposal to the Board of Directors for the selection and the remuneration of the selected auditing firms to assess the Internal Audit System of the Company in accordance with the legal and regulatory framework. The assignment of such an assessment project must be made periodically and at least once every five years.

The Audit Committee meets regularly at least four times a year, i.e. every quarter, or more frequently if necessary, at the invitation of the Chairman. In particular, the Audit Committee has the express right to convene as often as it deems necessary in order to carry out its duties.

At the meetings of the Committee, besides the members, other persons may participate – without the right to vote - such as the Chief Executive Officer, chief officers, the Director of Financial Management, external auditors etc. All executives of the Company and the Group are obliged to present themselves to the Committee if invited.

At least two (2) times per year, the Audit Committee must meet with the external auditors without the presence of management.

The Committee has a quorum and is legally in session if the majority of its members are present, either in person or through a written authorization to another member of the Committee. The participation of a member of the Committee at a meeting through a video or audio link is to be considered valid for this purpose. In order for the Committee to take a valid decision, a majority of members must be present. If a decision on any matter of the Committee is not unanimous, the views of the minority shall be recorded in the minutes.

The Audit Committee reports to the Board of Directors on its activity at least once every quarter, either through minutes, or through written reports, and submits to the Board of Directors an annual report for its General Meeting.

In 2020, the Audit Committee met a total of twelve (12) times and all its decisions were taken unanimously. During each meeting, the review and settlement of all items on the agenda was completed, after the required information documents had been distributed and, as the case may be, the relevant managers, the statutory auditors and other experts had participated.

The participation of the members in the meetings of the Audit Committee is reflected in the above Participation Table of the Members of the Board of Directors at the meetings of the BoD and the Committees.

The Committee during the meetings above, dealt with all matters under its competence, as determined by the relevant provisions, with the most important ones being to:

- Inform the Board of Directors on the result of the statutory audit, propose to the Board of Directors the approval of the separate and consolidated annual financial statements before publication based on the accounting practices followed,
- Monitor and assess the adequacy and effectiveness of the policies, processes and safeguards of the Internal Audit System, quality assurance and risk management concerning the provision of financial information, without breaching its independence,
- Submit a recommendation for the appointment by the General Meeting of certified auditors, including their fee and terms of hire, without influence from third parties,
- Examine and assess the audit reports of the Internal Audit Division, as well as management comments,
- Monitor progress on Internal Audit findings, as well as findings of the IT systems audit,
- Approve the annual report and activities of the Internal Audit Division for fiscal year 2020,
- Be informed on the annual audit program of the Internal Audit Division,
- Approve the budget of the Internal Audit Division

The Audit Committee provided regular reports to the Board of Directors on the manner with which it carried out its duties. In addition, in 2020, the Audit Committee had four (4) meetings with the certified auditors of the Company, without the presence of management of the Company. During the abovementioned meetings, but also during its meetings with the presence of the competent executives of the Company, the Audit Committee ascertained the effectiveness of the audit procedure.

3.2. Nomination and Compensation Committee:

The Nomination and Compensation Committee is composed of three non-executive members of the Board of Directors, of which at least two are independent members. The duties of Chairperson are assigned by the Board of Directors to one of the independent non-executive members of the Committee.

On 31.12.2020 and the date of publication of the Annual Financial Report, the composition of the Nomination and Compensation Committee is as follows:

Chairwoman	Polyxeni Kazoli, independent member of the BoD
Members	George Handjinicolaou, non-executive Chairman of the BoD
	Spyridoula Papagiannidou, independent member of the BoD *

(*) Mrs. S. Papagiannidou replaces Mrs. Sofia Efraimoglou on the Committee on 30.11.2020

The members of the Committee must collectively possess sufficient knowledge, expertise and experience in the business activity of the Company in order to be able to evaluate the appropriate composition of the Board of Directors and to propose candidates to fill vacant positions of the Board of Directors.

The members of the Committee are selected based on their qualifications and experience in matters of corporate governance and should, in any event, meet the eligibility criteria, as set by the applicable legal and regulatory framework, while the size and collective trading of the Committee should be appropriate to the business model and functions of the Company.

The Committee must be set up in such a way that it can exercise its competent and independent judgment on remuneration policies and practices in a way that promotes sound and effective risk management without creating incentives to relax the risk standards of the Company.

Participation in the Nomination and Compensation Committee does not exclude the possibility of participating in other Committees of the Company.

The term of office of the members of the Committee is four years (4 years) and may be renewed indefinitely. The members of the Committee are appointed, dismissed and replaced by the Board of Directors. Loss of the status of member of the Board of Directors also entails the loss of the status of member of the Committee.

The main responsibilities of the Committee are to:

- Propose to the Board of Directors person or persons appropriate to succeed the Chairman, the Chief Executive Officer and the other members of the Board of Directors, in case of resignation or permanent inability to carry out their duties for any reason during their term of office.
- Locate, search, evaluate and propose to the Board of Directors or the General Meeting for approval a list of persons appropriate for election by the General Meeting as members of the Board of Directors of the Company.
- Evaluate the suitability of the structure, size, composition and performance of the Board of Directors and its Committees, and submit proposals to it concerning any required changes.
- Evaluate the combination of knowledge, skills and experience of the members of the Board of Directors individually and as a whole, and submit relevant reports to the Board of Directors
- Evaluate the effectiveness of executive management members during each fiscal year, always in conjunction with the targets of the approved budget and the conditions that are prevalent in the market.
- Design and further development of principles and policy rules concerning the system of remuneration (e.g. Remuneration Policy) of the members of the Board of Directors, including the executive members of the Board of Directors and senior executives in a manner that ensures compliance with the principles of transparency and corporate governance.

The Committee meets at the invitation of the Chairman, as many times as it is deemed necessary in order to perform its duties, but no less than once every calendar year. Each member of the Committee has the right to request, in writing, the convocation of the Committee, in order to discuss specific matters.

The Committee has a quorum and is legally in session if the majority of its members are present, either by physical presence or by written authorization to another member of the Committee. The participation of a member of the Committee in a meeting using visual or acoustic technological means is considered valid for this purpose. In order for the Committee to validly decide, a majority of members must be present. If the decision on any matter is not unanimous, the minority views are recorded in the minutes.

The duties of Secretary of the Committee have been assigned to the Secretary of the Board of Directors. The Secretary of the Committee keeps detailed minutes of its meetings. The minutes of the meetings are signed by all members present or represented.

Besides its members, other persons may be invited to the meetings of the Committee, without the right to vote, if deemed necessary, such as any member of the BoD, the Chief Executive Officer, the Chief Officers, the Director of Human Resources, executives or advisors of the Company etc. When executive members of the Company or subsidiary of the Group are invited, the Committee informs the Chief Executive Officer of the Company. All executives of the Company and the Group are required to appear before the Committee when invited.

The presence, participation and voting of a member of the Committee when discussing a matter that concerns it directly and personally, or has a conflict of interest, is not allowed. The above prohibition does not apply to decisions concerning the determination of policies, programs, terms or criteria for benefits or remuneration or other matters that have general application.

The Committee has the right to invite to its meetings any and all employees, executives or consultants of the Group which it deems necessary or useful.

The Committee is assisted in carrying out its work by the departments of the Company and is allowed to hire outside consultants and to determine the terms of engagement with them; these expenses will be borne by management's budget.

The Committee reexamines its rules of operation and either adds to or revises them with those amendments it deems useful.

In 2020, the Committee met a total of six (6) times, and all decisions were taken unanimously. During each meeting, the examination and resolution of all the items on the agenda was completed, after the required information documents had been distributed and, as the case may be, the relevant executives and other experts had participated.

The participation of the members in the meetings of the Committee is reflected in the above Participation Table of the Members of the Board of Directors at the meetings of the BoD and the relevant Committees.

At its meetings, the Committee dealt with all matters within its competence as defined by the existing provisions and its Rulebook of Operation, the most important of which are:

Remuneration issues

- Submission of a proposal to the Board of Directors and the General Meeting on the setting of the remuneration of non-executive members of the Board of Directors for their participation at the meetings of the Board of Directors and its Committees for fiscal year 2020.
- Submission of a proposal on the recommendation of the Chief Executive Officer to give bonus to executives of the Company, in the context of controlling its alignment with the approved Remuneration Policy.
- Review of the Remuneration Report that was drafted by a specialized consulting firm, under article 112 of Law 4548/2018, and submitted to the Annual General Meeting for approval.
- Briefing on the Annual Report of the Internal Audit, with which the said Unit submitted its findings from the central and independent internal audit of the Remuneration Policy that it carried out.
- Review and confirmation of the compliance of the current Remuneration Policy with the policies and procedures adopted by the Board of Directors, during which no weakness in its implementation, deviations, exceptions or comments regarding its implementation were identified. Also based on the relevant information of the Risk Management & Regulatory Compliance Unit, the Committee confirmed that the current Remuneration Policy of the Company is aligned with the current regulatory framework regarding Remuneration Policy, as this has not been amended in the last year. However, the Committee, as part of its responsibilities, noted the need to revise the current Remuneration Policy in the immediate future in order to incorporate the necessary improvements identified after the first year of implementation in order to submit it to the Annual General Meeting for approval.

Corporate issues

- It conducted the annual evaluation of the Board of Directors for 2020 in accordance with the relevant provisions, and presented the results to the Board of Directors.
- In the framework of its responsibilities for the creation of the necessary conditions to ensure effective succession and continuity to the Board of Directors, it submitted a proposal to the Board of Directors for the organization of the following three projects which were assigned by decision of the Board of Directors: a) Refreshment of the succession plan for members of the BoD (Board succession planning), b) Drafting the succession plan for the Chief Executive Officer (CEO succession planning), c) Designing a joint questionnaire and report in the framework of the annual collective and individual assessment of the BoD (collective / individual assessment of the Board) (2021).

Nomination issues

- It submitted a proposal to the Board of Directors for the filling of a vacant position in the Committee, following the resignation of Ms. Sofia Efraimoglou from the Committee on 18.11.2020. The Committee proposed to the Board of Directors the filling of the vacant position in the Committee by the independent Member of the Board of Directors, Mrs. Spyridoula Papagiannidou.

3.3. Strategic Planning Committee

The Strategic Planning Committee consists of at least three (3) members appointed by the Board of Directors. The Chief Executive Officer is an ex-officio member of the Committee. The Chairman of the Committee is the Chairman of the Board of Directors of the Company and, when the Chairman is absent or unable to, the Chief Executive Officer. In addition to the Chairman and the Chief Executive Officer, the Committee is composed of members of the Board of Directors and senior executives. Its members are selected on the basis of their ability and experience, and their term of office is three years which is indefinitely renewable.

On 31.12.2020 and the date of publication of the Annual Financial Report, the composition of the Strategic Planning Committee is as follows:

Chairman	George Handjinicolaou, Chairman of the BoD, non-executive member
Members	Socrates Lazaridis, Chief Executive Officer
	Spyridoula Papagiannidou, independent non-executive member of the BoD
	Konstantinos Vassiliou, non-executive member of the BoD
	Alexios Pilavios, non-executive member of the BoD
	Ioannis Emiris, non-executive member of the BoD
	Giorgos Doukidis, independent non-executive member of the BoD
	Nikolaos Chryssochoidis, non-executive member of the BoD

The purpose of the Strategic Planning Committee is to support the executive members of the BoD in formulating, developing and implementing the strategic options of the Group, assist the Board of Directors in decision-making on all matters related to the strategy of the Group, and to regularly oversee the implementation of the strategy by the management of the Group. The Strategic Planning Committee cooperates with other Committees, where appropriate as part of its responsibilities.

In order to fulfil its purpose, the Committee is tasked with the following responsibilities:

- Monitoring on a regular basis and analyzing matters of strategic importance of the Company, and, when required, submitting a recommendation to the BoD of the Company. In addition, it delineates the axes of the Business Plan and monitors and proposes on any matter of strategic importance to the Group.
- Ensuring that the Group develops a well-defined medium-term strategy in accordance with the instructions of the Board of Directors.
- Examining and reviewing the key objectives and major business initiatives before submitting them for approval to the Board of Directors.
- Examining and, if necessary, submitting proposals to the Board of Directors on all matters of strategic importance to the Group raised by the Chairman or the Chief Executive Officer.

The responsibilities of the Committee concern both the Company as well as the subsidiaries of the Group.

The Committee may delegate specific tasks and responsibilities that fall within its competence and duties, to one or more of its individual members to the extent permissible by applicable law, the Articles of Association and the Internal Rulebook of Operation of the Company, and provided there is no conflict of interest. The Committee meets at least three times per year, or ad hoc when necessary during the year, at the place and with the agenda specified by its Chairman in consultation with the Chief Executive Officer and announced to members. The items of the agenda and related documents are made available to each member at least three business days before the meeting. These documents may also be e-mailed.

The Committee may, by decision of its Chairman, meet by telephone or teleconference. The Chairman may also request that the Committee take decisions on certain documents by an exchange of emails, faxes or letters.

The Committee is in quorum and validly meets when one half plus one of its members are present. The Chairman or the Chief Executive Officer must be one of the participating members. The participation of a member of the Committee in a meeting through a visual or audio connection shall be considered valid for this purpose. Valid decision making by the Committee requires a simple majority of members present. In the event of a tie, the vote of the Chairman of the Committee shall take precedence.

Each member of the Committee has the right to submit items for discussion within its competence. These items are taken into consideration by the Chairman, who includes them in the agenda of the next regular or extraordinary meeting of the Committee.

The Committee may invite to its meetings any member of the Board of Directors, senior executive of the Company or subsidiary of the Group or any other person that it considers appropriate to assist it in carrying out its duties.

The Committee regularly reports to the BoD. The Chairman summarily informs the BoD on the work of the Committee after each meeting. At the first meeting of each calendar year, the Committee decides on the annual plan of its time and matters of competence.

In 2020 the Committee met a total of eight (8) times and all decisions were unanimously taken.

The participation of the members in the meetings of the Committee is reflected in the above Participation Table of the Members of the Board of Directors at the meetings of the BoD and the relevant Committees.

At its meetings, the Committee dealt with matters within its competence as defined by its Rulebook of Operation, the most important of which are:

- It was briefed about the IT infrastructure of the Group as well as the challenges of 2020
- Review of the axes of the Group's strategy, and with the assistance of an external consultant, the strategy was updated taking into account both international trends and the current situation in the Greek capital market.
- In the above context, the Group's projects were selected, designed and prioritized at the level of criticality through the focus on tried tactics, and the new updated axes of the Group's strategy were adopted, which frame the actions of the Management and consist of:
    a) Increasing trading activity through the listing of new products and companies
    b) Expanding the Group's service network in related services and products and extending the services provided to companies, investors and members (buy-side & sell-side)
    c) Expansion into foreign capital markets through collaborations; provision of services and collaborations with other infrastructures and markets in the wider region
    d) Determining and focusing on activation actions to achieve the other axes.
- Monitor the planning and execution of the actions of Management in the context of the updated strategy of the Group, through the drafted implementation plan, which foresees the distribution of strategic initiatives to key responsible persons of the executive team, who prepared the detailed implementation plans and assumed their execution.

3.4. Risk Committee

The Risk Committee consists of at least three (3) non-executive members of the BOD with at least 1/3 of those being independent, having sufficient knowledge in the field in which the Company operates as well as sufficient knowledge, abilities and specialization in order to comprehend and monitor the strategy of the Company for assuming risk.

The Chairperson of the Committee is appointed by the BoD and must be an independent non-executive member who must possess significant experience in the operation of the capital market, risk management, as well as familiarity with the local and international regulatory framework. The Chairperson of the BoD may be a member of the Committee, but he/she cannot be its Chairperson. In addition, the Chairperson of the Risk Committee cannot be Chairperson of the Audit Committee of the Company at the same time.

On 31.12.2020 and the date of publication of the Annual Financial Report, the composition of the Risk Committee is as follows:

Chairman	Giorgos Doukidis, independent non-executive member of the BoD
Members	Spyridoula Papagiannidou, independent non-executive member of the BoD
	Ioannis Kyriakopoulos, non-executive member of the BoD

The Risk Committee operates as a committee supporting the BoD in matters of risk management and is responsible for exercising the duties determined in its Rulebook of operation, in order to be able to assist, advise and support the BoD in its work concerning:

- Developing an appropriate strategy for risk taking and defining acceptable risk taking ceilings, as well as overseeing their implementation,
- Establishing principles and rules governing risk management with regard to their identification, forecast, measurement, monitoring, control and management.
- Developing an internal risk management system and integrating appropriate risk management policies into business decision making,
- Compliance of the Company, through appropriate measures and procedures, with the institutional framework for the risk management function,
- Ensuring and monitoring the independence, adequacy and effectiveness of the Risk Management & Regulatory Compliance Unit.

The Board of Directors reserves the right to revise and delegate, as defined by the applicable legal / regulatory framework, further duties to the Risk Committee, which depending on the circumstances, must be incorporated in its Rulebook.

The Committee meets, at the invitation of its Chairman, as many times as it deems necessary to carry out its mission and not less than once (1) a month. Each member of the Committee has the right to request the convening of the Committee in writing to discuss specific issues. The Committee has the right to invite to its meetings as many executives, employees or consultants of the Company as it deems expedient or useful, as well as to assign tasks to internal groups of executives or external consultants, who aim to assist in the more efficient execution of its duties. All the executives of the Company and the Group have the obligation to appear before the Committee upon its invitation. The Head of the Risk Management & Regulatory Compliance Unit of the Company attends the meetings of the Committee, in order to inform it about risk management issues.

In order for a decision to be taken by the Committee, a quorum with the participation of more than 50% of its members is required. The decisions of the Committee are taken by a majority of 2/3 of the members present, including the members who participate remotely through video conferencing or by using other technological means. Subject to having a quorum as above, a member of the Committee may participate in the meeting by teleconference or in case of impediment to authorize another member of the BoD of the Company, in order to represent it at a specific meeting of the Committee and to vote on its behalf on the issues of the agenda.

The presence, participation and vote of a member of the Committee during the discussion of an issue on which there is a conflict of interests is not allowed. Decisions concerning the definition of policy, procedures, terms or criteria for risk management or other matters of general application do not fall under the above prohibition. Minutes shall be taken at all meetings of the Committee, which are ratified by the Chairman, its members and the Secretary.

The Committee may delegate specific tasks and responsibilities to one or more of its individual members, which fall within the scope of its responsibilities and duties, to the extent permitted by existing legislation and in the absence of a conflict of interest.

As part of its responsibilities, the Committee presents to the BoD the results of its actions and activities.

The main responsibilities of the Committee are:

Responsibilities regarding risk management of the Company

In order to fulfill its purpose in overseeing the Company's risk management, the Committee has the following duties and responsibilities:

- Formulates the strategy of assuming all kinds of risks and asset management in a way that meets the business objectives of the Company.
- Ensures the development of internal risk management system and its integration in the business decision-making process (e.g. decisions concerning the introduction of new products and services, the risk-adjusted pricing of products and services, as well as the calculation of profitability and the distribution of capital in relation to risk) throughout the range of activities of the Company.
- Defines the principles that should govern risk management in terms of identification, forecasting, measurement, monitoring, control and management, in accordance with the current business strategy and the adequacy of available resources.
- Determines the type, quantity, form and frequency of information it receives on risk issues.
- Evaluates annually, based on the annual report of the Head of the Risk Management & Regulatory Compliance Unit and the relevant excerpt of the Internal Audit report:
    - the adequacy and effectiveness of the Risk Management at the Company and in particular the compliance with the defined level of risk tolerance.
    - the appropriateness of the limits, the adequacy of the provisions and the general adequacy of the equity in relation to the amount and form of the risks undertaken.
- Formulates proposals and suggests corrective actions to the BoD in case it finds inability to implement the strategy that has been shaped for the risk management of the Company or deviations in its implementation.
- Develops the appropriate internal environment, in order to ensure that each executive and employee understands the nature of the risks associated with his/her activities in the performance of their duties, recognizes the need to deal effectively and in a timely manner and facilitates the implementation of internal control procedures set by the Management of the Company.
- Formulates, annually or more frequently if required, revision proposals and corrective actions to the BoD, regarding the Risk Management Strategy and risk appetite, including the assessment of the suitability of the business plan / restructuring plan of the Company within the risk assumption framework.
- Carries out an annual review of the current framework and approves its amendments, in cases where a modification of the approved risk appetite is requested.
- Controls the pricing of the services offered, taking into account the business model and strategy for assuming risk of the Company. When pricing does not accurately reflect the risks according to the business model and the strategy for assuming risk, the Committee submits a corrective plan to the BoD.
- In order to contribute to the formation of sound policies and remuneration practices, and without prejudice to the duties of the Nomination and Compensation committee, examines whether the incentives provided by the remuneration system take into account risk, capital, liquidity and projected earnings.
- Takes any other appropriate action for the effective execution of its mission.

Responsibilities regarding the supervision of the Risk Management & Regulatory Compliance Unit

The main responsibility of the Committee is the review - continuous monitoring of the activities of the Risk Management & Regulatory Compliance Unit (RM&RCU) of the Company. Specifically, the Committee is tasked with the following responsibilities regarding the operation of the Risk Management & Regulatory Compliance Unit:

- Ensures that the RM&RCU develops measurement tools and methodologies for the risk-weighted efficiency measurement and pricing of products and services. In addition, the Committee, through the RM&RCU, oversees their implementation.
- Approves the recommendations of the RM&RCU to adopt the appropriate risk adjustment techniques to acceptable levels.
- Establishes appropriate strategies and policies for the risk management undertaken by the Company, determining, after the recommendation of RM&RCU, at each time the acceptable maximum risk limits per risk category.
- Establishes and evaluates the effects of the individual controls and risk mitigation measures, following the recommendations of the RM&RCU.
- Approves, upon the recommendation of RM&RCU, the categorization of risks (taxonomy) and the objects of monitoring (universe) risk as well as the mechanisms of continuous deepening and expansion of the risk register in the Company.
- Approves, upon the recommendation of the RM&RCU, the Company's development and maturity plan in matters of risk and the annual objectives broken down by operation.
- Inspects and examines, through the RM&RCU, the consistent support by the operational operation of the Company, of the control points and the risk mitigation measures foreseen by the Group's standards.
- Applies administrative measures, in cases of non-compliance by management to the procedure and policy standards, after an escalation of deviation findings from the RM&RCU.
- Is briefed on the proposals of the RM&RCU to the business units, in collaboration with the mechanisms for change management and the promotion of improvements in the Company, the actions that aim at the most effective risk management, along with the more efficient service of the business objectives of the business.
- Monitors the progress of work agreed with the Company's operational structures (1st Line of Defense), risk control issues and infrastructure issues to improve the quality of management that affect the effectiveness of risk control.
- Approves the budget and the action plan of the organization for dealing with the risk in the Company, for all business functions including the development and improvement projects in the Company.
- Prepares the Crisis Management Plan and the impact on risk levels under conditions of stress and multiple failures. It is informed by the RM&RCU, monitors and primarily approves potential extraordinary deviations from these limits.
- Approves the recommendations of RM&RCU regarding the planning, documentation, periodic reassessment and monitoring of the implementation of the process of assessment of the adequacy of the internal capital of ATHEX (capital requirements), in relation to the undertaken or potential risks at the Company and Group level and with its operational environment and determines the policies concerning the amount, management and distribution of its capital in relation to the above risks.
- Receives and evaluates the submitted reports of the RM&RCU, informs the BoD on the most important risks assumed, the outline of risks and exposures of ATHEX and assures as to their effective management.
- Ensures that the RM&RCU has access to all activities and organizational units, as well as to all the data and information of the Group that are necessary for the fulfillment of its work.
- Evaluates annually the effectiveness of the RM&RCU as well as the adequacy and appropriateness of its Head.

Responsibilities regarding the cooperation with external auditors

The Committee is responsible for providing information to the external auditors on matters falling within its responsibilities such as:

- Rulebook of Operation of the Committee - Amendments
- Annual Risk Management Report
- Reports to the Committee and Decisions of the Committee

The Committee reexamines its rules of operation and either adds to or revises them with those amendments it deems useful.

In 2020 the Committee met a total of four (4) times and all decisions were taken unanimously. The participation of the members in the meetings of the Committee is reflected in the above Participation Table of the Members of the Board of Directors at the meetings of the BoD and the relevant Committees.

At its meetings, the Committee dealt with all matters within its competence as defined by its Rulebook of Operation, the most important of which are to:

- provide guidance to RM&RCU, on the structure of periodic risk management reports as well as the frequency and manner with which the committee is informed on issues of interest.
- provide guidance to RM&RCU on risk identification and risk assessment work at a high level "Enterprise Risk Assessment" to update the Risk Profile of the Group, the business and regulatory developments that affect it.
- coordinate the development of synergies on issues related to risk management between the companies of the Group.
- develop scenarios for the identification of specific risks of post-trading operations, for the development or improvement of measures to avoid them.
- analyze the reasons based on specific operational failures and the preparation of recommendations for the improvement of the control environment of the corresponding risks.
- identify cases of low level interchangeability of executives with special skills and the launch of actions for the development of the degree of interchangeability in the staff.
- examine the modernization of the systems and infrastructure applications of the core services of the Company.

4. Other main Committees

4.1. Stock Markets Steering Committee

The Committee was set up in accordance with §7.1.3 of the Athens Exchange Rulebook, to cover the operational needs of the Organized Markets that have been set up and are in operation in accordance with the Rulebook, as well as overall compliance with the Rulebook.

It has a minimum of nine (9) regular members and a maximum of thirteen (13), of which three (3) are chosen among executives of the Company and of the companies of the Group, with those members considered executive, and the remainder chosen among persons that possess guarantees of authority and specialization in capital markets in Greece or abroad. Besides the above members, the Committee may also have alternate members. The members of the Committee, regular or alternate, are appointed by the Board of Directors.

The Members of the Committee are checked for eligibility in accordance with the provisions of §4 article 42 of law 3606/2007. The term of office of Committee members ends on 30 June of each calendar year, and may be renewed. In each case, the Committee meets and legally decides until the term of office of its members is renewed, or new members are appointed.

During its 1st meeting, after appointing its Members, is formed as a body electing a Chairman, Vice Chairman and appointing a Secretary, which may or may not be a member of the Committee. The Chairman must be chosen from among executive members. The Committee drafts a Rulebook of Operation in which its responsibilities are specified, conflict of interest policies described; the convocation, the quorum and decision making are described; how members forfeit their seats, are absent or unable to attend, how members are replaced, how minutes are kept, as well as other procedural details of its operation are defined. The abovementioned Rulebook of Operation is disclosed to the Board of Directors as well as to the Hellenic Capital Market Commission.

The purpose of the Committee is mainly to take decisions on matters concerning market access, trading in the Markets, listing of financial instruments and classification in Segments, notification obligations of listed companies, imposition of sanctions in accordance with Section (6) of the Athens Exchange Rulebook, as well as other matters concerning the operation of the markets and application of the Athens Exchange Rulebook, as specified in the Rulebook of operation of the Committee. Furthermore, the Committee is responsible for amending the Rulebook of the Athens Exchange and to issue decisions in implementation of the Rulebook, in accordance with §7.1.3.

The Committee may form committees and delegate to them, as well as to other departments, responsibilities regarding the implementation of the provisions of the Rulebook of the Athens Exchange. No responsibilities are delegated which concern amendments to the Rulebook of the Athens Exchange or the issuance of decisions based on the Rulebook in accordance with §7.1.3 of the Rulebook of the Athens Exchange.

Wherever in the provisions of the Athens Exchange Rulebook there is mention of a Decision or other action of the Company, this decision is in principle taken by the Stock Markets Steering Committee, even if not expressly mentioned. The Steering Committee informs the Board of Directors quarterly on the events of the previous quarter.

Following the decision of the BoD of the Company on 26.9.2019, the composition of the Committee was the following:

Chairman	Socrates Lazaridis, Chief Executive Officer, executive member
Vice Chairman	Nikolaos Porfyris, Chief Post-trading & International Business Development Officer, executive member
Members	Nikolaos Pimplis, Legal counsel to management, executive member of the Committee
	Kimon Volikas, former President of the Hellenic Fund and Asset Management Association
	Apostolos Gkoutzinis, Partner at Milbank
	Panagiotis Drakos, former President of the Union of Listed Companies
	Andre Kuusvek, former Director for Local Currency and Capital Markets Development at the European Bank for Reconstruction and Development (EBRD)
	Georgios Politis, Chief Executive Officer of Euroxx Securities
	Athanasios Savvakis, President of the Federation of Industries of Northern Greece
	George Serafeim, Associate Professor of Business Administration at Harvard Business School
	Dionysios Christopoulos, former Deputy Director, Banking Supervision Department at the Bank of Greece

By decision of the Board of Directors of the Company of 26.10.2020, it was decided to restructure the composition of the Committee in the context of expanding representativeness and the representation of stock market entities in the Committee, in order to ensure the widest participation of experienced persons with guaranteed authority and specialization in matters concerning capital markets, with experience and engagement from all the important entities of the ecosystem and the capital market, forming, within the Committee, a useful forum for the exchange of views and the enrichment of the knowledge and the directions of the Group, but also the transfer of the Group's initiatives to the ecosystem.

Following the above decision of the BoD, the composition of the Committee was set at eleven (11) members, and consists of the following:

Chairman	Socrates Lazaridis, Chief Executive Officer, executive member
Vice Chairman	Nikolaos Porfyris, Chief Post-trading & International Business Development Officer, executive member
Members	Nikolaos Pimplis, Attorney, Legal counsel to the BoD of the Athens Exchange, executive member

Tom Arvanitis, Head of Piraeus Financial Markets of the Piraeus Bank Group, non-executive member,

Nikolaos Vettas, Director General of the Foundation for Economic & Industrial Research (IOBE) and Professor of Economics at the Athens University of Economics and Business (AUEB), non-executive member,

Kimon Volikas, Chief Executive Officer of Alpha Asset Management, non-executive member

Athanasios Kouloridas, Attorney, Lecturer of Corporate and Capital Markets Law at the Athens University of Economics and Business (AUEB) and Chairman of the ENEISET [Greek Union of Listed Companies], non-executive member

Theofanis Mylonas, Chairman and Chief Executive Officer of Eurobank Asset Management MFMC and President of the Hellenic Fund and Asset Management Association, non-executive member,

Georgios Politis, Chief Executive Officer of Euroxx Securities, non-executive member

Athanasios Savvakis, President of the Federation of Industries of Northern Greece, and

George Serafeim, Charles M. Williams Professor at Harvard Business School, co-founder and senior partner of KKS Advisors, Partner at State Street Associates and Chairman of the Hellenic Corporate Governance Council, non-executive member

All of the above persons have knowledge, skills and experience, guarantees of authority, honesty and integrity, independent will and can devote the time required to perform their role and duties.

The responsibilities of the Committee are those mentioned in par. 7.1.3. of the ATHEX Rulebook and the ones granted under the authorization of the ATHEX BoD. In particular, the Committee studies, evaluates and decides on improvements and additions to the business operation of the markets, with a view to increasing the usefulness of the market to its users and stakeholders, within the rules laid down by European and national law, such as:

i. market liquidity issues and mechanisms that can be adopted to improve it

ii. creation and promotion of new products and services according to the needs of the parties involved and the local and international trends that are currently in force, such as:

   - further developing the bond market
   - activating the ETF [Exchange Traded Fund] market
   - adding to the derivatives market of contracts having as underlying securities of interest to the market (e.g. on foreign exchange etc.)
   - formulating the conditions for admission to its markets in order to cover the financing needs of companies according to the conditions of the Greek economy (especially start-ups and funds) through the exchange's markets
   - expanding network access to its markets through interconnection or cooperation with other markets (XNET, See-link etc., joint ATHEX-CSE [Cyprus Stock Exchange] platform etc.)

iii. activation of participants for the efficient utilization of the infrastructure managed by the exchange in order to effectively ensure the role of the market in the economy

iv. assessing developments in the economy and the attractiveness of markets to issuers

v. maintaining the credibility of the market as an effective price formation mechanism for investors and its accessibility for transferable securities transactions in accordance with EU rules.

vi. formulating proposals for change at the institutional level, both to the state or the supervisory authority (e.g. the Hellenic Capital Markets Commission) and to the relevant EU bodies in consultation, whenever it considers that they can improve the effective contribution of the market to the economy.

In application of the above, the Committee mainly:

- decides on the amendment of the existing Rulebooks that govern the operation of its markets and the infrastructure it provides and the issuance of new ones, where required (indicatively ATHEX Rulebook, ENA Rulebook, XNET Regulatory Framework, in accordance with the authorization of the ATHEX BoD dated 31.7.2017). In addition:
- issues and amends the executive decisions of the Rulebooks
- issues and amends other decisions necessary for the business operation of the markets.
- decides on the establishment of the ATHEX Rulebook Amendment Committee.

Also, with a relevant decision, the Committee defined, in accordance with par. 7.1.3 (5) of the Athens Stock Exchange Rulebook, article 1 par. 10 of the Rulebook of Operation of EN.A. [Alternative Market] and the provisions in its Rulebook of Operation, the members of the two sub-Committees: The Listings and Market Operation Committee and the Corporate Actions Committee.

The Committee meets regularly four (4) times a year and ad hoc as necessary.

The sub-Committees meet regularly once (1) a week provided that there are items to decide, and ad hoc as necessary in order to carry out their duties.

The Committee is convened with an Invitation by its Chairman, which includes the items on the Agenda. The Invitation is sent to the Members electronically, by the Secretary of the Committee, two days before the meeting. All accompanying / supporting documents of the agenda items are sent together with the Invitation. Members are bound to keep these documents confidential. In exceptional cases or after prior notification of the members, the Invitation and its accompanying material may be sent to the Members up until the day of the meeting.

The above arrangements apply mutatis mutandis to the convening of subcommittees.

The Committee is in quorum and meets validly if at least six (6) members are present in person or are represented by another member, of which three (3) are executive. In any case, at least four (4) members must be present in person, one (1) of which must be executive.

The Listings & Market Operation Committee is in quorum and meets validly if at least five (5) members are present in person or are represented by another member. In every case, one (1) of the three (3) executive members of the Steering Committee must be present in person.

The Corporate Actions Committee is in quorum and meets validly if three (3) members are present in person or are represented by another member, one (1) of whom is one of the executive members of the Steering Committee.

A member of the Committee and its sub-committees may be represented at meetings only by another member of the Committee concerned, authorized by letter (including e-mail) to the Committee.

The Committee and the subcommittees may also meet by teleconference. Members participating in the teleconference are considered physically present.

The meetings, depending on the issues of the agenda, may be attended, with the permission of the Chairman, by the respective Chief Officers and other executives of the Group, to support / explain the proposals.

The Committee and the subcommittees take decisions by an absolute majority of the members present and represented. In the event of a tie, the vote of the Chairman of the Committee and the sub-committees (or his deputy, if appointed) counts double.

The drafting and signing of minutes by all members of the Committee or its subcommittees or their representatives is equivalent to a decision of the Committee or of the subcommittee concerned, even if no meeting has taken place. This arrangement also applies if all members or their representatives agree to have their majority decision recorded in minutes, without meeting. The relevant minutes are signed by all members. The signatures of members or their representatives may be replaced by the exchange of messages by e-mail or other electronic means.

The Committee and the subcommittees, if all their members so agree, may, until the beginning of the meeting or during the preparation of the minutes of the debate, put non-agenda items for discussion and decision.

The Members of the Committee can submit proposals / recommendations on specific issues, within the framework of its purpose, which can also undertake their support (mentorship) in collaboration with the Chief Markets Operation & Business Development Officer.

In the event that a Member position remains vacant, in particular because a Member of the Committee resigned, forfeit his/her status or the status based on which he/she was appointed, the Committee shall legally meet and decide with its remaining Members, provided that there are at least three (3) of whom two (2) executive, until the completion of its composition by the ATHEX Board of Directors.

The provision of the previous paragraph also applies in case the position of Member of the sub-committees remains vacant, in particular because a Member of the relevant sub-committee resigned, resigned from his / her status or the status by which he / she was appointed. The composition of the sub-committees is completed by the Committee.

In order to be assisted in its work, the Committee is supported by the Company's business units and is entitled to hire external consultants and to determine the terms of cooperation with them, the remuneration of which will be borne by the Management's budget.

The subcommittees inform the Committee at least quarterly on past developments.

The Committee informs the ATHEX Board of Directors on a quarterly basis about the activities of the previous quarter.

In 2020 the Committee met six (6) times as part of the framework of responsibilities mentioned above.

i.Listings & Market Operation Committee

The decision dated 26.9.2019 of the Stock Markets Steering Committee, the composition of the Listings & Market Operation Sub-Committee consisted of nine members, consisting of the three executive members of the Steering Committee (its Chairperson, Vice-Chairperson and an Executive Member) and six non-executive members who are proposed by its Chairperson.

Its composition was the following:

Chairman	Socrates Lazaridis, Chief Executive Officer
Members	Nikolaos Porfyris, Chief Post-trading & International Business Development Officer, executive member
	Nikolaos Pimplis, executive Member
	Kimon Volikas, former President, Hellenic Fund & Asset Management Association
	Apostolos Gkoutzinis, Partner, Milbank
	Panagiotis Drakos, President, Union of Listed Companies
	Georgios Politis, Chief Executive Officer of Euroxx Securities
	Athanasios Savvakis, Chairman of the Federation of Industry of Northern Greece
	Dionysios Christopoulos, former Deputy Director, Banking Supervision Department, Bank of Greece

As a result of the restructuring of the composition of the Stock Markets Steering Committee on 26.10.2020 and the amendment of its Rulebook of Operation on 3.11.2020, the number of members of the Sub-Committee on Listing & Market Operation was changed and its composition became as follows:

Chairman	Socrates Lazaridis, Chief Executive Officer
Members	Nikolaos Porfyris, Chief Post-trading & International Business Development Officer, executive member
	Nikolaos Pimplis, executive member
	Athanasios Savvakis, non-executive member
	Kimon Volikas, non-executive member
	Theofanis Mylonas, non-executive member, and

Georgios Politis, non-executive member

The responsibilities of the Listings & Market Operation Committee are, primarily:

a) Deciding on the approval of:

- New Listings / admission to trading of shares, bonds, ETFs, warrants, SFPs, Derivatives, stock repos and any other financial instrument.
- Admission/re-admission to Markets and Trading Categories
- Deletion/suspension of a financial instrument
- Resumption of trading of shares suspended >6 months
- Prospectus for the listing/admission of transferable securities made available through public offering < €5 million
- Listing/modification of a financial instrument through corporate actions, especially listing of new shares from capital increase of a listed company through cash contributions and Bond listings.

b) Modification of and/or change to the characteristics of existing financial instruments

c) Any other instance of listing/admission to trading which is stipulated by an amendment to the Rules of Procedure of the Steering Committee.

d) Verification of adherence to the ATHEX Rulebook or the Alternative Market Operating Rules, taking measures, imposing penalties, in accordance with the ATHEX Rulebook and the Alternative Market Operating Rules.

e) Forced cancellation of transactions in accordance with article 29 of Law 2579/1998, a responsibility assigned by decision dated 31.7.2017 of the Board of Directors.

f) Forced cancellation of transactions and orders in accordance with the ATHEX Rulebook and the Alternative Market Operating Rules, a responsibility assigned by decision dated 31.7.2017 of the Board of Directors.

g) Suspension of trading for more than one day

h) Setting Market Holidays

i) Acceptance of Alternative Market Advisors

j) Approval, change, resignation of a Member

k) Merger/Absorption of a Member

l) Approval of, withdrawal from, release from, change to obligations relating to Market Making in Financial Instruments

m) Introduction, amendment, abolition of rules on Market Making in Securities

n) Annual audit to verify Member compliance

o) Any other decision or action relating to or in connection with the above which arises from the ATHEX Rulebook or the Alternative Market Operating Rules.

In 2020 the Committee met twenty-nine (29) times as part of the framework of responsibilities mentioned above.

ii. Corporate Actions Committee

With the decision of the Stock Markets Steering Committee dated 26.9.2019, it was determined that the composition of the sub-Committee on Corporate Actions consist of the three executive members of the Steering Committee (Chairman, Vice-Chairman and Executive Member) and the Chief Officers of the ATHEX Group:

Its composition was the following:

Chairman Socrates Lazaridis, Chairman of the Steering Committee

Members Nikolaos Porfyris, Vice Chairman of the Steering Committee

Nikolaos Pimplis, executive member of the Steering Committee

Dimitris Karaiskakis, Chief Technology Officer

Michail Andreadis, Chief Markets Operation & Business Development Officer (*)

Nick Koskoletos, Chief Financial Officer (*)

(*) By decision of the Stock Markets Steering Committee on 10.2.2020 Mr. Vassilis Govaris was replaced by Mr. Nick Koskoletos, Chief Finance Officer, and Mr. Michail Andreadis, Chief Markets Operation & Business Development Officer, was added.

As a result of the restructuring of the composition of the Stock Markets Steering Committee on 26.10.2020 and the amendment of its Rulebook of Operation on 3.11.2020, the number of members of the Sub-Committee on Corporate Actions was changed and its composition became as follows:

Chairman Socrates Lazaridis, Chairman of the Steering Committee

Members Michail Andreadis, Chief Markets Operation & Business Development Officer,

Nikolaos Porfyris, executive member,

Konstantinos Karanassios, Deputy Chief Post Trading Officer and

Georgia Mourla, Deputy Chief Issuer Relations Officer

The Corporate Actions Committee has the following responsibilities:

a) Verification of fulfillment of requirements for indirect listings

b) Approval of listing of new transferable securities due to corporate actions:

i. Listing of bonus shares due to a share capital increase (capitalization of reserves or undistributed profits)

ii. Listing of bonus shares (split, reverse split)

iii. Listing of shares from a share capital increase due to merger

iv. Listing of shares from stock options

v. Listing of shares from conversion of bonds

vi. Listing of shares due to conversion of shares of a different category

vii. Listing of shares from a reinvestment program

viii. Listing of Greek Government Securities or Bank Bonds

ix. Listing of preference rights

c) Notification regarding the following corporate actions:

i. Change in the nominal value of shares due to capital return, offsetting of losses, capitalization of reserves

ii. Change of corporate name or trade name

iii. Cancellation of shares and share capital reduction

iv. Cancellation of bonds

v. Extraordinary transfer to the Low Free Float segment

vi. Any other decision or action relating to or in connection with the above which arises from the ATHEX Rulebook.

In 2020 the Committee held twenty-seven (27) meetings as part of its abovementioned responsibilities.

4.2. Xnet Steering Committee

The responsibility of the Committee is to regulate any matter and necessary detail that concerns the application of the provisions of the Regulatory Framework with regards to the operation of the Xnet services, especially concerning the Xnet Network, the examination of applications and the participation of Members and Clearing Members, the risk management procedures that are applied and the determination of all types of parameters, methodologies and processes concerning this management, the procedures for settling Xnet trades and settlement, including the determination of cash settlement Entities and the particular procedures that are carried out by the Hellenic Central Securities Depository for settlement, the handling of defaults as well as the taking of related measures.

Committee composition:

Chairman	Michail Andreadis, Chief Markets Operation & Business Development Officer (*)
Members	Nikos Porfyris, Chief Post-trading & International Business Development Officer
	Konstantinos Karanassios, Deputy Chief Post Trading Officer
	Anastasios Zafeiropoulos, Head of the Risk Management Unit (*)
	Vaitsa Koudona, Head of the Clearing Unit (*)
	Dimitris Gardelis, Director of IT Development

(*) By decision of the Stock Markets Steering Committee on 10.2.2020 Messrs. Dimitris Karaiskakis and Andreas Daskalakis were replaced, and the following were added: Mr. Michail Andreadis as new Chairman of the Committee, Mr. Anastasios Zafeiropoulos and Mrs. Vaitsa Koudona.

In 2020 the Committee held twelve (12) meetings as part of its abovementioned responsibilities.

4.3. ATHEX Index Oversight Committee

The establishment of an Index Oversight Committee is provided for in Regulation (EU) 2016/2011 of the European Parliament and Council of 8 June 2016, concerning indices used as benchmarks in financial instruments and financial contracts, or to measure the returns of investment funds (Benchmark Regulation or BMR) and Commission Delegated Regulation (EU) 2018/1637.

The Committee is appointed by the Board of Directors of the Company and consists of three (3) members which may have other responsibilities at the Company, but there should not be incompatibility of their duties as members of the Committee, in the sense of having decisive responsibilities in managing indices or access to privileged information.

Company executives who are directly involved in the provision of indicators or in service activities of index users and other market participants cannot be voting members of the Committee. Executives directly involved in the provision of indices may be non-voting members of the Committee. Members of the Board of Directors may not be members or observers of the Committee, but may be invited to attend meetings of the Committee, without the right to vote.

Committee composition:

Chairman	Nick Koskoletos, Chief Financial Officer
Members	Nikos Porfyris, Chief Post-trading & International Business Development Officer
	Andreas Daskalakis, New Markets & International Business Development Division

The members of the Committee above collectively have sufficient expertise in the management of financial indices as well as in the implementation and monitoring of supervisory and control mechanisms, while their duties with regards to the Committee do not conflict with their current responsibilities.

The Index Oversight Committee is responsible for ensuring compliance with the BMR Regulation and to oversee the operation of the indices of the Athens Exchange. It has a supervisory function regarding the provision of indices – including benchmarks – and the actions of the relevant index management units of the Athens Exchange and decides on any matter proposed or advised by the Index Management Advisory Committees.

The purpose of the Committee is to oversee index methodology and the control framework of the Athens Exchange on the provision of indices, and to review and assess the index provision processes.

The Committee was formed on 16.12.2019 by decision of the Board of Directors and during 2020 it met five (5) times, in which it dealt with the following issues:

- Drafted its Rulebook of Operation which were subsequently approved by the Board of Directors
- Approved the updated supporting documents / documents submitted in the context of the adaptation to the new Regulation (EU) 2016/1011 of the European Parliament and of the Council of 8 June 2016 on indices used as benchmarks in financial instruments and financial contracts or to measure the performance of investment funds (Benchmark Regulation or BMR).
- Received an update on the characteristics, composition and timing of the start of the calculation of new indices
- Approved changes in the composition of the Index Management Advisory Committees
- Approved changes to the Basic Rules for the Management & Calculation of Indices
- Approved changes of the Terms & Obligations of Participation (ToR) of the members of the Advisory Committee for the Management of the ATHEX Stock Market Indices
- Received an update on the adjustment of sector indices to the new industry classification model of the companies Industry Classification Benchmark (ICB)
- Redetermined the composition of the Index Management Team

4.4. IT Advisory Committee

The Committee consists of members of the Board of Directors or third parties, non-members of the Board of Directors that are appointed and dismissed by the Board of Directors.

All members of the Committee should have a high degree of expertise in specific business operations or technologies and a recognized wide ranging knowledge of IT issues.

With the decision of the Board of Directors dated 24.6.2019, the composition of the Committee was set at three, and consists of one (1) Member of the Board of Directors (Chairman of the Committee) specializing in IT and information systems management and two (2) non-Board Members (external members), who are persons from business, having particular experience in the management / implementation of large IT projects, operation of critical IT systems and management / development of IT staff.

The meetings of the Committee are also attended by the Chief Executive Officer, the Chief Technology Officer, the Chief Financial Officer and the Director of IT Development of the Group.

On 31.12.2020 and the publication date of the Annual Financial Statement, the composition of the Committee is as follows:

Chairman	Giorgos Doukidis, independent member of the BoD
Members	Pantelis Tzortzakis, external member
	Sotiris Syrmakezis, external member

The Committee supports the Board of Directors, the Chief Executive Officer and the Strategic Planning Committee by providing guidance and advice on key IT issues in the field of communications and information technology to modernize the Group's IT infrastructure and accelerate the development of new digital services with the adoption of technologies taking into account market requirements and technological developments.

In particular, the purpose of the Committee is to:

i. Provide direction to IT through the alignment of its goals and activities with strategic goals and business processes.

ii. Provide directions and support in the preparation of the IT Strategy Plan in accordance with the Group's strategy, as well as supervise its implementation.

iii. Provide guidance on IT governance at the Group and the organization of the Group's IT resources.

iv. Supervise the implementation of the IT Strategy Plan and major IT projects in the Group

The Committee meets at the invitation of the Chairman, who determines the topics of discussion and meets as often as it deems necessary for the effective performance of its duties, but not less than once every two months. Each member of the Committee, as well as the Chief Technology Officer, has the right to request in writing the convening of the Committee to discuss specific issues as well as to propose issues to be considered in the context of the agenda. All matters requested by the members and the Chairman shall be introduced for discussion and the date of their discussion is agreed at Committee level, if they may not be completed within the same meeting.

If the Chairman resigns, is absent or unable to attend, he/she is replaced by the Chief Executive Officer.

In addition to its members, other executives may be invited to the meetings of the Committee, without the right to vote, if deemed necessary by any member of the Committee, whether employees of the Companies of the Group or executives of external associates, consultants, etc. All the executives of the Group Companies have the obligation to appear before the Committee when invited.

The Committee may, by decision of its Chairman, meet by teleconference or conference call. The Chairman may also request the Committee to take decisions by exchanging e-mails or letters.

The Committee is in quorum and validly meets if a majority of its members are present, either in person or by written authorization to another member of the Committee. The participation of a member of the Committee in a meeting using technologies through visual or audio connection will be considered valid for this purpose.

The Committee, in the exercise of its powers and duties, may delegate specific tasks and responsibilities to one or more of its individual members, which fall within the duties and responsibilities of these members, and set up working groups for specific projects, to the extent that this is allowed by legislation and rulebooks of operation of the companies of the Group, and there is no conflict of interest.

The Chairman of the Committee keeps the Chief Executive Officers and the Strategic Planning Committee informed on an ongoing basis and the Board of Directors periodically of its activities and the progress of the Committee’s work, the progress of critical projects that were executed during the previous period, and the priorities for the actions of the next period.

In 2020 the Committee met a total of twelve (12) times with all members being present, and all decisions were taken unanimously.

At its meetings, the Committee dealt with matters within its competence as defined by its Rulebook of Operation, the most important of which are:

- Review of the main IT projects during the current period in question, analysis of implementation issues, resource issues, schedules and priorities
- Development of a strategy for the modernization of the Group's IT systems with the aim of further developing competitiveness, flexibility to serve the Group's strategic planning. Guidance in the implementation phases of the strategy and advise in the organization of the tender process for the selection of suitable consultants
- Highlighting IT Governance issues and monitoring the findings of IT auditors
- Develop initiatives for the creation, organization and promotion of new digital services such as the provision of digital signatures utilizing the PKI infrastructure and the Data Centers of the Group
- Creation and supervision of the "ATHEX Innovation Program" initiative which aims to attract talented young people, innovative companies and research teams that could work on relevant challenges and needs identified by the Group, thus accelerating the promotion and support of new innovative ideas and contributing to the digital transformation of the domestic capital market.

III. Policy of equal opportunity and diversity applied to managerial, administrative and supervisory bodies of the Company

The Athens Exchange Group complies at all levels with the existing regulatory framework for the application of the principle of equal treatment, and is committed to providing equal opportunity to all employees and candidates, at all hierarchy levels, and to operate under fair and legal human resource management processes, independent of gender, age, origin, handicap, sexual orientation, religion, participation in unions, political beliefs, or other characteristics protected by the law. All decisions concerning employment, including but not limited to those that concern hiring, promotion, training, pay and benefits, are based on individual qualifications, performance and behavior, and every effort is made that they be free of any discrimination.

The scope of the activities of the Group requires the contribution and combination of abilities, skills, professional-cognitive experiences and personalities of many people with different characteristics at all levels, and as such diversity at the Group is applied in practice and not just in theory.

Placements to the Board of Directors and in administrative, managerial and supervisory bodies and senior positions of responsibility are based on merit and candidates are objectively examined, taking into consideration the advantages of diversification that include, but are not limited to gender, age, educational background, professional experience, individual abilities, knowledge and work experience.

In particular, for the formation of the composition of the BoD of the Company, the priority is to ensure that the Board of Directors has strong leadership and the necessary combination of skills, in order to effectively implement the Group's business strategy, while making the most of the skills, views, skills, qualifications, knowledge, educational background, vocational training, business experience, gender balance, age and other qualities of the members, in order to form a genuinely differentiated Board.

It also ensures that members have strong values and guarantees of honesty and experience, in order to achieve the sound and prudent management of the Company. The members of the BoD are persons who, as a whole, have a variety of views, knowledge, judgment and professional experience, commitment to full participation in the Board of Directors and its committees, elements required to properly carry out their duties and to maintain within the Board of Directors a balanced mix of qualifications that meets corporate objectives.

Furthermore, the structure, the specialized activities and the environment in which the Group operates, the complexity of its operations and its special institutional role and character, the need to have a synthesis and balance between old and new members, gender balance, individual dexterities and proven experience in financial matters, accounting, auditing, risk management and capital management, matters of new technologies and the new digital age, as well as a basic understanding of the legal and regulatory aspects that support the demands of the Group, are all taken into consideration.

On the Board of Directors of the Company, women account for 31% of non-executive members, and in the Committees of the Board of Directors the participation of women is 37%, on average. The age of the members of the Board of Directors ranges from 46 to 68, with the average age being 58 years.

All members of the Board of Directors are holders of University level academic degrees by Greek and/or foreign institutions, and most are also holders of post-graduate and/or doctorate degrees, with studies in various subjects, mainly finance and business administration, as well as political science, technology, information technology, philosophy, psychology.

Finally, they have extensive and distinguished work careers and business experience, with a long-term involvement in business administration in Groups and companies of the banking and financial sector, business administration, auditing, fund and risk management, financial management and corporate governance.

At the top management levels, all middle and senior executives have university level academic qualifications, with studies in various subjects – business administration, computer science and information technology, economics, legal, accounting, mathematics, political science and public administration – and have multi-year experience in their respective fields. Most middle and senior executives have risen through the ranks at the Group, with a smaller percentage coming from the market.

In middle and senior management levels, 30% of the posts are held by women, while in senior management 16.67% are women. The ages of middle and senior executives range from 47 to 63 (with an average of 54 years), and, for top management ages range from 44 to 58 (with an average of 53 years).

In order to achieve sustainable and balanced development, and with the core principle that for managerial, administrative and supervisory bodies and positions of responsibility, objective qualifications and abilities are the material criteria, and that no automatic advancement takes place, the Group considers that the diversity applied, including gender balance, which is not approached on the basis of mandatory quotas, but based on objectivity and not an end in itself, is a key element for achieving its strategic objectives and maintaining its development, adds value, increases the qualifications pool, the experience and view that the Group possesses for its senior positions, as well as its competitiveness, productivity and innovation, so that in a structurally changing environment, it effectively and reliably improves the provision of core market operation services and adds value both to the capital raising procedures for businesses and to the fund management mechanisms for investors.

IV. Matters of internal audit and risk management of the Company in relation to the reporting process

The primary concern of the Company is the development and the constant improvement and upgrade of the Internal Audit System, which comprises all of the recorded audit mechanisms and processes that cover the whole range of daily operations and procedures of the Company.

In particular, with regard to the Company's financial operations, a system of safeguards is in place that aims to prevent and/ or detect material errors in time in order to ensure the reliability of the financial statements, the effectiveness and efficiency of operations and compliance with the rules and regulations. Based on specific significance criteria (quantitative and qualitative), important accounts are identified, procedures are recorded, responsibilities and policies are assigned and control points are designed which are being implemented on an ongoing basis by management and staff.

The Board of Directors has the ultimate responsibility to monitor and assess the effectiveness and sufficiency of the Internal Audit System.

Responsible for monitoring compliance with the Internal Audit System are: a) the Audit Committee and b) the Internal Audit Division.

The **Audit Committee** of the Company has been set up by decision of the Board of Directors of the Company and operates based on the Standards for the Professional Application of Internal Audit of the Institute of Internal Auditors, decision 5/204/14.11.2000 of the Hellenic Capital Market Commission, Law 3016/2002 on corporate governance, and Law 4449/2017.

The main purpose of the Audit Committee is to assist the Board of Directors in the supervision of the quality, adequacy and effectiveness of the internal audit and risk management system, as well as the quality of the work performance of the Company.

The **Internal Audit Division** operates in the manner prescribed by the Code of Conduct and the International Professional Practices Framework (IPPF) of the Institute of Internal Auditors (IIA), decision 5/204/14.11.2000 of the Hellenic Capital Market Commission and Law 3016/2002 on corporate governance. The Internal Audit Division reports to the Board of Directors, through the Audit Committee which supervises it.

The main responsibility of the Internal Audit Division is to express an opinion on the compliance or non-compliance of the internal processes of each audited area, as well as to apply the safeguards that have been adopted by Management, in order to prevent and avoid risk.

In addition, through the **Risk Management & Regulatory Compliance Unit** which operates independently of other departments of the Group, with clear and discrete lines of reporting from other Group activities, compliance is ensured with the letter and more importantly the spirit of the law, legal and regulatory rules and principles, codes of conduct and best practices in the markets in each of the countries where ATHEX, ATHEXCSD and ATHEXClear operate, in order to minimize the risk of regulatory or supervisory sanctions, financial or reputation loss which the Group or ATHEXClear may suffer as a result of failure to comply with any rule. The Risk Management and Regulatory Compliance Unit reports to the Board of Directors of the Company, through the Risk Committee, from which it is supervised on risk management issues.

Furthermore, a key concern of the Group is the management of risk arising from its business activities.

The Group, as organizer of the capital market, has developed a comprehensive framework for managing the risks to which it is exposed, ensuring its sustainability and development, as well as contributing to the stability and security of the capital market.

Athens Exchange Clearing House (ATHEXClear) belongs to the Group; it operates as a Central Counterparty (CCP) in the clearing of cash and derivatives products, and as such is obliged to satisfy strict requirements concerning risk management.

In particular, the internal and external legal and regulatory framework which ATHEXClear is directly subject to and the Group indirectly with regards to their obligations to monitor and manage risk, includes the Regulation of Clearing of Transferable Securities Transactions in Book Entry Form, the Regulation on the Clearing of Transactions on Derivatives, and Regulation (EU) 648/2012 of the European Parliament and Council of July 4th 2012 for OTC derivatives, central counterparties, and trade repositories, known as EMIR (European Market Infrastructure Regulation).

In light of these regulatory requirements, the Group applies a comprehensive plan for risk management in order to continue to provide high quality services.

Risk Strategy and Risk Management

The risk strategy of the Group is aligned with its business strategy to provide the appropriate infrastructure for the reliable, secure and continuous operation of the capital market. In accordance with the strategy of the Group, the risk appetite level is set in order to correspond with the capital adequacy of the companies of the Group, satisfy the needs of the market, limit costs for participants, maximize the exploitation of business opportunities but also ensure market security and compliance with regulatory requirements.

Organizational structure

Besides the comprehensive measures for ensuring the smooth operation of the systems of the Group, each organizational unit of the Group is responsible for monitoring and managing potential risks in order to react quickly and effectively in case risk events arise.

Continuing the effort of recent years, in 2020 efforts were made to strengthen the risk management function for the Group as a whole, in order to harmonize ATHEXCSD with the provisions of the CSDR regulation on risk management, to expand the system with uniform frameworks and practices the risk management system in the parent company ATHEX covering the provisions of the MiFID II and MiFIR regulations, while at the same time keeping ATHEXClear aligned with the EMIR regulation while at the same time preparing ATHEXCSD to the standards of CSDR and at the same time for the parent company ATHEX to follow international good practices.

In particular, for each company of the Group separately, the organizational structure that supports risk management includes the following units:

- *Board of Directors*, which has the final responsibility and accountability regarding the risk management function of the company. In particular, the BoD defines, determines and documents the appropriate risk tolerance level and ability of the company to assume risk. In addition, the BoD and senior executives ensure that company policies, procedures and controls are consistent with the risk tolerance level and the ability of the company to assume risk, and examine how the company recognizes, reports, monitors and manages risks.
- *Risk Committee*, which advises the Board of Directors on risk management matters.
- *Risk Management Department of the Risk Management & Clearing Division* of ATHEXClear, which is sufficiently independent from the other functions of the company, and whose main responsibility is the comprehensive approach to the risks that ATHEXClear faces in order to recognize them, calculate them and finally manage them. The Risk Management Department possesses the necessary authority, the necessary resources, expertise and access to all relevant information.
- *Risk Management & Regulatory Compliance Unit of the Group*, headed by the Chief Risk Officer of the parent company ATHEX, which is responsible for the efficient and effective operation of the oversight functions of the Group. The staff of the unit cover the institutional roles of Chief Risk Officers (CROs) of ATHEX and ATHEXCSD, as well as the roles of Chief Compliance Officers (CCOs) of all of the companies

of the Group, and thus cover all of their responsibilities while working in close collaboration with the audit functions of the Group, and in particular with the Internal Audit Division.

- *Risk Management Coordinating Committee*. The coordinating committee consists of the Chairpersons of the Risk Committees of the three companies of the Group, who are members of the corresponding Boards of Directors, and the Group Chief Risk Officer. The committee is chaired by the Chairman of the Risk Committee of the parent company, ATHEX. The goal of the committee is to coordinate the three companies in matters of risk strategy, risk appetite and control methods for risk tolerance, in order to multiply the benefits for each company separately, through the group operation of risk management.

- *Chief Risk Officer*, who on risk management matters reports to the Board of Directors through the Chairman of the Risk Committee and applies the risk management framework through the policies and procedures established by the Board of Directors.

- *Organizational Units* which are responsible for identifying and managing risks within their scope and participate in the overall risk management at the Group. In particular, the Risk Management Department of ATHEXClear and the Risk Management & Regulatory Compliance Unit, monitor the risk levels of the Group on a continuous basis using the specific and approved risk management methods. The key assumptions, data sources and processes used in measuring and monitoring risk are documented and tested for reliability on a regular basis through the review and audit framework and the validation framework.

Single risk management

The services that the Group provides involve various types and levels of risk, and it is recognized that effective risk management consists of the following:

- *Identifying and assessing risks:* By analyzing the present and future activities of the Group, cases are recognized in which the Group is exposed to risks. The risks recognized are evaluated as to the potential exposure to loss. This includes in general the estimation of both the probability that the loss will occur, as well as the potential effects.

- *Controlling risks:* The arrangements for managing each risk are the key to effective risk management and it is important that they be understood by all personnel. In addition, management is responsible to ensure the proper implementation application of the single risk management and individual policies / frameworks.

- *Risk mitigation:* Management identifies the best method for risk mitigation, taking into consideration costs and benefits. As a general principle, the Group does not take risks that pose the possibility of catastrophic or significant losses. Likewise, insuring against losses that are relatively predictable and without a material impact is avoided. The alternatives for mitigating risk depend on the tolerance level of the Group against various risk types.

- *Monitoring and reporting risks:* The Group possesses a comprehensive system for reporting and monitoring risks which is differentiated by risk type and company of the Group. The Risk Management Units of the companies of the Group monitor the risk levels of each company on a continuous basis using specialized and approved risk management methods, under the coordination of the Risk Management & Regulatory Compliance Unit of the Group. The main assumptions, the data sources and the processes used in measuring and monitoring risk are documented and tested for reliability on a regular basis through the review and audit and the validation framework.

Risk Categories

The Group ensures that it deals with all risks, internal or external, present or future, and especially those that have been recognized as significant. It is recognized that each service provided by the Group can expose it to any combination of the risks mentioned below.

The usual risks to which, due to the nature of its activities, the Group may be exposed to are:

Financial Risk

- Credit Counterparty risk (credit risk arising from the default of the clearing obligations by one or more clearing member counterparties)
- Market risk (changes in exchange rates, interest rates, market prices, commodities and volatility), mainly as a result of credit counterparty risk
- Credit risk (mainly from equity investments)
- Liquidity risk (mainly cash flow risk), mainly as a result of counterparty risk

Operational Risk

Risk of loss resulting from inadequate or failed internal processes and systems, human factor or from external events, including legal risk. Risk corresponding to the security of the IT systems, as in the majority of companies, is now becoming very important, and appropriate measures to contain it are being taken.

Business Risk

Risk due to new competitors, drop in trading activity, worsening of the local and international economic situation etc.

At the relevant section of the Annual Financial Report, there is an extensive reference to the applicable procedure for dealing with the financial, business and other risk categories mentioned above.

The Board of Directors is informed on a regular basis about the risks that the Group faces, and examines whether those risks are clearly identified, adequately assessed, and managed effectively.

V. Information re items of article 10 §1 (c), (d), (f), (h), (i) of Directive 2004/25/EC of the European Parliament and of the Council of April 21st 2004 concerning public offers

- The information required under item (c) of §1 article 10 of Directive 2004/25/EC is already included in another section of the Annual Financial Report that refers to the additional information of article 4 §7 of law 3556/2007.
- With regards to the information required under item (d) of §1 article 10 of Directive 2004/25/EC, there are no securities of the Company that confer special control privileges to their holders.
- With regards to the information required under item (f) of §1 article 10 of Directive 2004/25/EC, there is no restriction of any kind on voting rights.
- With regards to the information required under item (h) of §1 article 10 of Directive 2004/25/EC, the provisions of the Articles of Association of the Company concerning the appointment and replacement of members of the Board of Directors and modifications of the Company's Articles of Association do not deviate from the provisions in law 4548/2018.

  In particular, in accordance with the provisions of the Articles of Association, the members of the Board of Directors can be nine (9) up to thirteen (13) and are elected by the General Meeting, which also decides on their number. Their term of office is four years, beginning on the day of election by the General Meeting and ending at the Annual General Meeting that is convened in the year during which the four-year term since the election has already been completed.

  If a member of the Board of Directors resigns, dies, or forfeits his office in any way, or is declared forfeit by a decision of the Board of Directors due to unaccounted for absence from the meetings for three consecutive months, the Board of Directors may continue to manage and represent the Company without replacing these members, provided that the remaining members are at least nine (9).

  If the number of members of the Board of Directors drops below nine (9), and provided that the remaining members are at least three (3), the Board of Directors is obliged to elect replacements for the remainder of the term of office for the members being replaced, at least up until the ninth (9^{th}) member. If elected by the

Board of Directors as an interim member to replace another member, the election is announced to the General Meeting immediately following (Annual or Extraordinary), which may replace the members thus elected even if such an item has not been included in the agenda of the General Meeting in question.

Already, by decision of the General Meeting, the members of the Board of Directors are thirteen (13).

The members of the Board of Directors can always be reelected, and are recalled at any time by the General Meeting of shareholders.

- The information required under item (i) of article 10 §1 of Directive 2004/25/EC is already included in another section of the Annual Financial Report that refers to the additional information of article 4 §7 of law 3556/2007.

TRANSACTIONS WITH ASSOCIATED COMPANIES OF THE HELLENIC EXCHANGES – ATHENS STOCK EXCHANGE (ATHEX) GROUP FOR THE 20TH FISCAL YEAR FROM 1.1.2020 TO 31.12.2020

In accordance with the provisions of Article 2 of Law 3016/2002 on "Corporate governance, payroll issues and other provisions", a report on transactions with associated companies of the Hellenic Exchanges-Athens Stock Exchange SA Group (ATHEX) has been prepared for the fiscal year 01.01.2020 - 31.12.2020.

Transactions with companies associated with the Group concern the following categories:

Dividends

These are the dividends which are received by Athens Exchange from its subsidiaries, based on the participation percentages.

Invoicing of services

These are services granting the right to use the OASIS system, monitoring and maintaining the network, computer and telecommunications equipment of the companies of the Group and providing information to data vendors.

Intra-Group Contracts

Because of the operating restructuring of the Group, by a contractual agreement dated 25.4.2005, Athens Exchange provides support and administrative services to the other companies of the Group. In addition, by the relevant contractual agreements Athens Exchange provides user and IT services to the other companies of the Group; these services are specified in the individual contracts.

Rents

Following the relocation of the departments of the Group to the new building, ATHEX collected rent from Athens Exchange and ATHEXClear up until 19.12.2013. The ATHEX central registry and depository business, which includes the building at 110 Athinon Ave, was transferred on 19.12.2013 to TSEC, at the same time the headquarters were moved to Athens and the name of the company changed to ATHEXCSD. Starting on 1.1.2014 ATHEXCSD collects rent from the other companies of the Group.

Financing

The former Athens Exchange had concluded a loan agreement with the former HELEX in order to provide the latter with a short term cash facility for the needs of the settlement of cross-border transactions as part of the operation of the XNET network.

The value of transactions and the balances of the Group with associated parties on 31.12.2020 are analyzed in the following table:

	Group		Company	
	31.12.2020	31.12.2019	31.12.2020	31.12.2019
Remuneration of executives and members of the BoD	1,602	1,115	1,261	954
Cost of social security	327	255	247	0
Total	**1,929**	**1,370**	**1,508**	**954**

There is a provision for bonus for all personnel - €500 thousand on 31.12.2020 and €877 thousand on 31.12.2019. The corresponding amounts for the Company are €234 thousand on 31.12.2020 and €410 thousand on 31.12.2019.

For the Hellenic Exchanges-Athens Stock Exchange S.A. (ATHEX) Group (following the completion of the restructuring), intra-Group transactions between the following associated companies are included:

- Hellenic Exchanges-Athens Stock Exchange S.A. (ATHEX)
- Hellenic Central Securities Depository (ATHEXCSD)
- Athens Exchange Clearing House (ATHEXClear)

The intra-Group balances on 31.12.2020 and 31.12.2019, as well as the intra-Group transactions of the companies of the Group on 31.12.2020 and 31.12.2019 are shown below:

INTRA-GROUP BALANCES (in €) 31.12.2020				
		ATHEX	ATHEXCSD	ATHEXCLEAR
ATHEX	Claims	0	416,019	720
	Liabilities	0	34,267	0
ATHEXCSD	Claims	34,267	0	331,075
	Liabilities	416,019	0	1,600
ATHEXCLEAR	Claims	0	1,600	0
	Liabilities	720	331,075	0

INTRA-GROUP BALANCES (in €) 31.12.2019				
		ATHEX	ATHEXCSD	ATHEXCLEAR
ATHEX	Claims	0	446,609	0
	Liabilities	0	0	0
ATHEXCSD	Claims	0	0	120,246
	Liabilities	446,609	0	1,600
ATHEXCLEAR	Claims	0	1,600	0
	Liabilities	0	120,246	0

INTRA-GROUP REVENUES-EXPENSES (in €) 31.12.2020				
		ATHEX	ATHEXCSD	ATHEXCLEAR
ATHEX	Revenue	0	449,481	109,822
	Expenses	0	427,502	0
	Dividend Income	0	4,013,000	3,825,000
ATHEXCSD	Revenue	427,502	0	6,054,805
	Expenses	449,481	0	16,247
ATHEXCLEAR	Revenue	0	16,247	0
	Expenses	109,822	6,054,805	0

INTRA-GROUP REVENUES-EXPENSES (in €) 31.12.2019				
		ATHEX	ATHEXCSD	ATHEXCLEAR
ATHEX	Revenue	0	386,451	110,522
	Expenses	0	315,069	0
	Dividend Income	0	3,210,400	0
ATHEXCSD	Revenue	315,069	0	5,940,953
	Expenses	386,451	0	26,006
ATHEXCLEAR	Revenue	0	26,006	0
	Expenses	110,522	5,940,953	0

Intra-Group transactions concern: the annual fee for trade settlement (art. 1 decision 1 on fees), settlement instructions (art. 1 decision 1 on fees), support services (accounting, security, administrative services etc.), IT services, as well as PC support services, which are invoiced at prices comparative to those between third parties.

For the affiliated company HELLENIC ENERGY EXCHANGE, the table of claims and revenue (including provisions) for 2020 and 2019 follows below:

Claims (in €)	31.12.2020	31.12.2019
ATHEX	331,506	224,323
ATHEXCSD	58,419	80,178
ATHEXClear	27,900	9,300

Revenue (in €)	31.12.2020	31.12.2019
ATHEX	781,565	325,815
ATHEXCSD	268,244	274,300
ATHEXClear	30,000	30,000

For the affiliated company EnEx CLEARING HOUSE, the table of claims and revenue (including provisions) for 2020 and 2019 follows below:

Claims (in €)	31.12.2020	31.12.2019
ATHEX	176,877	14,579
ATHEXCSD	16,793	16,463
ATHEXClear	17,980	84,010

Revenue (in €)	31.12.2020	31.12.2019
ATHEX	316,923	48,222
ATHEXCSD	63,968	64,442
ATHEXClear	10,000	92,650

For the HELLENIC CORPORATE GOVERNANCE COUNCIL, the Group on 31.12.2020 had a claim on ATHEX in the amount of €36,681 thousand and an obligation to ATHEXCSD in the amount of €150.

REPORT IN ACCORDANCE WITH ARTICLE 4 OF LAW 3556/2007

The present explanatory report of the Board of Directors contains information in accordance with article 4 §7 of Law 3556/2007, and will be submitted to the Annual General Meeting of shareholders, in accordance with the provisions of article 4 §8 of Law 3556/2007. Wherever the provisions above refer to provisions of codified Law 2190/1920, which are abolished by article 189 of Law 4548/2018, these references are assumed to be to the corresponding provisions of Law 4548/2018 (article 188 of Law 4548/2018).

Share capital structure

The share capital of the Company is €29,570,520.00 and is divided into 60.348.000 shares, with a par value of €0.49 each. All shares are listed for trading in the Main cash market of Athens Exchange. The Company's shares are common registered with a voting right.

Restrictions on the transfer of shares of the Company

The transfer of shares of the Company takes place in accordance with the Law and there are no restrictions on their transfer in the Company's Articles of Association.

Significant direct or indirect participations in accordance with the provisions of Law 3556/2007

The following shareholders on 31.12.2020 possessed, directly and indirectly, more than 5% of the share capital of the Company:

Shareholder	% of the share capital of the Company
THE LONDON AND AMSTERDAM TRUST COMPANY LTD (Direct participation - % based on the notification by the shareholder on 6.12.2013)	5.43%
THE GOLDMAN SACHS GROUP INC (Indirect participation - % based on the notification by the shareholder on 15.12.2020)	5.06%

No other physical or legal entity possesses more than 5% of the share capital of the Company.

Shares that provide special control rights

No shares of the Company exist that confer on their holders special control privileges.

Voting right restrictions

No voting right restrictions are foreseen in the Articles of Association of the Company.

Agreements between shareholders of the Company

No agreement between its shareholders has been made known to the Company that implies restrictions in the transfer of its shares or in the exercise of voting rights of the Company's shares.

Rules for appointing and replacing members of the Board of Directors and modifying the Articles of Association, provided that they deviate from the provisions of Law 4548/2018 (which abolished codified Law 2190/1920)

Beyond the special provision regarding the continuation of the representation and management of the Company in case of resignation, death, or in any other way loss of the capacity of Member of the BoD, provided that the remaining members are at least nine (9) in number, the provisions of the Articles of Association concerning the appointment and replacement of the members of the Board of Directors and the modification of the Articles of Association do not deviate from the provisions of Law 4548/2018 which abolished codified Law 2190/1920.

Responsibility of the Board of Directors or specific BoD members regarding the issuance of new shares or the purchase of own shares in accordance with article 16 of Law 2190/1920 (and already article 49 of Law 4548/2018)

In accordance with the provisions of article 113 of Law 4548/2018, the Board of Directors can increase the share capital of the Company, by issuing new shares, in order to implement stock option plans approved by the General Meeting, whereby beneficiaries obtain Company shares, under the specific terms and procedures that are foreseen in the abovementioned provisions. There is no provision in the Articles of Association of the Company contrary to the above.

In accordance with the provisions of article 49 of Law 4548/2018 (previously article 16 of abolished codified Law 2190/1920, the Company may, following the approval of the General Meeting, obtain own shares up to the amount of 1/10 of the paid-in share capital, under the specific terms and procedures foreseen by article 49 of Law 4548/2018. There is no provision in the Articles of Association of the Company contrary to the above.

Important agreement concluded by the Company, coming into effect, modified or expiring, in case there is a change of control of the Company following a public offer, and the effects of any such agreement

No such agreement exists.

Agreements that the Company has concluded with members of its Board of Directors or with employees, which foresee the payment of compensation in case of resignation or termination without cause, or termination of the term of office or employment, as a result of a public offer

There are no agreements between the Company and members of its Board of Directors or employees, which foresee the payment of compensation, especially in case of resignation or termination without cause, or termination of the term of office or employment, as a result of a public offer.

Alternative Performance Measures

An Alternative Performance Measure (APM) is an adjusted financial measurement of past or future financial performance, financial position or cash flows that is different from the financial measurement defined in the applicable financial reporting framework. In other words, an APM on the one hand is not exclusively based on financial statement standards, and on the other it provides material supplementary information, excluding items that may potentially differentiate from the operating results or the cash flows.

Transactions with a non-operational or non-cash valuation that have a significant effect in the Statement of Comprehensive Income are considered items that affect the adjustment of the indices to APMs. These, non-recurring in most cases, items may arise among others from:

- Asset impairments
- Restructuring measures
- Consolidation measures
- Sale or transfer of assets
- Changes in legislation, compensation for damages or legal claims

APMs must always be taken into consideration in conjunction with the financial results that have been drafted based on IFRS, and in no instance should they be considered as replacing them. The Athens Exchange Group used APMs for the first time in fiscal year 2016, in order to better reflect the financial and operational performance related to the activity of the Group as such in the fiscal year in question, as well as the previous comparable period.

The definition, analysis and calculation basis of the APMs used by the Group is presented below.

Items affecting the adjustment

In accordance with the financial statements for 2020, the items that affect the adjustment of the indices used by the Group in order to calculate APMs are: a) the valuation of the shares of a listed bank that it possesses, and b) the gains from the estimation of the value of the real estate of the Group, which is recorded in the Statement of Comprehensive Income and the table of Other Comprehensive Income.

in € thousand	01.01-31.12.2020	01.01-31.12.2019
Provisions against doubtful debts	0	10
Plot of land valuation gains	682	0
Total	**682**	**10**
Other Comprehensive Income	**0**	**0**
Gain from properties assessment	(1,766)	0
Share valuation	(1,703)	(1,092)
Total	**(3,469)**	**(1,092)**
Grand total	**(2,787)**	**(1,082)**

EBITDA and EBIT are not differentiated due to the lack of adjustment items:

1. **EBITDA**	=	Earnings Before Interest, Taxes, Depreciation & Amortization	-	items affecting the adjustment

€ thousand	01.01-31.12.2020	01.01-31.12.2019	Deviation %
EBITDA	8,338	13,236	(37)%

2. EBIT = Earnings Before Interest & Taxes - items affecting the adjustment

€ thousand	01.01-31.12.2020	01.01-31.12.2019	Deviation %
EBIT	4,128	9,153	(55)%

3. EBT = Earnings Before Taxes - items affecting the adjustment

€ thousand	01.01-31.12.2020	01.01-31.12.2019	Deviation %
EBT	4,908	9,482	(48)%
Plot of land assessment loss	(682)	0	
Adjusted EBT	4,226	9,482	(55)%
Deviation %	(14)%	0%	

4. EAT = Earnings After Taxes - items affecting the adjustment

€ thousand	01.01-31.12.2020	01.01-31.12.2019	Deviation %
EAT	3,870	6,080	(36)%
Plot of land valuation gain	(682)	0	
Adjusted EAT	3,188	6,080	(48)%
Deviation %	(18)%	0%	

5. Cash flows after investments *(cash flows before financial activities in the Statement of Cash Flows)* = Net cash flows from operating activities - Net cash flows from investment activities - items affecting the adjustment

€ thousand	01.01-31.12.2020	01.01-31.12.2019	Deviation %
Net cash flows from operating activities	7,263	12,237	(41)%
Net cash flows from investment activities	(2,999)	(3,793)	(21)%
Cash flows after investment activities	4,264	8,444	(50)%
Items affecting the adjustment	(682)	(10)	6720%
Adjusted cash flows from investment activities	3,582	8,434	(58)%
Deviation	(16)%	(0)%	

6. Return on Equity (ROE), %

$$\text{ROE} = \frac{\text{Earnings After Taxes} - \text{items affecting the adjustment}}{\text{Total Equity (average)}} \times 100$$

€ thousand	01.01-31.12.2020	01.01-31.12.2019	Deviation %
Return on Equity	**3.69%**	**5.63%**	**(34)%**

7. Degree of Financial Self-Sufficiency

$$= \frac{\text{Total Equity} - \text{items affecting the adjustment}}{\text{Total Balance sheet} - \text{third party cash assets}} \times 100$$

€ thousand	01.01-31.12.2020	01.01-31.12.2019	Deviation %
Degree of Financial Self-Sufficiency	**90%**	**90%**	**0%**
Total Equity	105,516	108,028	(2)%
Items affecting the adjustment	(682)	(10)	6720%
Gains from valuation of real estate	(1,766)	0	
Share valuation	(1,703)	(1,092)	56%
Total (a)	**101,365**	**106,926**	**(5)%**
Total Balance Sheet - Third party cash & cash equivalents (b)	**123,649**	**123,400**	**0%**
Adjusted Degree of Financial Self-Sufficiency (a/b)	**82%**	**87%**	**(6)%**
Deviation %	**(9)%**	**(3)%**	

8. Adjusted EPS

$$= \frac{\text{Net Earnings attributable to the owners of the parent Company} - \text{items affecting the adjustment}}{\text{Average number of shares during the period}} \times 100$$

€ thousand	01.01-31.12.2020	01.01-31.12.2019	Deviation %
EPS	**0.118**	**0.115**	**5%**
Other comprehensive income	7,146	6,946	3%
Adjustment items	(3,469)	(1,092)	218%
Net adjusted other comprehensive income	**3,677**	**5,854**	**(37)%**
Average number of shares during the period	**60,348,000**	**60,348,000**	**0%**
Adjusted EPS	**0.061**	**0.097**	**(37)%**
Deviation	**(48)%**	**(16)%**	

Composition of the BoDs of the companies of the Group

The current members of the Boards of Directors of the companies of the ATHEX Group are listed in the following tables.

The composition of the Board of Directors that was elected by the General Meeting on 30.05.2019 with a four-year term of office is the following:

HELLENIC EXCHANGES - ATHENS STOCK EXHANGE S.A. HOLDING	
Name	**Position**
George Handjinicolaou	Chairman, non-executive member
Alexios Pilavios	Vice Chairman, non-executive member
Socrates Lazaridis	Chief Executive Officer, executive member
Alexandros Antonopoulos	Independent non-executive member
Konstantinos Vassiliou	Non-executive member
Giorgos Doukidis	Independent non-executive member
Ioannis Emiris	Non-executive member
Polyxeni Kazoli	Independent non-executive member
Sofia Kounenaki – Efraimoglou	Independent non-executive member
Ioannis Kyriakopoulos	Non-executive member
Adamantini Lazari	Independent non-executive member
Spyridoula Papagiannidou	Independent non-executive member
Nikolaos Chryssochoidis	Non-executive member

The composition of the Boards of Directors of the subsidiaries ATHEXCSD and ATHEXClear is the following:

ATHENS EXCHANGE CLEARING HOUSE S.A	
Name	**Position**
Alexios Pilavios	Chairman, non-executive member
Charalambos Saxinis	Vice Chairman, independent non-executive member
Socrates Lazaridis	Chief Executive Officer, executive member
Giorgos Doukidis	Independent non-executive member
Theano Karpodini	Independent non-executive member
Spyridoula Papagiannidou	Independent non-executive member
Nikolaos Pimplis	Executive member

HELLENIC CENTRAL SECURITIES DEPOSITORY S.A.	
Name	**Position**
George Handjinicolaou	Chairman, non-executive member
Adamantini Lazari	Vice Chairman, Independent non-executive member
Socrates Lazaridis	Chief Executive Officer, executive member
Theano Karpodini	Independent non-executive member
Polyxeni Kazoli	Independent non-executive member
Spyridoula Papagiannidou	Independent non-executive member
Nikolaos Pimplis	Executive member

Significant events after 31.12.2020

On 18.03.2021 the Company sold the portfolio of Piraeus Bank shares in its possession. In particular, 668,265 shares were sold at an average sale price of €0.7484 per share. The value of the transaction was €500,136.44. As a result of this sale, the amount of €368.9 thousand will be recorded as a loss in other comprehensive income in the first quarter of 2021.

There is no other event that has a significant effect in the results of the Group which has taken place or was completed after 31.12.2020, the date of the 2020 annual financial statements and up until the approval of the financial statements by the Board of Directors of the Company on 29.03.2021.

Athens, 29 March 2021

The Board of Directors

3. AUDIT REPORT BY THE INDEPENDENT CERTIFIED AUDITORS ACCOUNTANTS

Independent auditors' report

To the Shareholders of "HELLENIC EXCHANGES – ATHENS STOCK EXCHANGE SA (ATHEX)"

Report on the audit of the Separate and Consolidated Financial Statements

Our opinion

We have audited the accompanying Separate and Consolidated Financial Statements of "HELLENIC EXCHANGES – ATHENS STOCK EXCHANGE SA" (the "Company") and its subsidiaries (the "Group") which comprise the Statement of Financial Position as of 31 December, 2020, the Statement of Comprehensive Income, Statement of Changes in Equity and Cash Flow Statement for the year then ended, and Notes to the 2020 Separate and Consolidation Financial Statements, including a summary of significant accounting policies.

In our opinion, the Separate and Consolidated Financial Statements present fairly, in all material respects the separate and consolidated financial position of the Company and the Group as at 31 December, 2020, their separate and consolidated financial performance and their separate and consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards, as adopted by the European Union and comply with the statutory requirements of Law 4548/2018.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs), as they have been transposed into Greek Law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the Separate and Consolidated Financial Statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

During our audit we remained independent of the Company and the Group in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) that has been transposed into Greek Law, and the ethical requirements of Law 4449/2017 and of Regulation (EU) No 537/2014, that are relevant to the audit of the Separate and Consolidated Financial Statements in Greece. We have fulfilled our other ethical responsibilities in accordance with Law 4449/2017, Regulation (EU) No 537/2014 and the requirements of the IESBA Code.

We declare that the non-audit services that we have provided to the Company and its subsidiaries are in accordance with the aforementioned provisions of the applicable law and regulation and that we have not provided non-audit services that are prohibited under Article 5(1) of Regulation (EU) No 537/2014.

The non-audit services that we have provided to the Company and its subsidiaries, during the year ended as at 31 December 2020, are disclosed in the note 5.21 to the Separate and Consolidated Financial Statements.

Key audit matter

Key audit matter is that matter that, in our professional judgment, were of most significance in our audit of the Separate and Consolidated Financial Statements of the current period. This matter was addressed in the context of our audit of the Separate and Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on that matter.

Key Audit Matter	How our audit addressed the key audit matter
Revenue recognition (separate and consolidated financial statements) At 31 December 2020, Revenue amounted to €29.5 ml for the Group and €15.3 ml for the Company. The Group's revenue consists of fees from trading, clearing and settlement of transactions, exchange and depository services, market data, ancillary support services and other services to members and third parties. The Group uses various Information Technology (IT) systems, processes and internal controls to recognise revenue and allocate accrued and deferred revenue to the proper accounting period. In addition, certain assumptions and estimates are made by Management in applying the requirements of IFRS 15 "Revenue from contracts with customers". We focused on this area due to the significance of revenue to the separate and consolidated financial statements, the large volume of transactions processed, the complexity of the IT systems, and the multiplicity of services, pricing policies and revenue recognition criteria. Further information on revenue recognition is included in Note 5.3.16 "Significant Accounting Policies – Revenue recognition".	Our audit approach included the following key procedures: • We evaluated and tested, on a sample basis, the control procedures and the IT systems supporting significant revenue streams from the trading, clearing and settlement of transactions. Our audit procedures also included the evaluation of internal controls relating to change management and restricted access over the respective IT systems. In addition, we tested, on a sample basis, the correct transfer of data from the relevant IT systems to the general ledger. • We performed audit procedures, on a sample basis, by reperforming relevant calculations, and testing the appropriateness of the accounting treatment within the general ledger and the recognition of revenue in the proper accounting period. • We assessed Management's key estimates and assumptions used to determine the timing of revenue recognition based on IFRS 15; • We tested on a sample basis service-based revenue recognised within the accounting period with invoices and other supporting documentation. • We also evaluated the adequacy and appropriateness of the related disclosures included in the separate and consolidated financial statements. Based on our audit procedures, we noted no exceptions in relation to revenue recognition.

Other Information

The members of the Board of Directors are responsible for the Other Information. The Other Information, which is included in the Annual Report in accordance with Law 3556/2007, is the Statements of Board of Directors members and the Board of Directors Report (but does not include the Separate and Consolidated Financial Statements and our auditor's report thereon), which we obtained prior to the date of this auditor's report.

Our opinion on the Separate and Consolidated Financial Statements does not cover the Other Information and except to the extent otherwise explicitly stated in this section of our Report, we do not express an audit opinion or other form of assurance thereon.

In connection with our audit of the Separate and Consolidated Financial Statements, our responsibility is to read the Other Information identified above and, in doing so, consider whether the Other Information is materially inconsistent with the Separate and Consolidated Financial Statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We considered whether the Board of Directors Report includes the disclosures required by Law 4548/2018 and the Corporate Governance Statement required by article 152 of Law 4548/2018 has been prepared.

Based on the work undertaken in the course of our audit, in our opinion:

- The information given in the the Board of Directors' Report for the year ended at 31 December 2020 is consistent with the Separate and Consolidated Financial Statements,
- The Board of Directors' Report has been prepared in accordance with the legal requirements of articles 150,151,153 and 154 of Law 4548/2018,
- The Corporate Governance Statement provides the information referred to items c and d of paragraph 1 of article 152 of the Law 4548/2018.

In addition, in light of the knowledge and understanding of the Company and Group, "HELLENIC EXCHANGES – ATHENS STOCK EXCHANGE SA (ATHEX)" and their environment obtained in the course of the audit, we are required to report if we have identified material misstatements in the Board of Directors' Report and Other Information that we obtained prior to the date of this auditor's report. We have nothing to report in this respect.

Responsibilities of Board of Directors and those charged with governance for the Separate and Consolidated Financial Statements

The Board of Directors is responsible for the preparation and fair presentation of the Separate and Consolidated Financial Statements in accordance with International Financial Reporting Standards, as adopted by the European Union and comply with the requirements of Law 4548/2018, and for such internal control as the Board of Directors determines is necessary to enable the preparation of the Separate and Consolidated Financial Statements that are free from material misstatement, whether due to fraud or error.

In preparing the Separate and Consolidated Financial Statements, the Board of Directors is responsible for assessing the Company's and Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Board of Directors either intends to liquidate the Company and Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's and Group's financial reporting process.

Auditor's responsibilities for the audit of the Separate and Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Separate and Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Separate and Consolidated Financial Statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Separate and Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's and Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.

- Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's and Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Separate and Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company and Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Separate and Consolidated Financial Statements, including the disclosures, and whether the Separate and Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Company and Group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Separate and Consolidated Financial Statements of the current period and are therefore the key audit matter. We describe these matters in our auditor's report.

Report on other legal and regulatory requirements

1. Additional Report to the Audit Committee

Our opinion on the accompanying Separate and Consolidated Financial Statements is consistent with the requirements of Article 11 of Regulation (EU) No 537/2014 – "Supplementary Report to the Audit Committee of the Company".

2. Appointment

We were appointed as auditors of the Company by the decision of the annual general meeting of shareholders on 25 May, 2017. Our appointment has been renewed annually by the decision of the annual general meeting of shareholders for a total uninterrupted period of appointment of 4 years.

PricewaterhouseCoopers S.A.

268 Kifissias Avenue, 152 32 Athens

Reg. No. 113

Despina Marinou Reg N. 17681	Fotis Smyrnis Reg N. 52861

29 March, 2021

4. 2020 COMPANY & CONSOLIDATED FINANCIAL STATEMENTS

for the fiscal year 1 January 2020 to 31 December 2020

In accordance with the International Financial Reporting Standards

4.1. Annual Statement of Comprehensive Income

		Group		Company	
		01.01	01.01	01.01	01.01
	Notes	31.12.2020	31.12.2019	31.12.2020	31.12.2019
Revenue					
Trading	5.8	5.197	5.272	5.197	5.272
Clearing	5.9	9.347	9.251	0	0
Settlement	5.10	1.595	4.903	0	0
Exchange services	5.11	3.143	3.051	3.143	3.051
Depository services	5.12	2.600	2.457	0	0
Clearinghouse services	5.13	126	130	0	0
Market Data	5.14	2.643	2.556	2.920	2.780
IT services	5.15	542	495	506	459
Revenue from re-invoiced expenses	5.16	670	956	454	741
Ancillary services	5.17	4.331	3.370	2.874	1.839
Other services	5.18	541	927	672	1.007
Total turnover		**30.735**	**33.368**	**15.766**	**15.149**
Hellenic Capital Market Commission fee	5.19	(1.227)	(1.216)	(454)	(449)
Total revenue		**29.508**	**32.152**	**15.312**	**14.700**
Expenses					
Personnel remuneration & expenses	5.20	11.737	10.433	6.454	5.545
Third party remuneration & expenses	5.21	1.926	881	1.440	617
Utilities	5.22	763	761	109	121
Maintenance / IT support	5.23	1.683	1.397	1.304	959
Other Taxes	5.24	1.458	1.336	760	667
Building / equipment management	5.25	572	627	121	128
Other operating expenses	5.26	1.730	1.740	1.507	1.530
Total operating expenses before ancillary services and depreciation		**19.869**	**17.175**	**11.695**	**9.567**
Re-invoiced expenses	5.27	630	959	400	711
Expenses for ancillary services	5.28	671	782	233	212
Total operating expenses, including ancillary services before depreciation		**21.170**	**18.916**	**12.328**	**10.490**
Earnings before Interest, Taxes, Depreciation & Amortization (EBITDA)		**8.338**	**13.236**	**2.984**	**4.210**
Depreciation	5.29 - 5.31	(4.210)	(4.083)	(1.922)	(2.016)
Earnings Before Interest and Taxes (EBIT)		**4.128**	**9.153**	**1.062**	**2.194**
Capital income	5.35	117	366	48	175
Dividend income	5.32	100	0	7.938	3.210
Income from participations	5.48	14	108	14	108
Real estate revaluation gains	5.29 & 5.31	682	0	618	0
Financial expenses	5.35	(133)	(145)	(65)	(71)
Earnings Before Tax (EBT)		**4.908**	**9.482**	**9.615**	**5.616**
Income tax	5.45	(1.038)	(3.402)	(596)	(1.193)
Earnings after tax		**3.870**	**6.080**	**9.019**	**4.423**

(Amounts in thousands euro, unless otherwise noted) 95

		Group		Company	
		01.01	01.01	01.01	01.01
	Notes	31.12.2020	31.12.2019	31.12.2019	31.12.2019
Earnings after tax (A)		**3.870**	**6.080**	**9.019**	**4.423**
Profits / (losses) from the revaluation of real estate	5.29	2.324	0	0	0
Income tax included in other comprehensive income / (losses)		(558)	0	0	0
Financial assets at fair value through comprehensive income					
Valuation profits / (losses) during the period	5.34	2.241	1.437	2.241	1.437
Income tax included in other comprehensive income / (losses)		(538)	(345)	(538)	(345)
Actuarial profits / (losses) from staff termination provision	5.42	(254)	(297)	(151)	(174)
Income tax effect		61	71	36	42
Other comprehensive income / (losses) after taxes (B)		**3.276**	**866**	**1.588**	**960**
Total other comprehensive income (A) + (B)		**7.146**	**6.946**	**10.607**	**5.383**

Distributed to:		**2020**	**2019**
Company shareholders		7,146	6,946
Profits after tax per share (basic & diluted; in €)		0.118	0.115
Weighted average number of shares		60,348,000	60,348,000

Any differences between the amounts in the financial statements and the corresponding amounts in the notes are due to rounding.

The notes in chapter 5 form an integral part of the annual financial statements of 31.12.2020.

(Amounts in thousands euro, unless otherwise noted) 96

4.2. Annual Statement of Financial Position

	Note	Group		Company	
		31.12.2020	31.12.2019	31.12.2020	31.12.2019
ASSETS					
Non-Current Assets					
Tangible assets for own use	5.29	23,933	22,920	1,217	1,322
Right of use assets	5.30	85	90	1,361	1,481
Real Estate Investments	5.31	2,700	2,082	2,700	2,082
Intangible assets	5.29	6,765	6,449	3,917	3,752
Deferred tax	5.37	51	514	0	480
Participations & other long term receivables	5.32	5,966	5,949	63,488	63,699
Financial assets at fair value through other income	5.34	5,278	3,037	5,278	3,037
		44,778	**41,041**	**77,961**	**75,853**
Current Assets					
Trade receivables	5.33	4,112	4,506	1,995	2,810
Other receivables	5.33	5,244	4,427	2,062	1,389
Income tax receivable	5.45	1,515	0	229	0
Third party balances in Group bank accounts	5.36	224,557	186,394	3,219	1,428
Cash and cash equivalents	5.35	68,000	73,426	17,863	17,283
		303,428	**268,753**	**25,368**	**22,910**
Total Assets		**348,206**	**309,794**	**103,329**	**98,763**
EQUITY & LIABILITIES					
Equity & Reserves					
Share capital	5.39	29,571	35,002	29,571	35,002
Share premium	5.39	157	157	157	157
Reserves	5.39	55,113	51,396	47,489	46,014
Retained earnings	5.39	20,675	21,473	14,010	9,328
Total Equity		**105,516**	**108,028**	**91,227**	**90,501**
Non-current liabilities					
Grants and other long term liabilities	5.40	50	50	50	50
Contractual obligation	5.38	665	672	337	397
Deferred tax	5.37	2,119	1,573	236	0
Lease liabilities	5.30	55	55	1,282	1,379
Staff retirement obligation	5.41	2,357	2,069	1,490	1,303
Other provisions	5.41	60	60	0	0
		5,306	**4,479**	**3,395**	**3,129**
Current liabilities					
Trade and other payables	5.42	6,553	4,135	3,939	2,015
Contractual obligation	5.38	578	439	233	189
Income tax payable	5.45	0	1,391	0	53
Taxes payable	5.43	4,734	3,802	462	430
Social Security	5.44	936	1,096	731	895
Lease liabilities	5.30	26	30	123	123
Third party balances in Group bank accounts	5.36	224,557	186,394	3,219	1,428
		237,384	**197,287**	**8,707**	**5,133**
Total Liabilities		**242,690**	**201,766**	**12,102**	**8,262**
Total Equity & Liabilities		**348,206**	**309,794**	**103,329**	**98,763**

Any differences between the amounts in the financial statements and the corresponding amounts in the notes are due to rounding.

The notes in chapter 5 form an integral part of the annual financial statements of 31.12.2020.

(Amounts in thousands euro, unless otherwise noted) 97

4.3. Annual Statement of Changes in Equity

4.3.1. Group

	note	Share Capital	Share Premium	Reserves	Retained Earnings	Total Equity
Balance 01.01.2019		**41,640**	**157**	**50,201**	**18,740**	**110,738**
Earnings for the period	4.1		0	0	6,080	6,080
Actuarial profit/ (loss) from defined benefit pension plans	5.41	0	0	0	(226)	(226)
Profits/(losses) from valuation of financial assets at fair value through other comprehensive income	5.34	0	0	1,092	0	1,092
Total comprehensive income after taxes		**0**	**0**	**1,092**	**5,854**	**6,946**
Earnings distribution to reserves		0	0	102	(102)	0
Share capital return	5.38	(6,638)	0	0	0	(6,638)
Dividends paid			0	0	(3,017)	(3,017)
Balance 31.12.2019		**35,002**	**157**	**51,396**	**21,473**	**108,028**
Earnings for the period	4.1		0	0	3,870	3,870
Actuarial profit/ (loss) from defined benefit pension plans	5.41	0	0	0	(198)	(198)
Earnings/(losses) from valuation of financial assets at fair value through other comprehensive income	5.34	0	0	1,709	0	1,709
Total comprehensive income after taxes		**0**	**0**	**1,709**	**3,672**	**5,381**
Earnings distribution to reserves	5.39	0	0	248	(248)	0
Revaluation of real estate	5.29	0	0	1,761	0	1,761
Share capital return	5.39	(5,431)	0	0	0	(5,431)
Dividends paid	5.47	0	0	0	(4,224)	(4,224)
Balance 31.12.2020		**29,571**	**157**	**55,113**	**20,675**	**105,516**

Any differences between the amounts in the financial statements and the corresponding amounts in the notes are due to rounding.

The notes in chapter 5 form an integral part of the annual financial statements of 31.12.2020.

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4.3.2. Company

	note	Share Capital	Share Premium	Reserves	Retained Earnings	Total Equity
Balance 01.01.2019		**41,640**	**157**	**44,922**	**8,055**	**94,774**
Earnings for the period	4.1		0	0	4,423	4,423
Profits/(losses) from defined benefits pension plans				0	(132)	(132)
Profits/(losses) from valuation of financial assets available for sale	5.34		0	1,092	0	1,092
Total comprehensive income after taxes		**0**	**0**	**1,092**	**4,291**	**5,383**
Return of share capital	5.38	(6,638)	0	0	0	(6,638)
Dividends paid			0	0	(3,017)	(3,017)
Balance 31.12.2019		**35,002**	**157**	**46,014**	**9,328**	**90,501**
Earnings for the period	4.1		0	0	9,019	9,019
Actuarial profit/ (loss) from defined benefit pension plans	5.41		0	0	(115)	(115)
Profits/(losses) from valuation of financial assets at fair value through other comprehensive income	5.34		0	1,702	0	1,702
Total comprehensive income after taxes		**0**	**0**	**1,702**	**8,904**	**10,606**
Cancellation of stock options				(227)		(227)
Return of share capital	5.39	(5,431)	0	0	0	(5,431)
Dividends paid	5.47		0	0	(4,224)	(4,224)
Balance 31.12.2020		**29,571**	**157**	**47,489**	**14,010**	**91,227**

Any differences between the amounts in the financial statements and the corresponding amounts in the notes are due to rounding.

The notes in chapter 5 form an integral part of the annual financial statements of 31.12.2020.

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4.4. Annual Cash Flow Statement

	Notes	Group		Company	
		01.01-31.12.2020	01.01-31.12.2019	01.01-31.12.2020	01.01-31.12.2019
Cash flows from operating activities					
Earnings before tax		4,908	9,482	9,615	5,616
Plus / (minus) adjustments for					
Depreciation	5.29-5.31	4,210	4,083	1,922	2,016
Staff retirement obligations	5.41	33	38	36	12
Other provisions			195		71
Revaluation of real estate	5.29 & 5.31	(682)	0	(618)	0
Interest Income	5.35	(117)	(366)	(48)	(175)
Dividends received		0	0	(7,838)	(3,210)
Income from participations		(14)	(108)	(14)	(108)
Interest and related expenses paid	5.35	133	145	65	71
Plus/ (minus) adjustments for changes in working capital accounts or concerning operating activities					
Reduction/(Increase) in receivables		(440)	(2,422)	126	(769)
(Reduction)/Increase in liabilities (except loans)		3,335	2,202	1,790	356
Reduction/Total adjustments for changes in working capital		**11,366**	**13,249**	**5,036**	**3,880**
Interest and related expenses paid	5.35	(130)	(145)	(7)	(11)
Return of income tax prepayment	5.45	77	0	26	0
Taxes paid	5.45	(4,050)	(867)	(691)	(210)
Net inflows / outflows from operating activities (a)		**7,263**	**12,237**	**4,364**	**3,659**
Cash flows from investing activities					
Purchases of tangible and intangible assets	5.29	(3,116)	(3,127)	(1,832)	(1,644)
Payment of participation in Boursa Kuwait	5.34	0	(1,032)	0	(1,032)
Interest received	5.35	117	366	48	175
Dividends received		0	0	7,838	3,210
Total inflows / (outflows) from investing activities (b)		**(2,999)**	**(3,793)**	**6,054**	**709**
Cash flows from financing activities					
Special dividend (share capital return)	5.39	(5,431)	(6,638)	(5,431)	(6,638)
Lease payments	5.30	(35)	29	(183)	(176)
Dividend payments	5.47	(4,224)	(3,017)	(4,224)	(3,017)
Total outflows from financing activities (c)		**(9,690)**	**(9,626)**	**(9,838)**	**(9,831)**
Net increase/ (decrease) in cash and cash equivalents from the beginning of the period (a) + (b) + (c)		**(5,426)**	**(1,182)**	**580**	**(5,463)**
Cash and cash equivalents at start of period	**5.35**	**73,426**	**74,608**	**17,283**	**22,746**
Cash and cash equivalents at end of period	**5.35**	**68,000**	**73,426**	**17,863**	**17,283**

Any differences between the amounts in the financial statements and the corresponding amounts in the notes are due to rounding.

The notes in chapter 5 form an integral part of the annual financial statements of 31.12.2020.

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5. NOTES TO THE 2020 ANNUAL FINANCIAL STATEMENTS

5.1. General information about the Company and its subsidiaries

The Company "HELLENIC EXCHANGES-ATHENS STOCK EXCHANGE S.A. (ATHEX)" with the commercial name "ATHENS STOCK EXCHANGE" was founded in 2000 (Government Gazette 2424/31.3.2000) and has General Electronic Commercial Registry (GEMI) No 3719101000 (former Companies Register No 45688/06/B/00/30). Its head office is in the Municipality of Athens at 110 Athinon Ave, Postal Code 10442. The shares of the Company are listed in the Main Market segment of the Athens Exchange cash market.

The annual financial statements for 2020 of the Group and the Company have been approved by the Board of Directors on 29.03.2021. The annual financial statements have been published on the internet, at www.athexgroup.gr. The interim and annual financial statements of the subsidiaries of the Group ATHEXCSD and ATHEXClear are published at www.athexgroup.gr, even though they are not listed on the Athens Exchange.

5.2. Basis of preparation of the company and consolidated annual financial statements for 2020

The company and consolidated interim financial statements have been prepared in accordance with the International Financial Reporting Standards (IFRS) as published by the International Accounting Standard Board (IASB) and their interpretations as published by the International Financial Reporting Interpretations Committee (IFRIC) of IASB and adopted by the European Union and are mandatory for fiscal years starting on 1.1.2020. There are no standards and interpretations of standards that have been applied before the date they go into effect.

The attached financial statements have been drafted on the basis of historical cost (except owner-occupied assets as well as financial assets through other income, which are valued at fair value) and the principle of "going concern".

The preparation of financial statements in accordance with the International Financial Reporting Standards requires that the Management of the Group make important assumptions and accounting estimates that affect the balances of the Asset and Liability accounts, the disclosure of contingent claims and liabilities on the preparation date of the Financial Statements, as well as the revenues and expenses presented in the fiscal year in question. Despite the fact that these estimates are based on the best possible knowledge of the management of the Company as regards the current conditions, actual results may differ from these estimates in the end.

Estimates and judgments are continuously evaluated, and are based on actual data and other factors, including anticipation of future events that are to be expected under reasonable conditions.

Going concern

Management examines the main financial data and, on occasion, the fulfillment of medium term budgets, together with the existing loan conditions, if available, in order to arrive at the conclusion that the assumption of going concern is appropriate for use in preparing the annual financial statements of the Group and the Company.

The COVID-19 health crisis has led the world economy to a period of uncertainty and instability, the consequences of which are difficult to estimate based on the data so far. The economic impact will depend on the duration and intensity of the recession, and the prospects for recovery.

The uncertainty that prevailed in the stock market for the past year since the start of the pandemic is expected to recede as the vaccination of the population intensifies. We believe that, starting in the second half of 2021, the situation will normalize and that there will be a gradual return to normality. Already, listed companies are planning rights issues going forward in the year that will breathe new life to the capital market. The Group has created a strong crisis response mechanism, which ensures both seamless business continuity and systems security (including cyber security and data protection systems in a remote work environment).

The impact from COVID-19 is not expected to be significant for the Group and the Company. Management estimates that there is no material uncertainty as to the continuation of the activity of the Group and the Company. In particular, the following were examined:

Assessment of the impact of COVID-19 in the results of the Group

A. Revenue assumptions

A significant portion of the revenue of the Group is affected by trading activity, which in turn is affected by the prices of securities, trading velocity and the overall investment climate. However, the Group also has additional sources of revenue which have relatively less volatility, and as a result a drop in the Average Daily Traded Value (ADTV) affects total revenue, but to a lesser degree.

B. Expenses estimate

Due to the COVID-19 pandemic, the Group made some extraordinary expenses for tests, antiseptic, masks etc., which were fully offset by the reduction in operating expenses, mainly from the reduction in business travel and remote work.

C. Overdue debts

The consistent monitoring of receivables with continuous communication, following the approved procedure of doubtful claims yields results with the continuous reduction of total overdue receivables. In the pessimistic scenario where the Group would take a provision for all the overdue receivables then the total impact on the results of the Group would not exceed €226 thousand on 31.12.2020. It is noted that for overdue receivables of more than 360 days, 100% provisions are taken.

D. Valuation of participations

i. Valuation of Piraeus Bank shares

On 31.12.2020 the share price closed at €1.30 and as a result the valuation of the Bank of Piraeus shares was €868,744.50, a loss of €1,129,367.85 compared to the valuation on 31.12.2019 which is reported in Other Comprehensive Income (OCI).

ii. Valuation of Boursa Kuwait participation

The shares of Boursa Kuwait began trading in the organized securities market in Kuwait began on 14.09.2020. On 31.12.2020 the valuation of the participation is €4.4m, a gain of €3.4m which is reflected in Other Comprehensive Income (OCI).

E. Fair value of real estate

According to recent estimates by the Bank of Greece (BoG), real estate prices increased in 2020.

The 2nd lockdown that is in place, remote work as well as the continuing concern and uncertainty regarding the spread of COVID-19 have aggravated the climate and reversed the upward trend.

However, in accordance with the BoG the short and long term effects will depend based on the category, the position and the specific characteristics of the real estate properties.

The Group carried out an estimate of the commercial value of all its properties at the end of December 2020.

5.3. Basic Accounting Principles

The basic accounting principles adopted by the Group and the Company for the preparation of the attached financial statements are as follows.

5.3.1. Basis for consolidation

(a) Subsidiaries

The Consolidated Financial Statements include the Financial Statements of the Group and its subsidiaries. Subsidiaries are all companies (including special purpose vehicles) whose operation the Group controls. The Group controls a company when it is exposed to, or has rights to, various returns of the company due to its participation in it, and has the ability to affect these returns through its authority over the company.

Subsidiaries are fully consolidated from the date that control is transferred to the Group and cease being consolidated from the date that this control no longer exists.

The Group uses the acquisition method to account for business combinations. The acquisition price for a subsidiary is calculated as the total of the fair values of the assets transferred, liabilities assumed and participation titles issued by the Group. The consideration of the transaction also includes the fair value of the assets or liabilities that arise from a contingent consideration agreement.

In a business combination the costs related to the acquisition are expensed. The identifiable assets acquired, the liabilities and contingent liabilities are measured at fair value on the acquisition date. In case of a non-controlling participation, the Group either recognizes it at fair value, or at the equity share value of the company acquired.

If an acquisition takes place in stages, the book value of the assets of the company that is acquired and possessed by the Group on the acquisition date is revalued at fair value. The profit or loss from the revaluation at fair value is recognized in the Statement of Comprehensive Income.

Each contingent consideration provided by the Group is recognized at fair value on the acquisition date. Subsequent changes in the fair value of the contingent consideration, which is considered an asset or a liability, are recognized either in accordance with IAS 39, in the profit and loss statement, or as a change in other comprehensive income. The contingent consideration that is classified as an asset is not revalued and subsequent arrangements take place in equity.

Goodwill initially recognized in the acquisition cost is the excess amount from the total consideration that was paid and the amount recognized as a non-controlling participation, against the net assets that were acquired and the liabilities assumed. Provided that the fair value of assets is greater than the total consideration, the profit from the transaction is recognized in the Statement of Comprehensive Income.

Following the initial recognition, goodwill is measured at cost minus accumulated impairment losses. For the purposes of an impairment test, goodwill created from company acquisitions is distributed after the acquisition date to each cash generating unit of the Group that is expected to benefit from the acquisition, irrespective of whether the assets or liabilities of the acquired firm are transferred to that unit.

If goodwill is allocated to a cash generating unit and part of the activity of that unit is sold, goodwill associated with that part of the activity is included in the book value when determining profit and loss from the sale. In that case, goodwill sold is calculated based on the relative values of the activity sold and the part of the cash flow generating unit that is maintained.

Any losses are distributed to non-controlling participations, even if the balance becomes negative.

In the Statement of Financial Position of the Company, investments in subsidiaries are shown at the acquisition value minus any impairment losses. The acquisition value is adjusted in order to incorporate the changes in the consideration from the changes in the contingent consideration.

The financial statements of the subsidiaries are prepared on the same date and use the same accounting principles as the parent Company. Intra-group transactions, balance and accrued profits/ losses in transactions between the companies of the Group are eliminated.

(b) Changes in the participation in subsidiaries without change in control

Transactions with non-controlling participations that result in control of a subsidiary by the Group being maintained are considered equity transactions, i.e. transactions between owners. The difference between the fair value of the consideration paid and the part of the book value of the net assets of the subsidiary company that has been acquired is also recognized in equity.

(c) Sale of subsidiaries

When the Group ceases to have control, any remaining participation is revalued at fair value, while any differences that arise compared to the book value are recorded in the results. Then the asset is recognized as an associate company, joint venture or financial asset at that fair value.

In addition, relevant amounts previously recognized in other comprehensive income concerning that company, are accounted using the same method that the Group would have used in case the assets or liabilities had been liquidated, i.e. they may be transferred to the results.

(d) Participation in affiliated companies

Affiliates are the companies in which the Group exercises material influence under the provisions of IAS 28 but does not exercise control. In general, material influence arises when the Group holds between 20% and 50% of the voting rights. The existence and influence of potential voting rights that are directly exercisable or convertible is taken into consideration in the assessment of the exercise of material influence by the Group.

Investments in affiliated companies are valued using the equity method. Investments in affiliated companies are initially recorded in the Statement of Financial Position at cost, which is increased or decreased by the proportion of the Group in the results of the affiliated company after the acquisition date. The Group checks on each reporting date, whether there is an indication that an investment in an affiliate is impaired. If there is such an indication, an impairment test is performed, comparing the recoverable amount of the investment with the book value of the investment. If the book value of the investment exceeds its recoverable value, the book value is reduced to the recoverable value.

Impairment losses recognized in previous fiscal years, may be reversed only if there is a change in the assumptions used to determine the recoverable amount of the investment, since the last time that an impairment loss was recognized. In that case, the book value of the investment is increased to the recoverable amount and the increase is a reversal of the impairment loss.

The share of the Group in the results of the affiliated company is recognized in the consolidated Statement of Comprehensive Income and the share in the reserves is recognized in the reserves of the Group. The accumulated changes in the reserves / results adjust the book value of the investment in the affiliated company. When the share of the Group in the losses of an affiliated company is equal to, or exceeds the participation amount in it, the Group does not recognize any further losses, unless it has incurred obligations, or made payments on behalf of the affiliated company.

Significant gains and losses from transactions between the affiliated company and the Group are eliminated by the percentage held by the Group in it.

Gains or losses from the sale of stakes in affiliated companies are recognized in the Consolidated Profit & Loss Statement. If there is a loss of substantial influence in an affiliated company, the Group measures at fair value any remaining investment in the affiliated company. The difference between the book value of the investment and the fair value on the date the substantial influence was lost is recognized in the results. The fair value of the company that ceases being affiliated, is considered to be the fair value that was determined when the investment was recognized as a financial asset.

5.3.2. Conversion of foreign currencies

Functional and presentation currency

The data in the Financial Statements of the companies of the Group are measured in the currency of the financial environment in which each company functions (functional currency). The consolidated interim Financial Statements are presented in euro, the functional currency of the parent company.

Transactions and balances

Transactions in foreign currency are converted to the functional currency using the exchange rates in effect on the date of the transactions. Profits and losses that arise from the settlement of transactions in foreign currency, as well as from the valuation, at the end of the fiscal year, of the currency assets and liabilities that are expressed in foreign currency, are booked in the Statement of Comprehensive Income. Foreign exchange differences from non-currency assets that are valued at fair value are considered part of the fair value and are therefore booked just like differences in fair value.

5.3.3. Tangible assets

Investments in real estate

Investments in real estate are those assets which are owned either for rental income or for capital gains or both. Plots of land and buildings are the only investments considered investments in real estate.

Investments in real estate are initially measured at cost. Initial cost includes transaction expenses: professional and legal expenses, transfer taxes and other direct costs.

Following the initial measurement, investments in real estate are measured at cost minus accumulated depreciation and any impairments in value. In 2020, the Company and the Group chose to change the measurement base for Investments in real estate from cost base to fair value.

Management considers that the retroactive effect of this change in accounting policy is not material and as such the comparative date in the financial statements have not been adjusted. See note 5.31.

Management considers that this change in the accounting policy provides more reliable and relevant information, for the better and more uniform presentation of its investment properties, in accordance with the current market conditions.

Profits or losses that arise from a change in the fair value of an investment in real estate will be included in the net profits or losses in the period in which they arise.

Transfers to investments in real estate only take place when the purpose of their use changes, as demonstrated with the end of their use, the start of a long term financial lease to third parties or the completion of their construction or development. Transfers from investments in real estate only take place when there is a change in use, as demonstrated by the start of their use by the Group or the start of development with the intent to sell.

For a transfer from investments in real estate that is presented at fair value to owner-occupied property, the cost of the property for subsequent accounting treatment (in accordance with IAS 16), is the acquisition cost minus accumulated depreciation.

Tangible owner-occupied assets

Real estate (plots of land – buildings) belonging to fixed assets are recorded at their adjusted values, during the first application of IFRS, and subsequently at fair value which is based on estimates made by independent estimators, less future building depreciation. Estimations are made regularly in order for the fair value of the adjusted asset not to differ significantly from its accounting value.

Other tangible owner-occupied assets used are recorded in the financial statements at acquisition cost minus accumulated depreciation and any value impairment provisions. The acquisition cost includes all the direct expenses for the acquisition of the assets.

Later expenses are recognized as an increase in the book value of the tangible fixed assets or as a separate asset only if it is probable that future financial benefits will flow to the Group, and the cost can be reliably measured.

The cost of repairs and maintenance is recognized in the Statement of Comprehensive Income when incurred.

Depreciation of other tangible assets (except plots of land which are not depreciated) is calculated using the straight line method during their useful life.

The useful lives of tangible assets are shown below:

	Useful life after 1.1.2014
Buildings and construction	25 years ή 4%
Machinery	5 years ή 20%
Means of transportation	6.25 years ή 16%
Other equipment	5-10 years ή 20-10%

The useful life of tangible assets and their salvage values are revised annually. When the book value of the fixed assets exceeds their recoverable value, the difference (impairment) is recognized as an expense in the Statement of Comprehensive Income.

When tangible assets are retired or sold, the associated cost and the accumulated depreciation are eliminated from the relevant accounts at the time the asset is retired or sold, and the associated profits or losses are recognized in the Statement of Comprehensive Income.

5.3.4. Intangible assets

Intangible assets include software licenses and software development expenses, which are valued at the acquisition cost minus accumulated depreciation and any impairment. Depreciation is calculated using the straight line method during the useful life of these assets, which is budgeted at 5 years.

It is noted that the depreciation rate applied by the Group for development expenses – upgrade of its core systems is 20% for expenses capitalized starting on 1.1.2020 (note 5.29).

5.3.5. Impairment of non-financial assets

The Company and the Group examine at each date of the financial statements, whether there are impairment indications for non-financial assets. The book values of assets are revised for any impairment, whenever events or changed circumstances indicate that the book value may not be recoverable. When the book value of an asset exceeds its recoverable value, an impairment loss is recognized in the Statement of Comprehensive Income. The recoverable amount is calculated as the greater of the fair value less sale expenses and value-in-use.

The fair value less sale expenses is the amount that results from the sale of an asset in an independent transaction between informed and willing parties, after subtracting all direct additional sale expenses, while the value-in-use is the present value of the estimated future cash flows that are expected to occur from the continuous use of the asset and its disposal at the end of its useful life. In order to evaluate the impairment, assets are grouped at the lowest level for which there are discrete recognizable cash flows.

5.3.6. Financial instruments

A financial instrument is any contract that simultaneously creates a financial asset for one financial entity and a financial liability or participatory title for another financial entity.

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Initial recognition and subsequent measurement of financial assets

Starting on 1 January 2018, financial assets are classified, when initially recognized, and subsequently measured at amortized cost, at fair value through other comprehensive income or at fair value through results. The classification of financial assets when initially recognized is based on the contractual cash flows of the financial assets and the business model within which the financial asset is kept.

Excluding client claims, the Group initially values a financial asset at fair value plus transaction costs, in case of a financial asset that is not valued at fair value through results. Client claims are initially valued at transaction cost as specified by IFRS 15.

In order to classify and value a financial asset (excluding equity securities) at amortized cost or at fair value through other comprehensive income, cash flows that constitute “exclusively principal and interest payments” on the outstanding balance of capital. This assessment is known as SPPI ("Solely Payments of Principal and Interest") criterion and is made at the level of the individual financial instrument.

Following initial recognition, financial assets are classified in three categories:

- At amortized cost
- At fair value through other comprehensive income
- At fair value through results

The Group and the Company do not possess assets that are valued at fair value through results on 31 December 2020.

Financial assets at amortized cost

Financial assets recorded at amortized cost are later valued based on the Effective Interest Rate (EIR) method and are subject to an impairment test of their value. Profits and losses are recognized in the results when the asset ceases to be recognized, modified or impaired.

Financial assets classified at fair value through comprehensive income

At initial recognition, the Group can choose to irrevocably classify equity investments as equity investments at fair value through comprehensive income when they fulfil the definition of equity position in accordance with IAS 32 Financial instruments: Presentation, and are not held for trading. Classification takes place for each financial instrument individually.

Profits and losses from these financial assets are never recycled in profits or losses. Dividends are recognized as other revenue in the profit and loss statement when the right to payment has been established, unless the Group benefits from that revenue to recuperate part of the cost of the financial asset, in which case this income is recognized in the statement of comprehensive income. Equity instruments identified at fair value through comprehensive income are not subject to an impairment test.

The Group chose to classify the listed company shares in its possession in this category. In addition, the participation in Boursa Kuwait is classified in this category.

Impairment of financial assets

The Group and the Company evaluate at each financial statement reporting date information concerning whether the value of a financial asset or a group of financial assets has been impaired as follows:

For client claims and contractual assets, the Group and the Company apply the simplified approach to calculate expected credit losses. Therefore, on each reporting date, the Group and the Company measure the loss provision for a financial asset in an amount equal to the expected credit losses for the life of the asset. See Credit Risk in note 5.4.

Derecognition of financial assets

A financial asset (or part of a financial asset or part of a group of similar financial assets) is derecognized when:

- The rights to the inflow of cash resources have expired
- The Group or the Company retains the right to the inflow of cash flows from the financial asset, but has also assumed the obligation to pay them to third parties in full, without substantial delay, in the form of a transfer agreement, or
- The Group or the Company has transferred the right to the inflow of cash flows from the asset and at the same time has either (a) essentially transferred all risks and benefits from it, or (b) has not essentially transferred all risks and benefits, but has transferred control of the asset.

When the Group or the Company transfers the cash inflow rights from an asset or concludes a transfer contract, it assesses the extent to which it retains the risks and benefits of ownership of the asset. When the Group neither transfers nor substantially retains all risks and benefits of the asset being transferred and retains control of the asset, then the asset is recognized to the extent that there is continuous participation of the Group in that asset. In that case, the Group also recognizes a related obligation. The transferred asset and the related liability are measured on a basis that reflects the rights and commitments that the Group or the Company have retained.

Initial recognition and subsequent measurement of financial obligations

All financial liabilities are initially valued at fair value less transaction costs in the case of loans and payables.

Derecognition of financial obligations

A financial obligation is deleted when the commitment resulting from the obligation is cancelled or expires. When an existing financial obligation is replaced by another one by the same creditor but with substantially different conditions, or the conditions of an existing obligation are substantially altered, this exchange or amendment is treated as a derecognition of the original obligation and a recognition of a new obligation. The difference in the corresponding accounting values is recognized in the income statement.

Offsetting financial claims and obligations

Financial claims and liabilities are offset and the net amount is shown in the statement of financial position only when the Group or the Company has a legal right to do so and intends to offset them on a net basis between them or claim the asset and settle the obligation at the same time. The legal right must not depend on future events and must be able to be enforced in the normal course of the work even in the event of default, insolvency or bankruptcy of the company or counterparty.

5.3.7. Other long term claims

Other long term claims may include rent guarantees, guarantees to utilities (OTE, PPC etc.) and other long term duration amounts. Other long term claims are valued at book value using the real interest rate method.

5.3.8. Clients and other trade receivables

Client receivables are initially recognized at fair value, and subsequently valued at amortized cost using the real interest rate, less any impairment losses. On each financial reporting date, all past due or doubtful debts are evaluated in order to determine whether or not a provision for doubtful debts is required. The balance of the particular provision for doubtful debts is appropriately adjusted on each closing date of the financial statements in order to reflect the possible risks.

It is the policy of the Group almost never to write-off any such claims until all possible legal recourse for their collection has been exhausted. Commercial and other short term client claims and debtors are usually settled by the Group and the Company within 60 days, while if they become past due, no late payment fees are charged to clients.

5.3.9. Cash and cash equivalents

Cash and cash equivalents include cash at hand, sight deposits and short term (up to 3 months) investments, having high liquidity and low risk.

For the purposes of preparing the Statement of Cash Flows, cash assets consist of cash and bank deposits, as well as cash equivalents as described above.

5.3.10. Third party balances in ATHEXClear bank accounts

In order to comply with the corporate governance framework defined by Regulation (EU) 648/2012 of the European Parliament and Council (EMIR Regulation), the Company keeps all cash collateral that are being managed by the Company and concern the cash market and the derivatives market, as well as its own cash balances, in an account that it maintains at the Bank of Greece as a direct participant over the internet to the TARGET2-GR Express Transfer of Capital and Settlement System in real time (TARGET2-GR).

Therefore, its own cash balance and the balances of third parties (margins) are deposited in the same account that ATHEXClear maintains at the Bank of Greece, and as a result a separation of the assets is necessary in order for the collateral that ATHEXClear collects to be shown separately in the current assets of 31.12.2020 and 31.12.2019. In the Statement of Financial Position of 31.12.2020 and 31.12.2019, they are reported as equal amounts in both current assets and short term liabilities as "third party balances at the bank account of the company" and concern exclusively the margins in the derivatives market that were deposited in the bank account maintained by ATHEXClear at the BoG on 31.12.2020 and 31.12.2019 respectively.

5.3.11. Share Capital

Share capital includes the common stock of the Company that has been issued and is in circulation.

Treasury stock are the EXAE shares that are purchased, through the Exchange, by the Company or a subsidiary of the Group, following the decision of the Annual General Meeting of shareholders. The acquisition cost as well as the acquisition expenses of treasury stock are, in accordance with IFRS, shown in equity as reducing the share capital.

The acquisition cost of treasury stock is shown as reducing the equity of the Company, until the treasury stock is sold or cancelled.

5.3.12. Current and deferred income tax

Current and deferred tax is calculated based on the Financial Statements in accordance with the tax laws in effect in Greece. Income tax is calculated based on the profits of each company as restated in their tax declarations, additional income tax that is assessed by the tax audits of the tax authorities, and from deferred income taxes based on the statutory tax rates.

Deferred income tax is determined using the liability method and arises from the temporary differences between the book value and the tax basis of the assets and liabilities.

Deferred tax is not recognized when it arises at the initial recognition of an asset or a liability from a transaction that is not a business combination and at the time of the transaction it affects neither the accounting nor the taxable result (profit / loss).

Deferred tax is determined using the tax rates (and tax laws) that have been implemented or effectively implemented until the date of the Financial Statements and are expected to be implemented when the asset in question is recovered or the liability settled.

Deferred tax claims are recognized to the extent that there will be a future tax gain for the offset of the temporary difference that creates the deferred tax claim.

Deferred income tax is determined on the temporary differences that arise from investments in subsidiaries and affiliated companies, with the exception of the case when reversal of the temporary differences is controlled by the Group and it is likely that the temporary differences will not be reversed in the foreseeable future.

Deferred tax claims and liabilities are offset when there is a legally enforceable right to offset current tax claims and liabilities, and when the deferred tax claims and liabilities concern income tax that is imposed by the same tax authority either to the same taxable entity or to different taxable entities when there is the intention to settle the balances on a net basis.

The tax rate of 24% was used in the financial statements for fiscal year 2020 and for fiscal year 2019.

5.3.13. Employee benefits

Current benefits

Current benefits to employees in cash and in kind are recognized as an expense when they accrue.

Staff retirement obligations

Staff retirement obligations include both defined contributions plans as well as defined benefits plans.

Defined contribution plan

Under the defined contributions plan, the obligation of the company (legal) is limited to the amount agreed to be contributed to the organization (social security fund) which manages the contributions and grants the benefits (pensions, health care etc.).

The accrued cost of the defined contributions schemes is recognized as an expense in the corresponding period.

Defined benefits plan

The defined benefits plan of the Group concerns its legal obligation to pay a lump sum indemnity to each employee upon retirement.

The liability recognized in the Statement of Financial Position for this plan is the present value of the obligation for the defined benefit depending on the accrued right of the employees and in relation to the specific point of time that this benefit is expected to be paid.

The present value of the defined benefit liability is calculated by discounting the future cash outflows with a discount rate equal to the interest rate of long-term, high credit rating corporate bonds that have a duration approximately equal to the pension plan.

The actuarial profits or losses that arise from the adjustments based on historical data are directly recognized in Other Comprehensive Income (note 5.20).

5.3.14. Government grants

Government grants related to the subsidy of tangible assets are recognized when there is reasonable assurance that the grant will be collected and that the Company will comply with the terms and conditions that have been set for payment. When government grants are related to an asset, the fair value is recorded in long term liabilities as deferred revenue and is transferred to the Statement of Comprehensive Income in equal annual installments based on the expected useful life of the relevant asset that was subsidized. When the grant is related to an expense, it is recognized as revenue in the fiscal year required in order for the grant to correspond on a systematic basis to the expenses it is intended to compensate. Grant depreciation is recorded in “Other Revenue” in the Statement of Comprehensive Income.

5.3.15. Provisions and contingent liabilities

Provisions are recognized when:

- the Company has a current commitment (legal or inferred) as a result of a past event;

- it is likely that an outflow of resources incorporating financial benefits will be required to settle the commitment and it is possible to reliably estimate the amount of the commitment.

Provisions are re-examined on the preparation date of the financial statements and are adjusted so as to reflect the best possible estimates.

If the effect of the time value of money is significant, provisions are recognized on a discounted basis by using an interest rate before taxes that reflects current market estimates about the time value of money and the risks associated with the liability. When provisions are discounted, the increase in the provision due to the passage of time is recognized as a borrowing cost.

Contingent liabilities are not recognized in the financial statements, but are published, unless the possibility of an outflow of resources which incorporate financial benefits is minimal. Contingent claims are not recognized in the financial statements, but are published provided the inflow of economic benefit is likely (note 5.41).

5.3.16. Revenue Recognition

Revenue includes the fair value of the transactions, net of any taxes recovered, rebates and returns. Intragroup revenue within the Group is eliminated in full. Revenue is recognized to the extent that it is possible that the economic benefits will flow to the Group and the relevant amounts can be reliably measured.

The Group and the Company recognize revenue, excluding interest income, dividends and any other source derived from financial instruments (which are recognized based on IFRS 9), to the extent that they reflect the consideration which the Company is entitled to from the transfer of the goods and services on the basis of a five-step approach:

- Recognition of client contracts
- Recognition of the terms of the contracts
- Determination of the price of the transaction
- Allocation of the price of the transaction according to the terms of the contracts
- Revenue recognition when the Company fulfills the terms of the contracts

Clients are invoiced based on the agreed-upon payment timeframe and the consideration is paid when invoiced. When the invoice time differs from the fulfilment time of the obligation, the Group recognizes contractual assets and contractual obligations (see notes 5.11 & 5.38).

The following specific recognition criteria must also be satisfied when revenue is recognized:

Revenue from shares, bonds, ETFs (Trading, Clearing & Settlement)

Concerns Member subscriptions based on trades in the cash market.

Revenue from stock, bond etc. trading is recognized at the time the transaction is concluded and clearing and settlement take place at the Exchange.

Collection for trading in the cash market takes place on the day following trade settlement or the third working day of the following month, provided the Member submits such a request.

Revenue from derivative products

Concerns Member subscriptions based on trades in the derivatives market.

Revenue from the derivatives market is recognized at the time the transaction is cleared at Athens Exchange through ATHEXClear, the transactions clearing entity.

Collection for trading in the derivatives market takes place on the day following settlement.

Revenue from Members (fees)

Concerns Member subscriptions and IT services to Members.

Revenue is recognized when the Members are invoiced at the end of each month or quarter in question.

Revenue from listed companies

Revenue concerning subscriptions, one-off fees, company listings, rights issues, and HERMES System services. In addition, subscriptions are included which are recognized as revenue at the beginning of each quarter.

As part of IFRS 15, revenue from new listings at ATHEX, as well as rights are recognized and allocated to the duration that the company remains listed at ATHEX, during which the service is expected to be provided. As such, a "Contractual Obligation" is recognized for future fiscal years in the Statement of Financial Position.

Revenue from market data vendors

Revenue from this source is recognized at the time of invoicing, together with the completion of the provision of that service.

IT services

Revenue from IT services is recognized at the time the service provided is completed. IT services concern the Exchange trading network and DSS terminal licenses.

Other services

Revenue from other services concern education, rents and the provision of support services, and, depending on its nature, is recognized at the time the service provided is completed or the time the service is provided.

Interest income

Interest income is recognized on an accrual basis and with the use of the real interest rate. When there is an impairment indication about claims, their book value is reduced to their recoverable amount, which is the present value of the expected future cash flows, discounted by the initial real interest rate. Next, interest is assessed at the same interest rate on the impaired (new book) value.

Dividends

Dividend income is recognized when the right to collect by the shareholders is finalized, i.e. when approved by the General Meeting.

5.3.17. Commercial and other liabilities

Supplier balances and other liabilities are recognized at the cost associated with the fair value of the future payment for the purchase of services provided. Commercial and other short term liabilities are not interest bearing and are usually settled within 60 days by the Group and the Company.

5.3.18. Expenses

Expenses are recognized in the Statement of Comprehensive Income ("Income Statement") on an accrued basis.

Dividend distribution

The distribution of dividends to shareholders is recognized directly to equity, net of any relevant income tax benefit (until the approval of the financial statements), and is recorded as a liability in the financial statements when distribution is approved by the General Meeting of shareholders.

5.3.19. Profits / (losses) per share

Basic profits / (losses) per share are calculated by dividing the net profits / (losses) that correspond to the shareholders of the parent company by the average weighted number of shares that are in circulation during each year, excluding the average of the common stock that was acquired by the Group as treasury stock.

Adjusted profits / (losses) per share are calculated by dividing the net profit that is distributed to Parent company shareholders (after it is adjusted for the effects of all potential shares that dilute participation) by the weighted average number of shares in circulation during the year (adjusted for the effect of all potential shares that dilute participation), excluding the average of the common stock that was acquired by the Group as treasury stock.

5.3.20. Research and development

Expenditures for research activities that take place with the intent that the Group acquire new technical knowledge and expertise are recognized in the Statement of Comprehensive Income as an expense when they occur. Development activities presuppose the drafting of a study or a plan for the production of new or significantly improved products, services and IT systems. Development costs are capitalized only when the cost of development can be reliably measured, the product or the process is productive, feasible technically and commercially, future financial benefits are expected, and the Group has the intention, having at the same time sufficient means at its disposal, to complete the development and use or sell the asset.

The capitalization of expenditures includes the cost of direct expenses and direct work. Other development costs are recognized in the Statement of Comprehensive Income as an expense when they occur.

Development costs that have been capitalized are valued at the acquisition cost less accumulated depreciation and accumulated impairment losses. On 31.12.2020 there were no impairment indications.

Subsequent expenditures are capitalized only when they increase the expected future economic benefits that are incorporated in the specific asset to which they refer. All other expenditures, including expenditures for internally created surplus value and trademarks, are entered in the Statement of Comprehensive Income.

Depreciation is recognized in the Statement of Comprehensive Income using the straight line method for the duration of the useful life of the intangible assets, starting on the date they are available for use. The useful life for the current and the comparative period in the capitalization of development costs is 10 years until 31.12.2017, while for capitalized development costs starting on 1.1.2018 a 5-year period is used.

The profit or loss that arises from derecognizing an intangible asset is determined as the difference between the net disposal proceeds, if they exist, and the book value of the asset. This profit or loss is recognized in the Statement of Comprehensive Income when the asset is derecognized.

5.3.21. Leases

The determination of whether an arrangement contains a lease or not is based on the substance of the transaction on the date the relevant contract is concluded, namely on whether fulfilment of the arrangement depends on the use of one or more assets or whether the arrangement assigns the right to use the asset. Starting on 1.1.2019 the new IFRS 16 “Leases” is applied.

The Group as lessee

In accordance with the new IFRS 16, the leases of the Group starting on 1.1.2019 are treated using the modified retrospective approach.

When adopting IFRS 16, the Group applied a unified accounting framework for all leases in which it is the lessee. The leases of the Group concern automobiles, while those of the Company concern automobiles and office rental from a subsidiary.

The Group recognized asset rights-of-use and liabilities for these lease payments that were previously classified as operating, except for leases of low value.

The Group used the modified retrospective approach. Under this approach, the lease liability is recognized as the present value of the remaining lease payments, discounted using the incremental borrowing rate on the date of initial application. The asset right-of-use is recognized by an amount equal to the lease liability.

The Group has implemented the following facilitation practices:

- A single discount rate for leases with similar characteristics was used
- Leases with a residual duration of 12 months or less were excluded
- The initial direct costs of the contracts were excluded

The incremental borrowing rate used was 4%.

The Company had to estimate the duration of the property lease from a subsidiary, taking into account all the significant financial incentives it has to remain in the contract after the original period. Factors taken into consideration were the strategic importance of the property and, above all, the amount of investment needed to find a suitable building that meets the security requirements required for the operation of the Group.

The Group as lessor

The new standard for the most part retained the requirements for lessors as they were under IAS 17. Therefore, the standard had no effect on the contracts to which the Group is a lessor.

Cases of leasing assets to third parties where the Group does not transfer all the risks and rewards of owning an asset are treated as operating, and the lease payments are recognized as revenue in the Statement of Comprehensive Income on a consistent basis over the term of the lease.

The initial direct costs incurred by the lessors in negotiating an operating lease are added to the carrying amount of the leased asset and recognized during the lease on the same basis as the lease revenue.

The Company and the Group lease office space and automobiles. These leases are treated as operating leases.

Asset right-of-use

The Group recognizes right-of-use assets at the start of the lease (the date when the asset is available for use). The asset rights-of-use are measured at cost, reduced by accumulated depreciation and value impairment adjusted during the measurement of the corresponding lease obligations.

The cost of the asset right-of-use consists of the amount of initial measurement of the lease liability, any lease payments on the start date of the lease period or earlier, any initial direct costs incurred by the lessee and the costs incurred by the lessee in order to disassemble and remove the underlying asset at the termination of the lease, if there is such an obligation.

The asset rights-of-use are depreciated using the straight line method at the earlier between the useful life of the asset and the duration of the lease. When in estimating the present value it is assumed that any option to purchase the underlying asset will be exercised, then the asset right-of-use is depreciated during its useful life.

The right-of-use assets are subject to an impairment check.

Lease liabilities

At the start of the lease the Company recognizes lease liabilities equal to the present value of the lease payments for the duration of the lease contract. The leases include:

- Fixed leases (including substantially fixed payments)
- Variables leases which depend on an index or interest rate
- The amounts expected to be paid by the Group based on guaranteed residual values
- The exercise price on a call option, if it is almost certain the Group will exercise this right, and
- termination penalty for early termination of the lease, if the duration of the lease reflects the exercise of the right by the Group to terminate the lease.

In order to estimate the present value of the payments, the Company uses the incremental borrowing rate on the start day of the lease, if the real interest rate is not directly determined by the lease contract. Following the start of the lease, the amount of the lease liabilities is increased by the interest expense and reduced by the lease payments that take place.

5.3.22. Determination of fair value

The fair value of a financial asset is the price that someone would obtain from the sale of an asset, or someone would pay for transferring the obligation in a real transaction between market participants on the measurement date. The fair value of financial assets in the financial statements on 31 December 2020 was determined using the best possible estimates by management. When there is no data available, or data from active markets is limited, the fair value valuations are derived from management estimates in accordance with available information.

The Group makes the required disclosures concerning fair value measurement through a three-tier hierarchy:

Tier 1: Traded (non-adjusted) prices in active markets for similar assets or liabilities,

Tier 2: Other techniques for which all inflows that have a significant impact in recorded at fair value are observable, either directly or indirectly,

Tier 3: Techniques that use data that have a significant impact on the recorded fair value and are not based on observable market data.

The following tables present the financial assets that are measured at fair value, classified by fair value tier.

The financial assets that are measured at fair value on 31 December 2020 are as follows:

	Tier 1	Tier 2	Tier 3
Asset items			
Owner occupied tangible assets (Plots of land – buildings)			21,783
Investments in real estate			2,700
Financial assets at fair value through other income	5,278		

The financial assets that are measured at fair value on 31 December 2019 are as follows:

	Tier 1	Tier 2	Tier 3
Asset items			
Owner occupied tangible assets (Plots of land – buildings)			20,658
Financial assets at fair value through other income	1,998	1,039	

As mentioned in note 5.29, the Group on 31.12.2020 performed an independent assessment of the properties by independent, recognized assessors.

During the fiscal year there were no transfers between tiers 1 and 2, nor transfers into and out of tier 3 when measuring fair value. In addition, during the same period there was no change in the purpose of any financial asset that would lead to a different classification of that asset.

The amounts shown in the Statement of Financial Position, cash & cash equivalents, claims and short-term liabilities approach their corresponding fair values due to their short term maturity. As a result, there are no differences between fair values and the corresponding book values of financial assets and liabilities. The Company does not use financial derivative products.

5.3.23. Significant estimates and judgement

The sectors that require a higher degree of judgment and where the assumptions and estimations are significant for the Financial Statements are noted below:

(Amounts in thousands euro, unless otherwise noted) 116

Income tax

Current tax obligations, both for the current as well as for previous fiscal years, are calculated based on the amounts that are expected to be paid to the tax authorities, using the tax rates that have been legislated up until the date of the Statement of Financial Position. Income tax in the income statement includes the tax for the current year, as expected to be declared in the income tax declaration, as well as estimated additional taxes that may be imposed by the tax authorities during the auditing of the unaudited fiscal years. These assumptions take into consideration past experience and an analysis of current facts and circumstances. As such, the final income tax settlement may deviate from the income tax booked in the financial statements.

If the final tax is different than the amount initially recognized, the difference will affect the income tax in the fiscal year the determination of the tax differences takes place (note 5.45).

Provisions for doubtful claims

Management applies the simplified approach of IFRS 9 to estimate expected credit losses, in accordance with which, an impairment loss provision is estimated based on expected credit losses for the duration of the client claims (note 5.33).

The Group and the Company have formed a provision for doubtful claims in order to adequately cover the loss that may be reliably measured and arises from these claims.

Because of the large number of clients, it is not practical to consider the collection of each account separately, and as such, on each financial reporting date, all claims are estimated on the basis of historical trends, as well as estimates on current and future market conditions (note 5.33).

Useful lives of tangible and intangible assets - Valuation

Management makes certain estimates concerning the useful life of depreciable assets. These remaining useful lives are periodically reexamined in order to estimate whether they continue to be appropriate. In addition, management evaluates market conditions in the real estate market and makes estimates regarding their valuation (notes 5.29 & 5.31).

Defined benefits plans

The cost of the benefits for defined benefits plans is calculated using actuarial estimates, which in turn use assumptions about the discount rates, the rate of salary increases, and mortality rates. Due to the long term nature of these plans, these assumptions are subject to significant uncertainty, and are reevaluated on each reporting date.

Management strives to estimate in the best possible manner these parameters on each reporting date when this provision is revised (note 5.20).

Impairment check for participations

The Company carries out an impairment check of its participations when there are impairment indications. In order to perform an impairment check a determination of the value-in-use of the subsidiaries takes place. The determination of the value in-use requires that the future cash flows of each subsidiary be estimated and the appropriate discount rate chosen, based on which the present value of the above future flows is determined (note 5.34).

Deferred tax claims

Deferred tax claims are recognized for all deductible temporary differences and tax losses carried forward to the extent that it is probable that taxable profits will be available in the future to be used against those deductible temporary differences and tax losses carried forward. Important estimates by management are required in order to ascertain the size of the deferred tax claim that may be recognized, based on the possible time and size of future taxable profits in conjunction with the tax planning of the entity (note 5.37).

Contingent liabilities

The existence of contingent liabilities requires that management constantly make assumptions and value judgments regarding the possibility that future events may or may not occur, as well as the effect that these events could have on the activity of the Group (note 5.40).

Based on historical data, the analysis of the average duration that a company remains listed on the exchange compared to all listed companies, as well as its experience, the management of the Group determines the estimated average duration of a listing on the exchange, during which it will continue to provide its services. Obviously, this assessment contains an element of uncertainty in relation with the length of the listing, as it takes into consideration factors which cannot be affected by the Group. The assessment of the length of time that the services will be provided by the Athens Exchange is regularly adjusted, in order to be as close to reality as possible.

Capitalization of development expenses

Development costs are capitalized only when the cost of development can be reliably measured, the product or the process is productive, feasible technically and commercially, future financial benefits are expected, and the Group has the intention, having at the same time sufficient means at its disposal, to complete development and use or sell the asset.

The capitalization of expenses includes strictly the cost of direct expenses, direct work and the appropriate share of general expenses. Development costs that have been capitalized are valued at the acquisition cost minus accumulated depreciation and accumulated impairment losses. Later expenses are capitalized only when they increase the expected future economic benefits that are incorporated in the specific asset to which they refer. They are depreciated in 5 years (20%).

Revenue from new listings and changes in share capital

In the context of IFRS 15, revenue from new listing at ATHEX as well as other corporate actions, is recognized based on estimates, which are based on an analysis of historical data concerning the time companies remain listed on ATHEX. This estimate has a degree of uncertainty as to the accuracy of calculating the length of time companies remain listed at ATHEX and depends on factors which are not under the control of the Company. Management re-estimates the expected length of time companies remain listed at ATHEX on each reporting date, in order to reflect the best estimate.

5.3.24. New standards, amended standards and interpretations

New standards, amendments to standards and interpretations: Certain new standards, amendments to standards and interpretations have been issued that are mandatory for periods beginning on or after 1 January 2020. The Group's evaluation of the effect of these new standards, amendments to standards and interpretations is as follows:

Standards and Interpretations effective for the current financial year

IAS 1 and IAS 8 (Amendments) 'Definition of material'

The amendments clarify the definition of material and how it should be applied by including in the definition guidance which until now was featured elsewhere in IFRS. In addition, the explanations accompanying the definition have been improved. Finally, the amendments ensure that the definition of material is consistent across all IFRSs.

IFRS 9, IAS 39 and IFRS 7 (Amendments) 'Interest rate benchmark reform'

The amendments modify some specific hedge accounting requirements to provide relief from potential effects of the uncertainty caused by the IBOR reform. In addition, the amendments require companies to provide additional information to investors about their hedging relationships which are directly affected by these uncertainties.

Standards and Interpretations effective for subsequent periods

IFRS 16 (Amendment) 'Covid-19-Related Rent Concessions' (effective for annual periods beginning on or after 1 June 2020)

The amendment provides lessees (but not lessors) with relief in the form of an optional exemption from assessing whether a rent concession related to COVID-19 is a lease modification. Lessees can elect to account for rent concessions in the same way as they would for changes which are not considered lease modifications.

IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 (Amendments) 'Interest rate benchmark reform – Phase 2' (effective for annual periods beginning on or after 1 January 2021)

The amendments complement those issued in 2019 and focus on the effects on financial statements when a company replaces the old interest rate benchmark with an alternative benchmark rate as a result of the reform. More specifically, the amendments relate to how a company will account for changes in the contractual cash flows of financial instruments, how it will account for the change in its hedging relationships and the information it should disclose.

IAS 16 (Amendment) 'Property, Plant and Equipment – Proceeds before Intended Use' (effective for annual periods beginning on or after 1 January 2022)

The amendment prohibits an entity from deducting from the cost of an item of PP&E any proceeds received from selling items produced while the entity is preparing the asset for its intended use. It also requires entities to separately disclose the amounts of proceeds and costs relating to such items produced that are not an output of the entity's ordinary activities. The amendment has not yet been endorsed by the EU.

IAS 37 (Amendment) 'Onerous Contracts – Cost of Fulfilling a Contract' (effective for annual periods beginning on or after 1 January 2022)

The amendment clarifies that 'costs to fulfil a contract' comprise the incremental costs of fulfilling that contract and an allocation of other costs that relate directly to fulfilling contracts. The amendment also clarifies that, before a separate provision for an onerous contract is established, an entity recognizes any impairment loss that has occurred on assets used in fulfilling the contract, rather than on assets dedicated to that contract. The amendment has not yet been endorsed by the EU.

IAS 1 (Amendment) 'Classification of liabilities as current or non-current' (effective for annual periods beginning on or after 1 January 2023)

The amendment clarifies that liabilities are classified as either current or non-current depending on the rights that exist at the end of the reporting period. Classification is unaffected by the expectations of the entity or events after the reporting date. The amendment also clarifies what IAS 1 means when it refers to the 'settlement' of a liability. The amendment has not yet been endorsed by the EU.

Annual Improvements to IFRS Standards 2018–2020 (effective for annual periods beginning on or after 1 January 2022)

The amendments set out below include changes to two IFRSs. The amendments have not yet been endorsed by the EU.

IFRS 9 'Financial instruments'

The amendment addresses which fees should be included in the 10% test for derecognition of financial liabilities. Costs or fees could be paid to either third parties or the lender. Under the amendment, costs or fees paid to third parties will not be included in the 10% test.

IFRS 16 'Leases'

The amendment removed the illustration of payments from the lessor relating to leasehold improvements in Illustrative Example 13 of the standard in order to remove any potential confusion about the treatment of lease incentives.

5.3.25. Rounding

Any differences between the amounts in the financial statements and the corresponding amounts in the notes are due to rounding.

5.3.26. Adjustments

During the current fiscal year, adjustments of accounts took place. See note 5.52, Adjustments.

5.4. Risk Management

General – Risk management environment

A major consideration of the Athens Exchange Group is the management of risk that arises from its business activities and its business operation.

The Group, as organizer of the capital market, has developed a framework for managing the risks to which it is exposed, ensuring its viability and development, and contributing to the stability and security of the capital market. Risk management is recognized as part of its supervisory functions which, together with the regulatory compliance system, form the second level of defense of the organization to the pressures that the quality of services provided and the development initiatives face, from the constant challenges of the space in which it is active.

In particular, Athens Exchange Clearing House (ATHEXClear), 100% subsidiary of ATHEX, operates as a Central Counterparty (CCP) for clearing cash and derivative markets products and as such is obliged to satisfy the strict requirements of the current regulatory framework EMIR (European Market Infrastructure Regulation) concerning risk management in accordance with which it has been licensed since 2015.

In addition, Hellenic Central Securities Depository (ATHEXCSD), 100% subsidiary of ATHEX, follows the particularly extensive requirements of the CSDR (Central Securities Depositories Regulation) framework, in view of its imminent licensing.

Finally, at the parent company ATHEX, the risk management system operates effectively, coordinating the actions and priorities of all the companies of the Group at the Board of Directors Committees level, protecting shareholder interests from risks, irrespective of their source.

Risk Strategy and Risk Management

The risk strategy of the Group is aligned with its business strategy to provide the appropriate infrastructure for the reliable, secure and continuous operation of the capital market. In accordance with the strategy of the Group, the risk appetite level is set in order to correspond with the capital adequacy of the companies of the Group, satisfy the needs of the market, limit costs for participants, maximize the exploitation of business opportunities but also ensure market security and compliance with regulatory requirements.

Organizational structure

The risk management system is managed through the risk management committees of each company in the group, while the alignment of the risk management strategy, the risk-taking appetite and the priorities of the risk areas, on which the efforts to improve the control environment are coordinated by the coordination committee of the three companies. The operational structure of the organization follows the three lines of defense model, establishing the intermediate line between the first and the second line of defense, especially for the business continuity systems (BCP), information security (DPO) and information systems security (ISO). It supports the second line of defense in a single organic unit, the Risk Management & Regulatory Compliance Unit, in order to achieve the maximum possible synergy regarding regulatory compliance risks.

Besides the comprehensive measures for ensuring the smooth operation of the systems of the Group, each organizational unit of the Group is responsible for monitoring and managing the sources of risk related to its activity and scope of competence in such a way as to react immediately and effectively in case of occurrence of events or incidents, carry out the analysis of key objections and introduce or improve the control environment.

In particular, for each company of the Group separately, the organizational structure that supports risk management includes the following units:

- *Board of Directors*, which has the final responsibility and accountability regarding the risk management function of the company.
- *Risk Committee*, which advises the Board of Directors on risk management matters.
- *Risk Management Department of the Risk Management & Clearing Division of ATHEXClear*, which is sufficiently independent from the other functions of the company, and whose main responsibility is the comprehensive approach to the risks that ATHEXClear faces.
- *Risk & Compliance Unit of the Group*, headed by the Chief Risk Officer of the parent company ATHEX, which is responsible for the efficient and effective operation of the oversight functions of the Group.
- *Risk Management Coordinating Committee*. The coordinating committee consists of the Chairpersons of the Risk Committees of the three companies of the Group, which are members of the corresponding Boards of Directors, and the Group Chief Risk Officer.
- *Organizational Units* which are responsible for identifying and managing risks within their scope and participate in the overall risk management at the Group.

Single risk management

The services that the Group provides involve various types and levels of risk, and it is recognized that effective risk management consists of the following:

- *Identifying and assessing risks*
- *Controlling risks*
- *Risk mitigation*
- *Monitoring and reporting risks*

Risk Categories

The Group ensures that it deals with all risks, internal or external, present or future, and especially those that have been recognized as significant. It is recognized that each service provided by the Group can expose it to any combination of the risks mentioned below.

The usual risks to which, due to the nature of its activities, the Group may be exposed to are:

Financial Risk

1. Credit Counterparty risk (credit risk arising from the default of the clearing obligations by one or more clearing member counterparties)
2. Market risk (changes in exchange rates, interest rates, market prices, commodities and volatility), mainly as a result of credit counterparty risk
3. Credit risk (mainly from equity investments)
4. Liquidity risk (mainly cash flow risk), mainly as a result of counterparty risk

Operational Risk

Risk of loss resulting from inadequate or failed internal processes, people and systems or from external events, including legal risk. Risk corresponding to the security of the IT systems, as in the majority of companies, is now becoming very important, and appropriate measures to contain it are being taken.

Business Risk

Risk due to new competitors, drop in trading activity, deterioration of the domestic and international economic situation etc.

Description of categories and main risk factors

Market risk

The Group is exposed to a limited extent to market risk resulting from its activities. In each case, the Group monitors the potential exposure that may result in market risk and calculates any capital that it must maintain against market risk in accordance with the capital adequacy methodology that it uses.

Currency exchange risk

This risk does not materially affect the operation of the Group, given that transactions with clients and suppliers in foreign currency are limited.

Credit Counterparty Risk

The Group's credit counterparty risk mainly concerns transactions in the cash and derivatives markets, in which ATHEXClear operates as Central Counterparty.

Credit risk

The Group faces credit risk both from equity investments as well as from client balances. As part of its Investment Policy, specific principles are defined for cash deposit arrangements. Cash deposit arrangements are with the four systemic banks of the country, in approximately equal amounts, minimizing credit risk levels, while protecting the capital of the companies from the erosion due to the negative interest rates of the central banks.

Short term cash arrangements that do not exceed three months take place at Greek Systemic Banks, in accordance with the Investments Policy set by the management of the ATHEX Group.

In addition, the Group systematically monitors late payments and open client balances.

Out of total cash and cash equivalents of the Group of €68m, approximately €54.6m is deposited in Greek systemic banks, and the remaining approximately €13.4m at the Bank of Greece.

Liquidity Risk

Liquidity risk as a whole for the Group is kept at low levels by maintaining adequate cash.

The main liquidity risk for the Group mainly concerns transactions in the cash market and the derivatives market in which ATHEXClear operates as Central Counterparty.

The liquidity available to ATHEXClear is monitored according to the criteria set by EMIR.

Operational risk

It is recognized that operational risk may arise among others because of: outsourcing, supervisory or regulatory non-compliance, business continuity failure, risks from IT systems, information security and project implementation.

Operational risk is maintained at acceptable levels, through a combination of good corporate governance and risk management, robust systems and controls.

In 2020, there was unavailability of trading activity totaling 5.85 hours for the whole year; in addition, there was only one case of delay in completing the clearing of cash and derivatives transactions. These technical issues were identified and corrected. There was no major damage or monetary claims due to litigation (legal and court expenses) or due to non-compliance with the supervisory framework and the contractual obligations of the Group. In addition, there were no losses due to external events.

Measures to reduce operational risk

The Group recognizes the need to determine, estimate, monitor and reduce operational risk that is inherent in its operations and activities, as well as the need to maintain adequate capital, in order to face this particular type of risk.

Business continuity plan

The Group has processed and put into operation an appropriate infrastructure and a disaster recovery plan, which includes:

- *Operation of a Disaster Recovery Site:* The Group maintains a disaster recovery site for its IT systems. In addition, the Group has received and maintains the ISO-22301 business continuity certification.
- *Formation of crisis management teams and emergency incident management:* The purpose of these teams is to maintain continuity in the provision of trading services in case of an unforeseen event. They have been assigned specific responsibilities and specially trained Group staff have been assigned to them.
- *Existence of back up IT systems:* The IT systems of the Group are installed and operate in the data center at the headquarters of the Group. The data center consists of two, independent as to location, supporting infrastructure and technological services provided, individually mirrored data centers, in order to provide redundancy and high availability, ensuring continuous systems operation.

The above were tested by the recent rapid spread of coronavirus which was an unforeseen event of considerable extent, and to which the Group reacted effectively while maintaining its business continuity.

Compliance function

Having as the key objectives to ensure compliance with the legal and regulatory framework, regulations and policies, measure and minimize the risk of regulatory compliance and address the consequences of non-compliance with the legal and regulatory framework, a Chief Compliance Officer for ATHEX and the Group, as well as Chief Compliance Officers for the two companies ATHEXCSD and ATHEXClear have been appointed, with clear and separate reporting lines from those of other company functions.

Their main responsibilities are to:

1. Monitor changes in the regulatory and supervisory framework and inform the BoD and staff.
2. Conduct gap analysis between the existing and future conditions brought about by regulatory and supervisory changes.
3. Monitor compliance of the companies with the legal and regulatory framework.
4. Handle requests related to compliance matters.
5. Measure and monitor compliance risk.

Indicatively, policies are in effect concerning conflict of interest, outsourcing, complaint management, staff remuneration of staff, executives and members of the BoD and records management.

Business risk

The Group recognizes that the appearance of business risk depends on macroeconomic developments and is affected by external events such as changes in the competitive capital markets environment, changes in the international and domestic economic environment, legal and regulatory developments, changes in taxation policy and in technology etc. Such events may impact the growth and sustainability of the Group, causing a reduction in trading activity, a drop in expected profits, inability to liquidate and/or asset impairment etc.

In this context, the Group continually and systematically monitors developments and adapts to the environment, and calculates on an annual basis its capital requirements for business risk.

5.5. Capital Management

The primary aim of the capital management of the Group is to maintain its high credit rating and healthy capital ratios, in order to support and expand the activities of the Group and maximize shareholder value.

There were no changes in the approach adopted by the Group concerning capital management in 2020.

5.6. Segment Information

In accordance with the provisions of IFRS 8, the determination of operating segments is based on a "management approach." Based on this approach, information that is disclosed for operating segments must be that which is based on internal organizational and managerial structures of the Group and the Company, and in the main accounts of the internal financial reports that are being provided to the chief operating decision makers. The chief business decision market of the Group is the Chief Executive Officer (Executive member of the BoD).

An **operating segment** is defined as a group of assets and operations exploited in order to provide products and services, each of which has different risks and returns from other business segments. For the Group, the main interest in financial information focuses on operating segments since the company's electronic systems – located at its headquarters - are at the disposal of investors irrespective of their physical location.

On 31 December 2020 the core activities of the Group were broken down in the following operating segments:

Group	Segment information on 31.12.2020						
	Trading	Clearing - Clearing house services	Settlement - Depository services	Data feed	IT - Other *	Exchange services	Total
Revenue	5,197	9,473	4,195	2,643	6,880	3,143	31,531
Capital income	19	35	16	10	26	11	117
Expenses	(3,713)	(6,769)	(2,997)	(1,889)	(4,916)	(2,246)	(22,530)
Depreciation	(694)	(1,265)	(560)	(353)	(919)	(420)	(4,211)
Taxes	(171)	(312)	(138)	(87)	(226)	(103)	(1,037)
Earnings after tax	**638**	**1,162**	**516**	**324**	**845**	**385**	**3,870**
Assets	5,519	10,059	4,455	2,807	7,306	3,338	33,484
Cash and cash equivalents	11,208	20,430	9,047	5,700	14,837	6,778	68,000
Other assets	40,665	74,124	32,825	20,681	53,834	24,593	246,722
Total assets	**57,392**	**104,613**	**46,327**	**29,188**	**75,977**	**34,709**	**348,206**
Total liabilities	**40,001**	**72,912**	**32,288**	**20,343**	**52,954**	**24,192**	**242,690**

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Group	Segment information on 31.12.2019						
	Trading	Clearing - Clearing house services	Settlement - Depository services	Data feed	IT - Other *	Exchange services	Total
Revenue	5,272	9,381	7,360	2,556	5,856	3,051	33,476
Capital income	58	103	80	28	64	33	366
Expenses	(3,193)	(5,682)	(4,458)	(1,548)	(3,547)	(1,848)	(20,276)
Depreciation	(643)	(1,144)	(898)	(312)	(714)	(372)	(4,083)
Taxes	(536)	(954)	(748)	(260)	(595)	(310)	(3,403)
Earnings after tax	**958**	**1,704**	**1,336**	**464**	**1,064**	**554**	**6,080**
Assets	4,967	8,839	6,935	2,408	5,518	2,874	31,541
Cash and cash equivalents	11,564	20,576	16,143	5,606	12,845	6,692	73,426
Other assets	32,257	57,399	45,033	15,639	35,831	18,668	204,827
Total assets	**48,788**	**86,814**	**68,111**	**23,653**	**54,194**	**28,234**	**309,794**
Total liabilities	**31,775**	**56,541**	**44,360**	**15,405**	**35,295**	**18,390**	**201,766**

The distribution of expenses was made based on fixed distribution percentages for each business segment.

* In revenue it includes: revenue from re-invoiced expenses, X-NET revenue from other services.

5.7. Overview of the capital market

The Athens Exchange General Index closed on 31.12.2020 at 808.99 points, 11.7% lower than the close at the end of 2019 (916.67 points). The average capitalization of the market was €47.5bn, down by 13.3% compared to 2019 (€54.8bn).

The total value of transactions in the 2020 (€16.2bn) is 2.4% lower compared to 2019 (€16.6bn), while the average daily traded value was €65.0m compared to €67.4m in 2019, down 3.4%.

In the derivatives market, total trading activity dropped by 2.9% (2020: 10.3m contracts, 2019: 10.6m).

5.8. Trading

Revenue from trading in 2020 is analyzed in the table below:

	Group		Company	
	31.12.2020	31.12.2019	31.12.2020	31.12.2019
Shares	4,589	4,626	4,589	4,626
Derivatives	587	619	587	619
ETFs	2	3	2	3
Bonds	19	24	19	24
Total	**5,197**	**5,272**	**5,197**	**5,272**

Revenue from stock trading amounted to €4.59 million vs. €4.63 million in 2019, posting a slight 0.8% decrease. The decrease is due to the drop in trading activity in 2020 compared to 2019.

Revenue from trading in the derivatives market dropped by 5.2% compared to 2019. While total trading activity dropped by 2.9% (2020: 10.3 million contracts; 2019: 10.6 million) and the average daily volume of transactions dropped by 3.6% (41.2 thousand contracts compared to 42.8 thousand contracts), the average revenue per contract dropped by 1.2% (2020: €0.197; 2019: €0.199).

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5.9. Clearing

Revenue from clearing in 2020 is analyzed in the following table:

	Group	
	31.12.2020	31.12.2019
Shares	6,342	6,479
Bonds	20	25
Derivatives	1,401	1,476
ETFs	4	4
Transfers - Allocations (Special settlement instruction)	492	402
Trade notification instructions	1,088	865
Total	**9,347**	**9,251**

Revenue from share clearing, which consists of revenue from the organized market and the Common Platform, amounted to €6.3 million, decreased by 2.1% compared to 2019 (€6.5m). The decrease is due to the drop in trading activity in 2020 compared to 2019.

Revenue from clearing in the derivatives market dropped by 5.1% compared to 2019. While total trading activity dropped by 2.9% (2020: 10.3 million contracts; 2019: 10.6 million) and the average daily volume of transactions dropped by 3.6% (41.2 thousand contracts compared to 42.8 thousand contracts), the average revenue per contract dropped by 1.2% (2020: €0.197; 2019: €0.199).

Revenue from transfers – allocations amounted to €492 thousand, increased by 22.4% compared to 2019 (€402 thousand), while trade notification instructions amounted to €1,088 thousand, increased by 25.8% compared to 2019 (€865 thousand).

5.10. Settlement

Revenue from this category is analyzed in the following table:

	Group	
	31.12.2020	31.12.2019
Off-exchange transfers OTC (1)	1,329	1,334
Off-exchange transfers (2)	262	3,564
Rectification trades	4	5
Total	**1,595**	**4,903**

(1) Transactions through DSS operators.

(2) Transfers, public offers, donations. For 2019, it includes €2.6m from the delisting of TITAN from the Exchange, as well as other public offers, such as Sazka Group for OPAP and OCM Health Care for IASO.

5.11. Exchange services

This category includes revenue from issuers for quarterly subscriptions and rights issues from ATHEX listed companies, as well as quarterly ATHEX member subscriptions in the cash and derivatives markets. Revenue in 2020 was €3,143 thousand, increased by €92 thousand (3%) compared to 2019 (€3,051 thousand).

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The Group deals with the initial listing and other services during the period the company remains listed at ATHEX as a contractual obligation and recognizes this revenue during the period that the Group provides these services. This period is estimated to be between 3 and 5 years depending on the nature of the service provided.

Furthermore, revenue from the listing of corporate bonds / titles and Greek Government bonds / titles are recognized depending on the contractual duration of each title.

Exchange services are analyzed in the table below:

	Group		Company	
	31.12.2020	31.12.2019	31.12.2020	31.12.2019
Corp. actions by listed companies (rights issues etc) (1)	139	119	139	119
Quarterly subscriptions by listed companies (2)	1,906	2,015	1,906	2,015
Member subscriptions (3)	474	547	474	547
Bonds - Greek government securities	19	4	19	4
Subscriptions of ENA company advisors	13	11	13	11
Revenue from indices (4)	22	57	22	57
Other services to issuers (listed companies) (5)	570	298	570	298
Total	**3,143**	**3,051**	**3,143**	**3,051**

(1) Fees on corporate actions by listed companies (includes rights issues by companies and the listing of corporate bonds) amounted to €139 thousand vs €119 thousand in 2019, a 16.8% increase. Out of the total of €193 thousand that was recorded in 2020 and concerns rights issues and IPOs (OPAP, JP AVAX, AUDIOVISUAL, TERNA ENERGY, ENTERSOFT), €159 thousand has been transferred to future fiscal years, and €87 thousand has been recorded in the results of 2020 from corporate actions in 2019, in accordance with IFRS 15. See note 5.38, contractual obligations.

(2) Revenue from listed company subscriptions amounted to €1,906 thousand in 2020 vs. €2,015 thousand in 2019, reduced by 5.4%.

(3) Revenue from member subscriptions in the cash market, which depends on members' annual trading activity, amounted to €418 thousand in 2020 vs. €487 thousand in 2019, reduced by 14.2%. Revenue from member subscriptions in the derivatives market amounted to €56 thousand in 2020 compared to €60 thousand in 2019, reduced by 6.7%.

(4) Revenue from indices was €22 thousand in 2020 vs. €57 thousand in 2019, reduced by 61%.

(5) Revenue from other services to issuers concern one-off fees for listing at ATHEX, digital certificate services, as well as "HERMES" services to listed companies and services from securities identification and Electronic Book Building. For 2020 revenue from other services increased by 91%. There is an increase in digital certification services (€283 thousand in 2020 vs. €67 thousand in 2019). In addition, securities identification and Electronic Book Building amount to €162 thousand in 2020 whereas the corresponding amount for 2019 was €108 thousand.

Fees for listing at ATHEX amounted to €17 thousand in 2020 compared to €492 thousand in 2019. Out of a total of €17 thousand recorded in 2020 and concerning the listings of EPSILON NET and ENTERSOFT, €15 thousand has been transferred to future fiscal years, while €98 thousand is recorded in 2020 concerning corporate actions that took place in 2019. See note 5.38, contractual obligations.

5.12. Depository Services

This category includes revenue from rights issues by listed companies, quarterly operator subscriptions, inheritances and other fees for safekeeping securities.

Revenue in 2020 was €2,600 thousand, increased by €143 thousand compared to 2019.

Revenue is analyzed in the following table:

(Amounts in thousands euro, unless otherwise noted) 127

	Group	
	31.12.2020	31.12.2019
Corp. actions by issuers (Rights issues - Axia Line, etc) (1)	1,139	824
Bonds - Greek government securities	6	4
Investors	65	129
Operators (2)	1,390	1,500
Total	**2,600**	**2,457**

(1) Fees on corporate actions by issuers (includes rights issues by listed companies and the listing of corporate bonds) amounted to €1,139 thousand in 2020 compared to €824 thousand.

Part of the amount of €483 thousand which were registered in 2020 concern rights issues and new listings (OPAP, JP AVAX, AUDIOVISUAL, ENTERSOFT, TERNA ENERGY) has been transferred to following fiscal years (total amount €401 thousand), while €245 thousand has been registered in the results of 2020 from revenue invoiced in 2019, in accordance with IFRS 15. See note 5.38, contractual obligations.

Revenue from the provision of information to listed companies through electronic means was €261 thousand in 2020 vs. €223 thousand in 2019. Revenue from notifications of beneficiaries for cash distributions was €121 thousand compared to €97 thousand in 2019. This category also includes revenue from Electronic Book Building - €228 thousand in 2020 compared to €144 thousand in 2019.

(2) Revenue from operators includes revenues from monthly subscriptions amounting to €1,032 thousand vs. €1,157 thousand in 2019, and is calculated based on the value of the portfolio of the operators; revenue from authorization number usage amounted to €144 thousand, unchanged compared to 2019 (€146 thousand); revenue from opening investor accounts €102 thousand vs. €72 thousand in 2019 as well as other revenue from operators.

5.13. Clearing House Services

Revenue in this category is analyzed in the following table:

	Group	
	31.12.2020	31.12.2019
Derivatives market clearing Member subscriptions	126	130
Total	**126**	**130**

5.14. Market data

Revenue from this category includes the rebroadcast of ATHEX and CSE market data, as well as revenue from the sale of statistical information. Revenue from this category is analyzed in the following table:

	Group		Company	
	31.12.2020	31.12.2019	31.12.2020	31.12.2019
Revenue from market data	2,600	2,516	2,876	2,739
Revenue from publications sales	43	40	44	41
Total	**2,643**	**2,556**	**2,920**	**2,780**

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5.15. IT services

Revenue from this is analyzed in the table below:

	Group		Company	
	31.12.2020	31.12.2019	31.12.2020	31.12.2019
DSS terminal use licenses	154	152	118	116
Services to Members (1)	388	343	388	343
Total	**542**	**495**	**506**	**459**

(1) Revenue from services to Members increased by 13% and includes revenue from ARM-APA - €246 thousand compared to €234 thousand in 2019; revenue from the use of FIX protocol - €55 thousand compared to €64 thousand in 2019; revenue from the use of X-net trader - €37 thousand (no revenue in 2019) as well as revenue from the use of additional terminals - €42 thousand (unchanged compared to 2019).

5.16. Revenue from re-invoiced expenses

Revenue from re-invoiced expenses are analyzed in the table below:

	Group		Company	
	31.12.2020	31.12.2019	31.12.2020	31.12.2019
Exchange trading network (ATHEXNet)	387	467	387	467
General Meeting Services to listed companies (SODALI)	0	70	0	70
Sponsorship revenue -NY, London roadshows	67	202	67	202
Travel revenue	0	2	0	2
Revenue from electricity - Colocation	216	215	0	0
Total	**670**	**956**	**454**	**741**

ATHEXnet revenue of €387 thousand concerns the re-invoicing of expenses of the Group for the use of the ATHEX Exchange Transactions network to members. The corresponding expenses are shown in re-invoiced expenses (see note 5.27).

5.17. Ancillary Services

This category includes support services of other markets as well as new services provided by the Group that are not directly related with its core businesses, such as colocation services, which refer to the concession to use the premises and IT systems of the Group, as well as the provision of software services to third parties. This revenue is analyzed in the following table:

(Amounts in thousands euro, unless otherwise noted) 129

	Group		Company	
	31.12.2020	31.12.2019	31.12.2020	31.12.2019
Revenue from X-NET/InBroker (see table below)	838	666	223	67
Support of other markets (1)	2,199	1,257	1,710	708
Colocation Services (2)	845	876	845	876
Market Suite	117	125	13	17
Hellenic Capital Market Commission (3)	83	170	83	171
UNAVISTA LEI - EMIR TR (4)	249	276	0	0
Total	**4,331**	**3,370**	**2,874**	**1,839**

(1) Support of other markets includes support services to the Energy Exchange Group - €1,484 thousand (€748 thousand in 2019). This significant increase is mainly due to the provision of additional services following the start of the operation of the spot electricity market of the Energy Exchange under the European Model (Target Model). Revenue from Boursa Kuwait was €426 thousand (there was no corresponding amount in 2019); to CSE [Cyprus Stock Exchange] - €83 thousand (€449 thousand in 2019); and to DESFA [Hellenic Gas Transmission System Operator] - €206 thousand (€60 thousand in 2019).

(2) The Group offers colocation services to other companies, from which it received €845 thousand in 2020 vs. €876 thousand in 2019.

(3) Services to the Hellenic Capital Market Commission amounted to €83 thousand in 2020 compared to €170 thousand in 2019.

(4) When reporting transactions, liable parties are recognized based on a Legal Entity Identifier (LEI) code, a unique code for each legal entity that is issued in accordance with the ISO17442 standard and supervised by the Regulatory Oversight Committee for the Global Entity Identifier System (LEIROC) that has been appointed by the Financial Stability Board. In 2020 related revenue is down 9.8% compared to 2019.

Inbroker/InBrokerPlus

ATHEX owns and provides the InBrokerPlus® system on a commercial basis to ATHEX members, as a comprehensive real-time price watch and order routing/management service for end-users (OMS), for capital markets that are supported (ATHEX, CSE, and other foreign markets), as part of the operation of the XNET network by the Group.

	Group		Company	
	31.12.2020	31.12.2019	31.12.2020	31.12.2019
Revenue from X-NET	325	214	220	64
Revenue from Inbroker	513	452	3	3
Total	**838**	**666**	**223**	**67**

For the corresponding expenses, refer to note 5.28.

Certain amounts of the previous fiscal year have been reclassified for better comparative information (see note 5.52).

5.18. Other services

The breakdown in revenue for this category is shown in the table below:

(Amounts in thousands euro, unless otherwise noted) 130

	Group		Company	
	31.12.2020	31.12.2019	31.12.2020	31.12.2019
Education (1)	156	294	154	293
Rents (2)	334	355	197	197
Provision of support services to companies (3)	0	0	282	272
Other	51	277	39	240
Total	**541**	**927**	**672**	**1,007**

(1) Concerns revenue from seminars and certifications, as well as ROOTS educational programs.

(2) Rental income for the Group concern mainly the lease of a store in Thessaloniki; Mayer building; 4th floor and part of the 1st floor of the Athinon Ave. building.

(3) For the Company, out of the amount of €282 thousand, €172 thousand concerns support services by the Company to ATHEXCSD and €110 thousand to ATHEXClear.

Certain amounts of the previous fiscal year have been reclassified for better comparative information (see note 5.52).

5.19. Hellenic Capital Market Commission fee

The operating results of the Group in 2020 include the Hellenic Capital Market Commission (HCMC) fee, which for the Group amounted to €1,227 thousand compared to €1,216 thousand in 2019. This fee is collected and turned over to the HCMC, within two months following the end of each six-month period. This small increase is due to the corresponding increase in the revenue of the Group from the trading, clearing and settlement of trades on stocks and derivatives, on which it is calculated.

For the Company, the HCMC fee in 2020 amounted to €454 thousand compared to €449 thousand in 2019.

5.20. Personnel remuneration and expenses

The change in the number of employees of the Group and the Company, as well as the breakdown in staff remuneration is shown in the following table. It should be noted that there have been internal personnel transfers among the companies of the Group in order for the Company to comply in the provision of services with EU Regulations and Hellenic Capital Market Commission decisions.

	Group		Company	
	31.12.2020	31.12.2019	31.12.2020	31.12.2019
Salaried staff	230	218	118	112
Total Personnel	**230**	**218**	**118**	**112**

	Group		Company	
	31.12.2020	31.12.2019	31.12.2020	31.12.2019
Personnel remuneration	7,657	6,896	4,357	3,801
Personnel bonus	500	555	234	97
Social security contributions	1,836	1,713	1,022	935
Termination benefits	700	182	332	30
Net change in the compensation provision (actuarial study)	33	(21)	36	12
Other benefits (insurance premiums, day care / summer camp)	1,011	1,108	473	670
Total	**11,737**	**10,433**	**6,454**	**5,545**

(Amounts in thousands euro, unless otherwise noted) 131

5.21. Third party remuneration & expenses

Third party fees and expenses include the remuneration of the members of the BoDs of all the companies of the Group.

	Group		Company	
	31.12.2020	31.12.2019	31.12.2020	31.12.2019
BoD member remuneration	131	78	76	47
Attorney remuneration and expenses	72	72	72	72
Fees to auditors (1)	75	82	30	32
Fees to consultants (2)	1,390	390	1,074	274
Fees to FTSE (ATHEX)	99	99	99	99
Committee remuneration - other fees (3)	136	101	66	51
Fees to training consultants	23	59	23	42
Total	**1,926**	**881**	**1,440**	**617**

(1) Concerns the fees for the regular audit by the certified auditors of the Group, as well as the Tax Compliance Report. It is noted that the certified auditors of the Group received €75 thousand in 2020 in fees related to the regular audit and the tax certificate. For the Company, total remuneration to the certified auditors amounted to €30 thousand in fees related to the regular audit and the tax certificate.

No other fees, besides the above, were paid in fiscal year 2020 to the certified auditors of the Group and the Company.

(2) Fees to consultants include fees for actuarial study; tax and legal services as well as consultant fees for business organization improvement and consultant fees for various other projects of the Group.

(3) Concerns Committee remuneration (BoD and Stock Markets Steering Committee) - €105 thousand and fees to DSS [Dematerialized Securities System] Operators - €31 thousand.

5.22. Utilities

	Group		Company	
	31.12.2020	31.12.2019	31.12.2020	31.12.2019
Fixed - mobile telephony - internet	166	174	63	83
Leased lines - ATHEXNet	92	85	27	22
PPC (Electricity)	501	497	18	16
EYDAP (water)	4	5	0	0
Total	**763**	**761**	**109**	**121**

5.23. Maintenance / IT Support

Maintenance and IT support includes expenses for the maintenance of the Group’s technical infrastructure and support for the IT systems (technical support for the electronic trading platforms, databases, Registry [DSS] etc.), and are contractual obligations.

The increase in 2020 is due to the cost of new maintenance for 2020. Indicatively mentioned are the procurement of specialized security services against DDoS attacks that target the website of the Group - €132 thousand; surveillance maintenance (Cinnober) - €94 thousand; OASIS software testing services - €55 thousand.

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5.24. Other taxes

Non-deductible Value Added Tax, and other taxes (Property Tax) that burden the cost of services amounted to €1,458 thousand compared to €1,336 thousand in 2019. For the Company, other taxes amounted to €760 thousand vs. €667 thousand in 2019.

5.25. Building / equipment management

This category includes expenses such as: security and cleaning services, building and equipment maintenance and repairs.

	GROUP		COMPANY	
	31.12.2020	31.12.2019	31.12.2020	31.12.2019
Cleaning and building security services	403	408	106	113
Building repair and maintenance - other equipment	138	195	15	15
Fuel and other generator materials	13	16	0	0
Communal expenses	18	8	0	0
Total	**572**	**627**	**121**	**128**

5.26. Other operating expenses

Other operating expenses in 2020 dropped by 0.6% compared to 2019, and are analyzed in the table below:

	Group		Company	
	31.12.2020	31.12.2019	31.12.2020	31.12.2019
Bank of Greece (BoG) - cash settlement	50	54	0	0
Stationery	3	10	2	9
Consumables	25	33	19	31
Travel expenses	19	155	14	125
Postal expenses	6	7	1	4
Transportation expenses	57	65	48	50
Publication expenses	0	6	0	0
Storage fees	13	13	9	9
Operation support services	0	0	119	119
Automobile leases	2	4	2	4
DR hosting expenses	98	99	43	51
Electronic equipment insurance premiums	17	17	17	17
Means of transport insurance premiums	4	3	3	3
Building fire insurance premiums	21	22	3	3
BoD member civil liability ins. Premiums (D&O, DFL & PI)	504	351	504	351
Subscriptions to professional organizations & contributions	402	324	355	288
Hellenic Capital Market Commission subscription	12	13	12	13
Promotion, reception and hosting expenses	86	227	74	188
Event expenses	25	237	22	228
Other expenses	386	100	260	37
Total	**1,730**	**1,740**	**1,507**	**1,530**

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Other expenses increased significantly due mainly to a donation of €100 thousand to the Ministry of Health to deal with the pandemic, as well as expenses for preventive measures, such as COVID-19 tests on a continuous basis, the procurement of masks, antiseptic, gloves etc.

5.27. Re-invoiced expenses

Expenses in this category in 2020 are analyzed in the table below:

	Group		Company	
	31.12.2020	31.12.2019	31.12.2020	31.12.2019
Leased Lines (ATHEXNet)	268	309	258	295
Sodali expenses (General Meetings)	23	49	23	49
VAT on re-invoiced expenses	66	74	60	60
Promotion, reception and hosting expenses (NY-London roadshows)	54	259	54	254
Electricity consumption - Colocation	215	216	0	0
Other	4	52	5	53
Total	**630**	**959**	**400**	**711**

The corresponding revenue is shown in note 5.16.

5.28. Expenses for ancillary activities

Expenses on this category are shown in the table below:

	Group		Company	
	31.12.2020	31.12.2019	31.12.2020	31.12.2019
Expenses from new activities (3)	46	144	46	135
X-NET Expenses (1)	304	246	161	23
Expenses on IT Services to third parties (2)	271	321	26	44
VAT on ancillary services expenses	50	71	0	10
Total	**671**	**782**	**233**	**212**

1. InBroker Plus expenses for X-NET (the corresponding revenue is described in note 5.17) concern data feed, which is purchased from foreign exchanges in order for the product to be more attractive to a greater range of clients and vendors.

   XNET expenses are analyzed in the table below:

	Group		Company	
	31.12.2020	31.12.2019	31.12.2020	31.12.2019
Expenses concerning foreign securities	169	101	153	13
Inbroker Plus data feed expenses	135	145	8	10
Total	**304**	**246**	**161**	**23**

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2. Expenses for IT Services amounted to €271 thousand compared to €321 thousand in 2019 and mainly include the expenses of the LEI – EMIR TR service – €241 thousand (compared to €278 thousand in 2019); ORACLE expenses - €4 thousand (compared to €19 thousand in 2019); and HELLENIC CAPITAL MARKET COMMISSION expenses - €4 thousand (compared to €4 thousand in 2019) (the corresponding UNAVISTA LEI revenue is shown in note 5.17).
3. Includes invoices for promotional activities for products and services.

5.29. Owner occupied tangible assets and intangible assets

It is the policy of the Athens Exchange Group to re-estimate the market value of its real estate every three years, unless there are indications earlier than that. The last real estate estimate took place at the end of February 2019 with a reference date of 31.12.2018. The lockdown which is in progress, remote work as well as the continuing concern and uncertainty regarding COVID-19 aggravated the economic climate. Thus, the Group assigned the study of determining the market value of its properties, in accordance with IFRS, to independent, recognized assessors. The study was completed and submitted at the end of February 2021, and the Group adjusted the value of its properties on 31.12.2020 based on the findings of the study, in order to show in the statement of financial position of 31.12.2020 the fair value of its properties.

The valuation study showed goodwill with the book value of the owner occupied real estate as it appeared in the accounting books, mainly from the building at Athinon Avenue, which is owned by ATHEXCSD.

The following table presents the valuations of the commercial value of the Group's properties as reported in the report of independent property assessors on 31.12.2020.

	Book value	Assessment by independent assessors	Deviation
Building - Athinon Ave			
Plot of land	3,200	3,300	100
Building	14,746	16,700	1,954
	17,946	**20,000**	**2,054**
Building - Katouni (Thessaloniki)			
Plot of land	1,300	1,264	(36)
Building	136	506	370
	1,436	**1,770**	**334**
Grand total	**19,382**	**21,770**	**2,388**

A. Building on Athinon Avenue

The assumptions and methods used to calculate the fair value of the Athinon Avenue property in accordance with the assessment by the independent assessor include:

Direct capitalization method

For this method, market requirements and uses of the property were taken into consideration, based on the prevailing yields for each space, the fair lease of the property was estimated and then its fair value.

Depreciated Replacement Cost method

The surface area indicated in the following table refers to the percentage of all horizontal properties of building A on the whole plot of land, while the surfaces of the building are those resulting from the cover diagram.

(Amounts in thousands euro, unless otherwise noted) 135

Description	Area		Unit price	Replacement cost	Impairment	Market value
	Land (sqm)	Buildings (sqm)	(€/sqm)	(€/sqm)		(€)
Land	2,687.12		1,300			3,493,256
Superstructure areas		7,783.00		1,500	18%	9,573,090
Basement areas		5,692.00		750	18%	3,500,580
Surrounding area						400,000
Electro-mechanical equipment						4,000,000
Total	**2,687.12**	**13,475.00**				**20,966,926**
						21,000,000

Value estimate weights

After applying the Income method (Direct Capitalization method) and the Depreciated Replacement Cost method, the two methods are weighted, with weights of 50% each:

Method	Fair value	Weight	Subtotal	Weighted fair value
Income	€19,000,000	50%	€9,500,000	€20,000,000
Replacement cost	€21,000,000	50%	€10,500,000	
Value distribution				
	Fair value	**€20,000,000.00**		
	Value corresponding to the building	€16,700,000.00		
	Value corresponding to the plot of land	€3,300,000.00		

B. Building on Katouni St - Thessaloniki

The assumptions and methods used to estimate the fair value of the property on Katouni St. in Thessaloniki include a) the comparative method, which is the most basic method of estimating property value and is customary to use for checking after using other methods; b) the direct capitalization method which in effect transfers a revenue stream from the use of the property to an indication of value / capital using an appropriate capitalization rate; and c) the remainder method, which estimates the amount that an investor would be willing to pay to purchase the property in question, in order to repair and subsequently exploit or use.

Direct Capitalization method

For this method, market requirements and uses of the property were taken into consideration, based on the prevailing yields for each space, the fair lease of the property was estimated and then its fair value.

Use	Area (sqm)	Fair lease (€/sqm/month)	Fair lease (€/month)	Lease yield (%)	Fair value (€)
Store	310.08	20.40	6,325	7.75%	979,453
Office space	722.03	7.50	5,415	8.25%	787,669
Total (horizontal ownership in question):					**1,767,122**

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		Fair value (€)	Value of corresponding plot of land (€)	Value of building (€)	
		1,770,000	1,264,000	506,000	

Analysis of the Assets of the Group per category in the Statement of Financial Position of 31.12.2020						
	Owner-occupied real estate					
	Athinon Ave. Building		Katouni building (Thessaloniki)		Total	
	Plot of land	Building	Plot of land	Building	Plot of land	Building
Book value on 31.12.2020	**3,200**	**16,950**	**1,300**	**525**	**4,500**	**17,475**
Revaluation due to estimate by independent assessor	100	1,954	(36)	370	64	2,324
Adjusted real estate value on 31.12.2020	**3,300**	**18,904**	**1,264**	**895**	**4,564**	**19,799**

The tangible and intangible assets of the Group on 31.12.2020 and 31.12.2019 are analyzed as follows:

Group	TANGIBLE ASSETS					
	Plots of Land	Building and Construction	Machinery & other equip.	Means of Transportation	Furniture fittings and equip.	Total
Acquisition and valuation on 31.12.2018	**4,500**	**29,527**	**127**	**168**	**8,947**	**43,269**
Additions in 2019	0	0	0	0	1,325	1,325
Reductions in 2019	0	0	0	(2)	0	(2)
Acquisition and valuation on 31.12.2019	**4,500**	**29,527**	**127**	**166**	**10,272**	**44,592**
Accumulated depreciation on 31.12.2018	**0**	**12,038**	**127**	**161**	**7,393**	**19,719**
Depreciation in 2019	0	1,331	0	3	622	1,956
Accumulated depreciation reduction in 2019	0	0	0	(2)	0	(2)
Accumulated depreciation on 31.12.2019	**0**	**13,369**	**127**	**162**	**8,015**	**21,673**
Book value						
on 31.12.2018	4,500	17,489	0	7	1,554	23,550
on 31.12.2019	**4,500**	**16,158**	**0**	**4**	**2,257**	**22,920**

Group	TANGIBLE ASSETS & INTANGIBLE ASSETS					
	Plots of Land	Building and Construction	Machinery & other equip.	Means of Transportation	Furniture fittings and equip.	Total
Acquisition and valuation on 31.12.2019	**4,500**	**29,527**	**127**	**166**	**10,272**	**44,592**
Additions in 2020	0	71	0	0	693	764
Acquisition and valuation on 31.12.2020	**4,500**	**29,598**	**127**	**166**	**10,965**	**45,356**
Accumulated depreciation on 31.12.2019	**0**	**13,369**	**127**	**162**	**8,015**	**21,673**
Depreciation in 2020	0	1,332	0	2	804	2,138
Accumulated depreciation on 31.12.2020	**0**	**14,701**	**127**	**164**	**8,819**	**23,811**
Book value						
on 31.12.2019	**4,500**	**16,158**	**0**	**4**	**2,257**	**22,919**
on 31.12.2020	**4,500**	**14,897**	**0**	**2**	**2,146**	**21,545**

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Revaluation due to estimate by independent assessor	**64**	**2,324**				**2,388**
Book value after the revaluation on 31.12.2020	**4,564**	**17,221**	**0**	**2**	**2,146**	**23,933**

The tangible and intangible assets of the Company on 31.12.2020 and 31.12.2019 are analyzed as follows:

Company	**TANGIBLE ASSETS**					
	Plots of Land	**Building and Construction**	**Machinery & other equip.**	**Means of Transportation**	**Furniture fittings and equip.**	**Total**
Acquisition and valuation on 31.12.2018	**0**	**15**	**103**	**159**	**6,415**	**6,692**
Additions in 2019	0	0	0	0	775	775
Reductions in 2019	0	0	0	(2)	0	(2)
Acquisition and valuation on 31.12.2019	**0**	**15**	**103**	**157**	**7,190**	**7,465**
Accumulated depreciation on 31.12.2018	**0**	**1**	**103**	**155**	**5,502**	**5,761**
Depreciation in 2019	0	0	0	1	381	382
Accumulated depreciation on 31.12.2019	**0**	**1**	**103**	**156**	**5,883**	**6,143**
Book value						
on 31.12.2018	**0**	**14**	**0**	**4**	**913**	**931**
on 31.12.2019	**0**	**14**	**0**	**1**	**1,307**	**1,322**

Company	**TANGIBLE ASSETS & INTANGIBLE ASSETS**					
	Plots of Land	**Building and Construction**	**Machinery & other equip.**	**Means of Transportation**	**Furniture fittings and equip.**	**Total**
Acquisition and valuation on 31.12.2019	**0**	**15**	**103**	**157**	**7,190**	**7,465**
Additions in 2020	0	0	0	0	405	405
Acquisition and valuation on 31.12.2020	**0**	**15**	**103**	**157**	**7,595**	**7,870**
Accumulated depreciation on 31.12.2019	**0**	**1**	**103**	**156**	**5,883**	**6,143**
Depreciation in 2020	0	0	0	1	509	510
Accumulated depreciation on 31.12.2020	**0**	**1**	**103**	**157**	**6,392**	**6,653**
Book value						
on 31.12.2019	**0**	**14**	**0**	**1**	**1,307**	**1,322**
on 31.12.2020	**0**	**14**	**0**	**0**	**1,203**	**1,217**

The management of the Group estimates that there are no impairment indications on the owner occupied buildings of the Group and on investments in real estate.

On 31.12.2020 there were no encumbrances on the assets of the companies of the Group.

The intangible assets of the Group on 31.12.2020 and 31.12.2019 are analyzed as follows:

(Amounts in thousands euro, unless otherwise noted) 138

Group	INTANGIBLE ASSETS		
	Internally developed systems	Software	Total
Acquisition and valuation on 31.12.2018	**4,266**	**8,413**	**12,679**
Additions in 2019	352	1,452	1,804
Acquisition and valuation on 31.12.2019	**4,618**	**9,865**	**14,483**
Accumulated depreciation on 31.12.2018	**1,117**	**5,014**	**6,131**
Depreciation in 2019	578	1,325	1,903
Accumulated depreciation on 31.12.2019	**1,695**	**6,339**	**8,034**
Book value			
on 31.12.2018	**3,149**	**3,399**	**6,548**
on 31.12.2019	**2,923**	**3,526**	**6,449**

Group	INTANGIBLE ASSETS		
	Internally developed systems	Software	Total
Acquisition and valuation on 31.12.2019	**4,618**	**9,865**	**14,483**
Additions in 2020	533	1,818	2,351
Acquisition and valuation on 31.12.2020	**5,151**	**11,683**	**16,834**
Accumulated depreciation on 31.12.2019	**1,695**	**6,339**	**8,034**
Depreciation in 2020	678	1,358	2,036
Accumulated depreciation on 31.12.2020	**2,373**	**7,697**	**10,070**
Book value			
on 31.12.2019	**2,923**	**3,526**	**6,449**
on 31.12.2020	**2,778**	**3,986**	**6,765**

The intangible assets of the Company on 31.12.2020 and 31.12.2019 are analyzed as follows:

Company	INTANGIBLE ASSETS		
	Internally developed systems	Software	Total
Acquisition and valuation on 31.12.2018	**2,440**	**6,452**	**8,892**
Additions in 2019	120	751	871
Acquisition and valuation on 31.12.2019	**2,560**	**7,203**	**9,763**
Accumulated depreciation on 31.12.2018	**752**	**3,966**	**4,718**
Depreciation in 2019	299	994	1,293
Accumulated depreciation on 31.12.2019	**1,051**	**4,960**	**6,011**
Book value			
on 31.12.2018	**1,688**	**2,486**	**4,174**
on 31.12.2019	**1,509**	**2,243**	**3,752**

Company	INTANGIBLE ASSETS		
	Internally developed systems	Software	Total
Acquisition and valuation on 31.12.2019	**2,560**	**7,203**	**9,763**
Additions in 2020	241	1,186	1,427
Acquisition and valuation on 31.12.2020	**2,801**	**8,389**	**11,190**
Accumulated depreciation on 31.12.2019	**1,051**	**4,960**	**6,011**
Depreciation in 2020	338	924	1,262
Accumulated depreciation on 31.12.2020	**1,389**	**5,884**	**7,273**
Book value			
on 31.12.2019	**1,509**	**2,243**	**3,752**
on 31.12.2020	**1,412**	**2,505**	**3,917**

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Intangible assets include the amounts of €533 thousand for the Group and €241 thousand for the Company and concern the capitalization of expenses (CAPEX creation) for systems development by the Group in 2020. The corresponding amounts for 2019 were €351 thousand for the Group and €120 thousand for the Company. Starting on 1.1.2018 the depreciation rates for expenses capitalized in 2017 were changed. Henceforth capitalized expenses will be depreciated in 5 years. Expenses made before 1.1.2017 will be depreciated in 10 years as before.

Depreciation increased in 2020 due to the fact that capex began being depreciated in 5 years (compared to 10 years previously), as well as due to the purchase of equipment of significant value (ATHEX exchange trading network, storage etc.).

5.30. IFRS 16 Standard - Leases

Assets right of use - Group	31.12.2020	31.12.2019
Real Estate	27	0
Means of transport	58	90
	85	**90**
Lease obligations		
Long-term lease obligations	55	55
Short-term lease obligations	26	30
	81	**85**

Depreciation - right of use	2020	2019
Real Estate	3	0
Means of transport	31	21
	34	**21**
Interest expense	**3**	**2**

For the Group, in 2020 €3 thousand was booked in lease financial costs and €34 thousand as depreciation.

Total lease payments during the period for the Group amounted to €35 thousand.

Assets right of use - Company	31.12.2020	01.01.2020
Real Estate	1,302	1,391
Means of transport	59	90
	1,361	**1,481**
Lease obligations		
Long-term lease obligations	1,282	1,379
Short-term lease obligations	123	123
	1,405	**1,502**

Depreciation - right of use	2020	2019
Real Estate	118	115
Means of transport	31	21
	149	**136**
Interest expense	**58**	**60**

(Amounts in thousands euro, unless otherwise noted) 140

For the Company, in 2020 €58 thousand was booked in lease financial costs and €149 thousand as depreciation.

Total lease payments during the period for the Company amounted to €183 thousand.

5.31. Real Estate Investments

Building (at Acharnon & Mayer)

The Company and the Group did a valuation study of the values of the real estate investments dated 31.12.2020 which as carried out by independent recognized assessors.

The value assessed was the average resulting from the application of the annuity methods and comparative data on the transition date. The calculation took into account the current lease as the contractual time expires in 2021. This building is leased, with an annual lease payment of €196.8 thousand (€16.4 thousand per month) (see note 5.18).

No	Level	Use / Description	Area	Fair lease (€/month)	Yield	Fair value
			(sqm)	(€/sqm)	(%)	(€)
1	Basement (-1)	Storage space, engine room	421.60	2	9.50%	106,509
2	Ground floor (0)	Reception, cafeteria, office space, power substation	224.62	6	8.50%	190,266
3	Mezzanine	Control room, storage space	45.00	2	8.50%	12,706
4	1st floor (1)	Office space, kitchen, WC, storage space	421.60	6	8.50%	357,120
5	2nd floor (2)	Office space, kitchen, WC, storage space	421.60	6	8.50%	357,120
6	3rd floor (3)	Office space, kitchen, WC, storage space	421.60	6	8.50%	357,120
7	4th floor (4)	Office space, kitchen, WC, storage space	421.60	6	8.50%	357,120
8	5th floor (5)	Office space, kitchen, WC, storage space	421.60	6	8.50%	357,120
9	6th floor (6)	Office space, kitchen, WC, storage space	421.60	6	8.50%	357,120
10	7th floor (7)	Office space, kitchen, WC, storage space	280.90	6	8.50%	237,939
	Total		**3,526.72**			**2,690,141**
				rounding		**2,700,000**

The above fair value includes 100% of the full ownership of all properties, without taking into consideration horizontal properties.

The total replacement cost of the property is derived from the following calculations table:

No	Level	Use / Description	Area	Cost	Cost
			(sqm)	(€/sqm)	(€)
1	Basement (-1)	Storage space, engine room	421.60	400.00	168,640
2	Ground floor (0)	Reception, cafeteria, office space, power substation	224.62	825.00	185,312
3	Mezzanine	Control room, storage space	45.00	825.00	37,125
4	1st floor (1)	Office space, kitchen, WC, storage space	421.60	825.00	347,820
5	2nd floor (2)	Office space, kitchen, WC, storage space	421.60	825.00	347,820
6	3rd floor (3)	Office space, kitchen, WC, storage space	421.60	825.00	347,820

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7	4th floor (4)	Office space, kitchen, WC, storage space	421.60	825.00	347,820
8	5th floor (5)	Office space, kitchen, WC, storage space	421.60	825.00	347,820
9	6th floor (6)	Office space, kitchen, WC, storage space	421.60	825.00	347,820
10	7th floor (7)	Office space, kitchen, WC, storage space	280.90	825.00	231,743
11	Roof	Staircase, lift, engine room, roof	25.00	400.00	10,000
	Total		**3,501.72**		**2,719,739**
Average aging / year: 1.5% Age 20 years					0.7
					1,903,817
				rounding	**1,900,000**

The book value of the investments in real estate for the Group and the Company on 31.12.2020 and 31.12.2019 is shown in the following table (see note 5.3.3):

Group - Company	REAL ESTATE INVESTMENT			
	Plots of Land	Buildings and Construction	Furniture and fixtures	Total
Acquisition and valuation on 31.12.2018	**700**	**5,110**	**88**	**5,898**
Acquisition and valuation on 31.12.2019	**700**	**5,110**	**88**	**5,898**
Accumulated depreciation on 31.12.2018	**0**	**3,523**	**88**	**3,611**
Depreciation in 2019	0	205	0	205
Accumulated depreciation on 31.12.2019	**0**	**3,728**	**88**	**3,816**
Book value				
on 31.12.2018	**700**	**1,587**	**0**	**2,287**
on 31.12.2019	**700**	**1,382**	**0**	**2,082**

Group - Company	Investment property
Valuation on 31.12.2019	**2,082**
Revaluation due to assessment by an independent assessor	618
Book value on 31.12.2020	**2,700**

5.32. Investments in subsidiaries and other long term claims

	Group		Company	
	31.12.2020	31.12.2019	31.12.2020	31.12.2019
Participation in ANNA	1	1	1	1
Participation in subsidiaries	0	0	57,880	57,880
Participation in affiliates (1)	1,172	1,158	1,172	1,158
Management committee reserve	11	11	0	0
Claim from subsidiaries due to stock options	0	0	0	227
Lease guarantees	61	58	15	12
Dividend tax withheld for offset (2)	4,721	4,721	4,421	4,421
Total	**5,966**	**5,949**	**63,488**	**63,699**

1) The participation of the Company in HenEx on 31.12.2020 was €1,172 thousand (note 5.48), which was increased by €122 thousand from the participation in the earnings. The company paid in €1,050 thousand as participation in HenEx's share capital.

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2) Dividend tax withheld for offset concerns the dividend withholding tax that was transferred to the Company from its former subsidiary Athens Exchange S.A. Tax offsetting ended in 2014. Due to the delay in the issuance of the explanatory circular, it was transferred to long term claims.

Certain amounts of the previous fiscal year have been reclassified for better comparative information (see note 5.52).

The breakdown of the participations of the parent Company in the subsidiaries of the Group on 31.12.2020 is shown below:

	% of direct participation	Number of shares / total number of shares	Cost 31.12.2020	Cost 31.12.2019
ATHEXCSD (former TSEC)	100	802,600 / 802,600	32,380	32,380
ATHEXClear	100	8,500,000 / 8,500,000	25,500	25,500
		Total	**57,880**	**57,880**

The Company collected dividend of €5.00 per share from the ATHEXCSD subsidiary for fiscal year 2019, amounting to €4,013,000, and from the ATHEXClear subsidiary €3,825,000 (€0.45 per share). The dividends were collected in June 2020; revenue of €100 thousand has been recorded from the provision for dividend from Boursa Kuwait, following the decision by the General Meeting (note 5.33).

5.33. Trade and other receivables

All claims are short term and no discounting is required on the date of the statement of financial position. The breakdown of clients and other receivables is shown in the following table:

	Group		Company	
	31.12.2020	31.12.2019	31.12.2020	31.12.2019
Clients (1)	5,789	8,145	3,594	4,357
Clients (intra-Group)	0	0	0	59
Less: provisions for bad debts (1)	(1,677)	(3,639)	(1,599)	(1,606)
Net commercial receivables	**4,112**	**4,506**	**1,995**	**2,810**
Other receivables				
Tax (0.20%) (2)	3,070	2,807	0	0
HCMC fee claim (3)	21	21	21	21
Taxes withheld on deposits	212	192	109	100
Accrued revenue - prepaid non-accrued expenses (4)	1,060	829	665	343
Contractual obligations - data vendors HenEx - BK (5)	613	433	666	475
Other withheld taxes	77	68	55	47
Prepayment of tax audit differences (6)	6	6	6	6
Other debtors (7)	185	71	540	397
Total other receivables	**5,244**	**4,427**	**2,062**	**1,389**

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(1) In Clients in fiscal year 2020, a claim from the Ministry of Finance amounting to €1,962 thousand was written-off by the Group together with the corresponding provision, due to the issuance of a final court decision.

(2) The sales tax on transactions (0.20%) is turned over by members on T+2, however some members take advantage of their right to turn it over in one tranche to ATHEXCSD on the third working day after the end of the month when the transactions took place.

(3) The remaining amount on the claim on the Hellenic Capital Market Commission fee from previous years.

(4) Prepaid non-accrued expenses concern prepayment of an amount that will be expensed mainly in the next period (Unisystems, Microsoft, Performance Technology, insurance contracts etc.)

(5) Contractual obligations – data vendors concern a provision for revenue from market data services - €442 thousand for the Group and €506 thousand for the Company (the corresponding amounts for 2019: €433 thousand for the Group and €475 thousand for the Company), as well as the revenue provision from EnExClear - €119 thousand; and revenue from Boursa Kuwait - €29 thousand.

(6) Prepayment of tax audit differences concerns the remaining balance from the prepayment of the tax assessed from the ATHEX tax audit for the period 2008-2010, after offsetting with taxes payable (note 5.45).

(7) Other debtors include, among others: claim on Boursa Kuwait dividend - €100 thousand (note 5.32); claims on HCGC [Hellenic Corporate Governance Council] - €37 thousand, as well as rent receivables - €51 thousand. For the Company it includes an additional amount of €338 thousand which concerns a claim for Xnet cash settlement from ATHEXCSD.

The provisions for doubtful claims are analyzed in the table below:

Provisions for bad debts	**Group**	**Company**
Balance on 31.12.2018	**3,649**	**1,585**
Additional provisions in 2019	-10	21
Balance on 31.12.2019	**3,639**	**1,606**
Provision reversal in 2020	-1,962	-7
Balance on 31.12.2020	**1,677**	**1,599**

The book value of clients reflects their fair value.

The tables below detail all claims from clients at the Group and Company level:

Group	**31.12.2020**	**31.12.2019**
Balance not past due	3,953	4,170
Balance past due	1,836	3,974
Before provisions	**5,789**	**8,144**
Less: value impairment provision	-1,677	-3,638
After provisions	**4,112**	**4,506**

Company	**31.12.2019**	**31.12.2019**
Balance not past due	1,913	2,649
Balance past due	1,681	1,766
Before provisions	**3,594**	**4,415**
Less: value impairment provision	-1,599	-1,605
After provisions	**1,995**	**2,810**

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The aging analysis of pending commercial receivables that are past due, is as follows:

Group	31.12.2020	31.12.2019
Up to 120 days	159	350
121 -240 days	34	30
241 – 360 days	-2	0
More than 360 days	1,644	3,594
Before provisions	**1,836**	**3,974**

Company	31.12.2020	31.12.2019
Up to 120 days	75	160
121 -240 days	25	42
241 – 360 days	0	0
More than 360 days	1,581	1,564
Before provisions	**1,681**	**1,766**

Starting on 1 January 2018, the Group applies the simplified IFRS 9 approach and calculates the expected credit losses for the whole lifetime of its claims.

On each Statement of Financial Position date, the Group performs an impairment check on the claims using a table based on which expected credit losses are calculated. The maximum exposure to credit risk on the Statement of Financial Position date is the book value of each receivables category as stated above.

The table below presents information on the exposure of the Group and the Company to credit risk in 2020 and 2019:

31.12.2020

Group	Not past due	Up to 120 days	121 – 240 days	241 – 360 days	More than 360 days
Expected loss %	0.95%	1.63%	13.05%	28.69%	100.00%
Total claims	3,953	159	34	-2	1,644
Expected loss	47	3	4	0	1,644

31.12.2019

Group	Not past due	Up to 120 days	121 – 240 days	241 – 360 days	More than 360 days
Expected loss %	0.96%	1.49%	11.56%	36.98%	100.00%
Total claims	4,170	350	30	0	3,594
Expected loss	39	5	3	0	3,594

31.12.2020

Company	Not past due	Up to 120 days	121 – 240 days	241 – 360 days	More than 360 days
Expected loss %	1.33%	2.43%	14.96%	45.17%	100.00%
Total claims	1,913	75	25	0	1,581
Expected loss	25	2	4	0	1,581

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31.12.2019

Company	Not past due	Up to 120 days	121 – 240 days	241 – 360 days	More than 360 days
Expected loss %	1.36%	2.46%	9.02%	46.61%	100.00%
Total claims	2,649	160	42	0	1,564
Expected loss	36	4	4	0	1,564

The book value of the claims above reflects their fair value.

In order to estimate the expected credit loss in commercial claims, on 31.12.2020 the Group distributed client claims to time scales and applied loss rates based on past experience at each time scale. This work showed that there was a need to partially reverse the provision for doubtful claims by -€1 thousand (ATHEXCSD: -€1 thousand; ATHEX: -€6.6 thousand; ATHEXClear: +€6.6 thousand) at the Group level.

5.34. Financial assets at fair value through other income

The category financial assets at fair value through other comprehensive income include the Bank of Piraeus shares that were obtained in exchange for the bond issued by the same bank that the Group possessed. In particular, 13,365,316 shares of Piraeus Bank were acquired at a par value of €0.30 per share and total value of €4,009,594.80.

On 31.07.2017 the Bank of Piraeus did a reverse split of its stock, correspondingly increasing its par value together with a reduction in the number of shares outstanding. Thus on 3.8.2017 the company possessed 668.265 shares with a new acquisition cost of €6.00 per share.

On 31.12.2019 the share price closed at €2.99 and as a result the valuation of the Bank of Piraeus shares was €1,998,112.35, a gain of €1,436,769.75 compared to the valuation on 31.12.2018. This gain is, in accordance with IFRS 9, reported in Other Comprehensive Income (OCI), increasing the relevant reserve that had been formed.

On 31.12.2020 the share price closed at €1.30 and as a result the valuation of the Bank of Piraeus shares was €868,744.50, a loss of €1,129,367.85 compared to the valuation on 31.12.2019. This loss is, in accordance with IFRS 9, reported in Other Comprehensive Income (OCI), reducing the relevant reserve that had been formed (see note 5.39).

The change in the value of the Bank of Piraeus shares, as well as the 0.779% participation in Boursa Kuwait are analyzed below:

	Group		Company	
	31.12.2020	31.12.2019	31.12.2020	31.12.2019
Balance - start of the fiscal year	1,998	562	1,998	562
Profit / (Loss) from the valuation of the participation recognized in the Statement of Comprehensive Income	(1,129)	1,436	(1,129)	1,436
	869	**1,998**	**869**	**1,998**
Participation in Boursa Kuwait	4,409	1,039	4,409	1,039
Balance - end of the period	**5,278**	**3,037**	**5,278**	**3,037**

The Group has acquired shares in Boursa Kuwait which it has classified, in accordance with IFRS 9, in financial assets at fair value through comprehensive income (note 5.34). On 31.12.2020 share shares posted a valuation gain of €3,369,986.79 which was accounted in the special securities valuation reserve, from which deferred tax of €808,796.83 (24% x €3,369,986.79) was subtracted. Thus the credit balance of the special reserve is €2,561,189.96 on 31.12.2020.

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5.35. Cash and cash equivalents

The cash at hand and at bank of the Group are invested in short term interest bearing instruments in order to maximize the benefits for the companies of the Group, in accordance with the policy set by the Strategic Planning Committee of the Company and the Group. By placing its cash in short term interest bearing investments, the Group had income of €117 thousand in 2020 (2019: €366 thousand); for the Company, the corresponding income was €48 thousand (2019: €175 thousand).

On 31.12.2020, a significant portion (19.6%) of the cash of the Group is, due to compliance of ATHEXClear with the EMIR Regulation, kept at the Bank of Greece (BoG).

Deposits of the Group at the BoG carry a negative interest rate of 0.5% from 18.09.2019 onwards.

Expenses and bank commissions over the same period amounted to €133 thousand for the Group (2019: €145 thousand), and €65 thousand for the company (2019: €71 thousand).

In accordance with IFRS 16, bank expenses include financial expenses for leases which amounted to €3 thousand for the Group and €58 thousand for the Company in 2020.

The breakdown of the cash at hand and at bank of the Group is as follows:

	Group		Company	
	31.12.2020	31.12.2019	31.12.2020	31.12.2019
Deposits at the Bank of Greece	13,353	29,996	0	0
Sight deposits in commercial banks	20,367	1,322	12,860	488
Time deposits < 3 months	34,275	42,100	5,002	16,794
Cash at hand	5	8	1	1
Total	**68,000**	**73,426**	**17,863**	**17,283**

5.36. Third party balances in bank accounts of the Group

Third party balances in bank accounts of the Group is essentially is a memo account for the margins that ATHEXClear receives from its Members for the derivatives market and, starting on 16.02.2015, for the cash market. ATHEXClear manages Member margins, which in accordance with the investment policy for deposits, are placed with the Bank of Greece.

Implementation of the ATHEXClear investment policy begun together with the application of the new clearing model and risk management in the derivatives market on 1.12.2014. The amounts of €224,557 thousand on 31.12.2020 and €186,394 thousand on 31.12.2019 respectively shown below and in the Statement of Financial Position on 31.12.2020 and 31.12.2019 respectively, concern exclusively Member collaterals in the cash and derivatives markets as well as XNET respectively.

	Group		Company	
	31.12.2020	31.12.2019	31.12.2020	31.12.2019
Clearing Fund accounts – Cash Market	15,794	13,089	0	0
Additional Clearing Fund collaterals – Cash Market	143,275	107,272	0	0
Clearing Fund accounts – Derivatives Market	8,734	12,793	0	0
Additional Clearing Fund collaterals – Derivatives Market	53,028	51,684	0	0
Members Guarantees in cash for X-NET et al. (1)	3,726	1,556	3,219	1,428
Third party balances	**224,557**	**186,394**	**3,219**	**1,428**

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(1) Margins received by the Company for the XNET market on 31.12.2020 amounted to €3,219 thousand and were kept in commercial bank accounts, as are dormant client balances of the Clearing Fund amounting to €35 thousand. In addition, the amount of €472 thousand concerning returns from interest payments to clients exempted or in the special account is also kept in commercial banks.

5.37. Deferred Tax

The deferred taxes accounts are analyzed as follows:

	Group		Company	
Deferred taxes	**31.12.2020**	**31.12.2019**	**31.12.2020**	**31.12.2019**
Deferred tax claims	1,124	857	734	531
Deferred tax liabilities	(3,192)	(1,917)	(970)	(50)
Total	**(2,068)**	**(1,060)**	**(236)**	**480**

The gross amounts of tax claims and liabilities are analyzed as follows:

	Group		Company	
Deferred taxes	**31.12.2020**	**31.12.2019**	**31.12.2020**	**31.12.2019**
Deferred tax claims	51	514	0	480
Deferred tax liabilities	(2,119)	(1,573)	(236)	0
Total	**(2,068)**	**(1,060)**	**(236)**	**480**

The deferred tax claims and liabilities for the Group are as follows:

Deferred tax claims	Intangible assets	Property plant & equipment	Provisions - Actuarial study & staff retirement obligations	Other provisions	Leases	Share valuation provision	Total
Balance 1.1.2019	**45**	**107**	**448**	**1,251**	**0**	**0**	**1,851**
(Debit) / credit to the results	(10)	(46)	(22)	(985)	(1)	0	**(1,064)**
(Debit) / credit to other comprehensive income	0	0	70	0	0	0	**70**
Balance 31.12.2019	**35**	**60**	**496**	**266**	**(1)**	**0**	**857**
Deferred tax claims	**Intangible assets**	**Property plant & equipment**	**Provisions - Actuarial study & staff retirement obligations**	**Other provisions**	**Leases**	**Share valuation provision**	**Total**
Balance 31.12.2019	**35**	**60**	**496**	**266**	**(1)**	**0**	**856**
(Debit) / credit to the results	(10)	(60)	8	32	15	0	**(15)**
(Debit) / credit to other comprehensive income	0	0	62	0	0	221	**283**
Balance 31.12.2020	**25**	**0**	**566**	**298**	**14**	**221**	**1,124**

Deferred tax liabilities	Share valuation provision	Participations valuation provision	Property plant & equipment	Total
Balance 1.1.2019	**297**	**0**	**(2,165)**	**(1,868)**
Debit / (credit) to the results	0	0	298	298
Debit / (credit) to other comprehensive income	(347)	0	0	(347)
Debit / (credit) forward	0	0	0	0
Balance 31.12.2019	**(50)**	**0**	**(1,867)**	**(1,917)**

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Deferred tax liabilities	Share valuation provision	Participations valuation provision	Property plant & equipment	Total
Balance 01.01.2020	**(50)**	**0**	**(1,867)**	**(1,917)**
Debit / (credit) to the results	0	0	42	42
Debit / (credit) to other comprehensive income	50	(809)	(557)	(1,316)
Balance 31.12.2020	**0**	**(809)**	**(2,382)**	**(3,192)**

The deferred tax claims and liabilities for the Company are as follows:

Deferred tax claims	Intangible assets	Property plant & equipment	Provisions - Actuarial study & staff retirement obligations	Other provisions	Leases	Share valuation provision	Total
Balance 1.1.2019	**14**	**107**	**279**	**721**	**0**	**0**	**1,121**
(Debit) / credit to the results	(1)	(46)	(8)	(580)	4	0	**(631)**
(Debit) / credit to other comprehensive income	0	0	41	0	0	0	**41**
Balance 31.12.2019	**13**	**61**	**312**	**141**	**4**	**0**	**531**
Deferred tax claims	**Intangible assets**	**Property plant & equipment**	**Provisions - Actuarial study & staff retirement obligations**	**Other provisions**	**Leases**	**Share valuation provision**	**Total**
Balance 01.01.2020	**13**	**61**	**312**	**141**	**4**	**0**	**531**
(Debit) / credit to the results	(5)	(61)	9	(4)	6	0	**(55)**
(Debit) / credit to other comprehensive income	0	0	36	0	0	221	**257**
Balance 31.12.2020	**8**	**0**	**357**	**137**	**10**	**221**	**734**

Deferred tax liabilities	Share valuation provision	Participations valuation provision	Property plant & equipment	Total
Balance 1.1.2019	**297**	**0**	**0**	**297**
Debit / (credit) to other comprehensive income	(347)	0	0	(347)
Debit / (credit) forward	0	0	0	0
Balance 31.12.2019	**(50)**	**0**	**0**	**(50)**
Deferred tax liabilities	**Share valuation provision**	**Participations valuation provision**	**Property plant & equipment**	**Total**
Balance 31.12.2019	**(50)**	**0**	**0**	**(50)**
Debit / (credit) to the results	0	0	(161)	(161)
Debit / (credit) to other comprehensive income	50	(809)	0	(759)
Balance 31.12.2020	**0**	**(809)**	**(161)**	**(971)**

5.38. Contractual obligations

As part of IFRS 15, revenue from new listings at ATHEX, as well as rights issues that take place during the fiscal year are considered to concern not only the fiscal year during which they are paid, but must be recognized and allocated to the duration that the company remains listed at ATHEX, during which the service is expected to be provided.

The contractual obligations by service, on 31.12.2020 and 31.12.2019 for the Group and the Company are analyzed as follows:

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31.12.2020

Group	Short-term contractual obligations	Long-term contractual obligations
New listings	126	278
Rights issues	452	387
	578	**665**

Company	Short-term contractual obligations	Long-term contractual obligations
New listings	109	228
Rights issues	124	109
	233	**337**

31.12.2019

Group	Short-term contractual obligations	Long-term contractual obligations
New listings	117	350
Rights issues	323	322
	439	**672**

Company	Short-term contractual obligations	Long-term contractual obligations
New listings	104	313
Rights issues	85	85
	189	**397**

5.39. Equity and reserves

a) Share Capital

The Repetitive General Meeting of shareholders of 5.6.2020 approved a share capital return of €0.09 to shareholders, with a corresponding reduction in the share par value. Thus, the share capital of the Company amounts to €29,570,520, divided into 60,348,000 shares with a par value of €0.49 per share.

	Number of shares	Par value (€)	Share Capital (€)	Share Premium (€)
Total 01.01.2019	**60,348,000**	**0.69**	**41,640,120**	**157,084**
Share capital reduction (May 2019)		0.11	(6,638,280)	
Total 31.12.2019	**60,348,000**	**0.58**	**35,001,840**	**157,084**
Share capital reduction (June 2020)		0.09	(5,431,320)	
Total 31.12.2020	**60,348,000**	**0.49**	**29,570,520**	**157,084**

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b) Reserves

	Group		Company	
	31.12.2020	31.12.2019	31.12.2020	31.12.2019
Regular Reserve (1)	29,857	29,609	28,116	28,116
Tax free and specially taxed reserves (2)	10,736	10,736	10,281	10,281
Treasury stock reserve (3)	(12,669)	(12,669)	(12,669)	(12,669)
Real estate revaluation reserve	19,534	17,768	14,383	14,383
Other (4)	5,983	5,983	5,983	5,983
Special securities valuation reserve (5)	287	(1,416)	287	(1,416)
Reserve from stock option plan to employees	1,385	1,385	1,109	1,336
Total	**55,113**	**51,396**	**47,489**	**46,014**

(1) ATHEXClear regular reserve: €289 thousand; ATHEXCSD regular reserve: €1,453 thousand.

(2) Reserves in this category include taxed reserves - €595 thousand (ATHEX - €141 thousand; ATHEXCSD - €454 thousand).

(3) Reflects the value of the treasury stock purchased minus the treasury stock that was cancelled.

(4) Concerns a special dividend reserve for 2015 - €5,696 thousand; dividend reserve for 2016 - €247 thousand; and specially taxed reserves - €39 thousand.

(5) The Group has invested part of its cash assets in shares of an ATHEX listed company which it has classified as financial assets at fair value through other income in accordance with IFRS 9 (note 5.34).

On 31.12.2019 the shares posted a valuation gain of €1,436,769.75 which was recognized in the special securities valuation reserve, from which deferred tax of €344,824.74 (24% x €1,436,769.75) was subtracted. Thus the debit balance of the special reserve on 31.12.2019 was €1,415,923.

On 31.12.2020 the share price closed at €1.30 and as a result the valuation of the Bank of Piraeus shares was €868,744.50, a loss of €1,129,367.85 compared to the valuation on 31.12.2019. This loss is, in accordance with IFRS 9, reported in Other Comprehensive Income (OCI), reducing the relevant reserve that had been formed.

The Group has acquired shares of Boursa Kuwait which has been classified, in accordance with IFRS 9, as financial assets at fair value through other income (note 5.34). On 31.12.2020 the shares recorded a valuation gain of €3,369,986.79 which was accounted in the special securities valuation reserve from which deferred tax of €808,796.83 (24% x €3,369,986.79) was subtracted. Thus the debit balance of the special reserve was €2,561,189.96 on 31.12.2020.

c) Share Buyback program

There is no share buyback program currently in effect.

d) Retained Earnings

The retained earnings of €21,473 thousand on 31.12.2019 increased by €3,674 thousand in total comprehensive income in 2020, less €248 thousand for the formation of a regular reserve and €4,224 thousand in dividends paid and amounted to €20,675 thousand at the end of 2020.

e) Capital Requirements

According to the EMIR Regulation (article 45 of the EU 20. 648/2012) a clearing house must keep lines of defense in case of member's default (default water fall).

In accordance with article 35 of the technical standards, for clearinghouses the amount of the own assets of central counterparties that are used as line of defense in case of default is calculated, and in particular:

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- The central counterparty maintains and reports separately on its balance sheet the amount of special own assets earmarked for the purposes mentioned in article 45 paragraph 4 of Regulation (EU) 648/2012.
- The central counterparty calculates the minimum amount specified in paragraph 1 by multiplying the minimum capital requirement by 25%, including undistributed earnings and reserves for the purposes mentioned in article 16 of Regulation (EU) 648/2012 and by authorization Regulation (EU) 152/2013 of the Commission (1).

The Central Counterparty reviews the minimum amount in question on an annual basis.

Based on the above, as a recognized clearing house, ATHEXClear drafted a report “Methodology for calculating capital requirements”, in cooperation with consultants, in which the methodology applied was described in order to estimate the capital requirements for credit risk, counterparty risk, market risk, termination risk, operating risk and business risk. The methodology applied was based on the following:

- Regulations (EU) 648/2012, (EU) 152/2013 and (EU) 153/2013
- Regulation (EU) 575/2013
- FSA: Prudential sourcebook for Banks, Building Societies and Investment Firms
    - BIRBU 13,4 CCR mark to market method
    - BIRBU 5,4 Financial collateral
    - BIRBU 3 Standardized credit risk

Based on the above, ATHEXClear regularly calculates its capital requirements which are required in order to fulfill its regulatory obligations on a quarterly basis, and reports it in its financial statements.

If ATHEXClear equity, as calculated above, is less than 110% of the capital requirements, or less than 110% of the €7.5m threshold notification, ATHEXClear will immediately notify the relevant authority (Hellenic Capital Market Commission), and will continue to keep it informed on a weekly basis, until the amount of capital it possesses exceeds the notification threshold.

ATHEXClear’s capital requirements on 31.12.2020 are broken down in the table below:

Capital requirements **Risk type**	**Capital requirements 31.12.2020**
Credit risk (total)	1,557
Derivatives market	0
Cash market	0
Investment of own assets	1,557
Market risk	0
Exchange rate risk	0
Operating risk	177
Winding down risk	3,819
Business risk	1,910
Total Capital requirements	**7,463**
Notification Threshold (110% of capital requirements)	**8,209**
Additional special resources (25% of capital requirements of 31.12.2020)	**1,866**

The capital requirements as calculated above are significantly lower that the equity of ATHEXClear, as reported in the Statement of Financial Position on 31.12.2020, adjusted for the level of cash maintained outside the Bank of Greece.

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The additional special resources of €1,866 thousand that correspond to 25% of the capital requirements on 31.12.2020 are distributed as follows: €1,202 thousand to the cash market and €664 thousand to the derivatives market on 31.12.2020.

5.40. Grants and other long term liabilities

The Group shows as a long-term obligation the amount of €50 thousand in 2020 which concerns withholding on employee compensation (Law 103/75) that has been recorded by the Company.

5.41. Provisions

	Group		Company	
	31.12.2020	31.12.2019	31.12.2020	31.12.2019
Staff retirement obligation (note 5.20)	2,357	2,069	1,490	1,303
Total	**2,357**	**2,069**	**1,490**	**1,303**

The change in provisions on 31.12.2020 and 31.12.2019 for the Group and Company is shown below:

Group	Personnel termination provision	Provisions for other risk
Balance on 31.12.2018	**1,794**	**1,360**
Additional provision in the period	275	0
Provision used	0	(1,300)
Balance on 31.12.2019	**2,069**	**60**
Additional provision in the period	288	0
Balance on 31.12.2020	**2,357**	**60**

Company	Personnel termination provision	Provisions for other risk
Balance on 31.12.2018	**1,118**	**1,300**
Additional provision in the period	185	0
Provision used	0	(1,300)
Balance on 31.12.2019	**1,303**	**0**
Additional provision in the period	187	0
Balance on 31.12.2020	**1,490**	**0**

By taking provisions, the Group and the Company are trying to protect themselves against potential future risks.

Obligations to employees

The changes in the mandatory compensation payments in 2020 and 2019 are shown in detail in the following table:

Accounting Presentation in accordance with revised IAS 19 (amounts in €)	Group	
	31.12.2020	31.12.2019
Amounts recognized in the Statement of Financial Position		
Present values liabilities	2,356,527	2,068,687
Net obligation recognized in the Statement of Financial Position	**2,356,527**	**2,068,687**
Amounts recognized in the Profit & Loss Statement		

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Cost of current employment	29,781	34,119
Net Interest on the liability/asset	19,860	31,745
Regular expense in the Profit & Loss Statement	**49,641**	**65,864**
Cost of personnel reduction / mutual agreements/retirement	38,894	149,275
Total expense recognized in the Profit & Loss Statement	**88,535**	**215,139**
Change in the present value of the liability		
Present value of the obligation at the beginning of the period	2,068,687	1,793,512
Cost of current employment	29,781	34,119
Interest expense	19,860	31,745
Benefits paid by the employer	(56,744)	(182,344)
Cost of personnel reduction / mutual agreements/retirement	38,894	149,275
Additional payments or expenses	1,166	(54,242)
Actuarial loss/(profit) - financial assumptions	148,104	199,007
Actuarial loss/(profit) - demographic assumptions	0	64,210
Actuarial loss/(profit) - experience of the period	106,779	33,405
Present value of the liability at the end of the period	**2,356,527**	**2,068,687**
Adjustments		
Adjustments to liabilities from changes in assumptions	(148,104)	(263,217)
Experience adjustments in liabilities	(106,779)	(33,405)
Total recognized in equity	**(254,883)**	**(296,622)**
Changes in net liability recognized in the Statement of Financial Position		
Net liability at the start of the year	2,068,687	1,793,512
Benefits paid by the employer	(56,744)	(182,344)
Total expense recognized in the Profit & Loss Statement	89,701	160,897
Total amount recognized in equity	254,883	296,622
Net Liability at the end of the period	**2,356,527**	**2,068,687**

Accounting Presentation in accordance with revised IAS 19 (amounts in €)	**Company**	
	31.12.2020	**31.12.2019**
Amounts recognized in the Statement of Financial Position		
Present values liabilities	1,489,891	1,302,796
Net obligation recognized in the Statement of Financial Position	**1,489,891**	**1,302,796**
Amounts recognized in the Profit & Loss Statement		
Cost of current employment	16,829	14,945
Net Interest on the liability/asset	12,507	19,794
Regular expense in the Profit & Loss Statement	**29,336**	**34,739**
Cost of personnel reduction / mutual agreements / retirement	0	16,094
Other expense / (revenue)	6,428	(9,316)
Total expense recognized in the Profit & Loss Statement	**35,764**	**41,517**
Change in the present value of the liability		
Present value of the obligation at the beginning of the period	1,302,796	1,117,744
Cost of current employment	16,829	14,945
Interest expense	12,507	19,784
Benefits paid by the employer	0	(29,710)
Cost of personnel reduction / mutual agreements/retirement	0	16,094
Additional payments or expenses	6,428	(9,316)
Actuarial loss/(profit) - financial assumptions	84,146	110,426
Actuarial loss/(profit) - demographic assumptions	0	37,690
Actuarial loss/(profit) - experience of the period	67,185	25,139
Present value of the liability at the end of the period	**1,489,891**	**1,302,796**

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Adjustments		
Adjustments to liabilities from changes in assumptions	(84,146)	(148,116)
Experience adjustments in liabilities	(67,185)	(25,139)
Total recognized in equity	**(151,331)**	**(173,255)**
Changes in net liability recognized in the Statement of Financial Position		
Net liability at the start of the year	1,302,796	1,117,744
Employer contributions	0	(29,710)
Total expense recognized in the Profit & Loss Statement	35,764	41,507
Total amount recognized in equity	151,331	173,255
Net Liability at the end of the period	**1,489,891**	**1,302,796**

The actuarial assumptions used in the actuarial study for the Group in accordance with IAS 19 are as follows:

Actuarial assumptions	Valuation dates	
	31.12.2020	31.12.2019
Discount rate	0.44%	0.96%
Increase in salaries (long term)	1.00%	1.00%
Inflation	1.00%	1.00%
Mortality table	E V K 2000 (Swiss table)	E V K 2000 (Swiss table)
Personnel turnover	0.50%	0.50%
Regular retirement age	Based on the rules of the Social security fund in which each employee belongs	Based on the rules of the Social security fund in which each employee belongs
Duration of liability	17.28	17.70

5.42. Trade and other payables

All liabilities are short term and, therefore, no discounting on the date of the financial statements is required. The breakdown of suppliers and other liabilities are shown in the following table:

	Group		Company	
	31.12.2020	31.12.2019	31.12.2020	31.12.2019
Suppliers	3,869	1,942	2,356	927
Suppliers (intra-Group)	0	0	22	0
Checks payable	0	73	0	2
Hellenic Capital Market Commission Fee (1)	545	645	203	240
Dividends payable	28	32	28	32
Accrued third party services (2)	509	284	469	139
Employee remuneration payable (3)	1,313	877	616	409
Share capital return to shareholders (4)	92	110	92	110
Prepaid revenue (5)	193	156	150	156
Various creditors	4	0	3	0
Advance payments	0	16	0	0
Total	**6,553**	**4,135**	**3,939**	**2,015**

(1) The Hellenic Capital Market Commission fee of €545 thousand (compared to €645 thousand in 2019) is calculated based on the value of the trades in the cash and derivatives market and is turned over to the

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Hellenic Capital Market Commission within two months following the end of each 6-month period. The amount concerns the 2nd half of 2020.

(2) Accrued third party services include: €40 thousand – FTSE provisions; €15 thousand – maintenance provisions; and €41 thousand – auditor fees.

(3) Remuneration payable include a provision for termination benefits - €644 thousand; a provision for bonus for 2020 for ATHEX - €284 thousand; ATHEXCSD - €246 thousand and ATHEXClear - €139 thousand.

(4) Includes the capital return of €0.09 per share that was approved by the General Meeting of shareholders in 2020 totaling €5.43m, as well as the remainder of the unpaid balances of previous capital returns to shareholders.

(5) Prepaid revenue includes a provision for ATHEXNet discount to members for 2020 in the amount of €152 thousand, and the corresponding revenue from DESFA - €41 thousand.

5.43. Taxes payable

	Group		Company	
	31.12.2020	31.12.2019	31.12.2020	31.12.2019
Tax on stock sales 0.20% (1)	3,986	3,155	0	0
Tax on salaried services	233	241	144	140
Tax on external associates	2	2	1	0
VAT-Other taxes	513	404	317	290
Total	**4,734**	**3,802**	**462**	**430**

(1) ATHEXCSD, as full legal successor to the Central Securities Depository, based on article 9 §2 of Law 2579/88 as amended by Law 2742/99, acts as an intermediary and collects from ATHEX members the tax (0.20%) on stock sales that take place on ATHEX which it turns over to the Greek State. The amount of €3.98m corresponds to the tax (0.20%) on stock sales for December 2020 and was turned over to the Greek State in January 2021.

5.44. Social security organizations

The obligations to social security organizations for the Group also include a provision for the Occupational Insurance Fund, as well as an obligation to EFKA [Unified Social Security Entity]. In 2020 the amount for the Occupational Insurance Fund for the Group and the Company was €467 thousand on 31.12.2020, and €651 thousand on 31.12.2019. The obligation of the Group to EFKA was €468 thousand on 31.12.2020 vs. €445 thousand on 31.12.2019; for the Company, the corresponding amounts were €263 thousand on 31.12.2020 vs. €244 thousand on 31.12.2019.

5.45. Current income tax and income taxes payable

Nondeductible expenses mainly include provisions, various expenses as well as amounts which the Company considers that they will not be considered justifiable production expenses in a potential tax audit and which are adjusted by management when the income tax is calculated.

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Tax liabilities	Group		Company	
	31.12.2020	31.12.2019	31.12.2020	31.12.2019
Liabilities 31.12.2019	1,391	(374)	53	(295)
Income tax expense	1,063	2,632	381	558
Return of income tax prepayment for 2019	77	0	26	0
Taxes paid	(4,046)	(867)	(690)	(210)
Liabilities / (claims)	**(1,515)**	**1,391**	**(229)**	**53**

The amount of €1,515 thousand shown as Group income tax claim on 31.12.2020 breaks down as follows: claim on ATHEXClear - €146 thousand; ATHEXCSD - €1,140 thousand; and €229 thousand from the parent company ATHEX.

	Group		Company	
	31.12.2020	31.12.2019	31.12.2020	31.12.2019
Income Tax	1,063	2,632	381	558
Deferred Tax	(25)	769	215	635
Income tax expense	**1,038**	**3,402**	**596**	**1,193**

In accordance with article 22 of Law 4646/2019, the corporate income tax rate for fiscal years 2019 and 2020 is 24%.

Reconciliation of the income tax with profits/losses before tax on the basis of the applicable ratios and the tax expense is as follows:

	Group		Company	
Income tax	31.12.2020	31.12.2019	31.12.2020	31.12.2019
Earnings before taxes	4,908	9,482	9,615	5,616
Income tax rate	24%	24%	24%	24%
Expected income tax expense	1,178	2,276	2,308	1,348
Tax effect of non-taxable income	(526)	(403)	(1,962)	(1,155)
Tax effect of non-deductible expenses	386	2,188	250	1,737
Income tax expense	**1,038**	**3,402**	**596**	**1,193**

Non-taxable income refers mainly to dividend income from subsidiaries, which is eliminated on a consolidated basis. Thus the tax rate calculated on the accounting profits increases, since the corresponding taxable profits are larger. Furthermore, the resulting effective tax rate on the consolidated profits is larger than the nominal tax rate in effect because – during the current fiscal year- there are intra-Group transactions.

The losses from the valuation of shares have a different accounting treatment in IFRS compared to tax accounting, and are the main reason for the creation of deferred tax.

Tax Compliance Report

For fiscal years 2011 to 2015, the Greek Sociétés Anonymes and Limited Liability Companies whose annual financial statements must be audited were required to obtain an "Annual Certificate", as provided for in §5 article 82 of Law 2238/1994 and article 65A Law 4174/2013, which is issued after a tax audit carried out by the same statutory auditor or audit firm that audits the annual financial statements. After completion of the tax audit, the statutory auditor or the audit firm issues to the company a "Tax Compliance Report" which is then submitted electronically to the Ministry of Finance.

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Starting with fiscal year 2016, the issuance of an "Annual Certificate" is optional. The tax authorities reserve the right to carry out a tax audit within the established framework as defined in article 36 of Law 4174/2013.

Unaudited fiscal years

The status of the tax audits for the companies of the Group, by fiscal year, is as follows:

	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020
ATHEX to 30.06.2014	x	x	x	x	x	x	x						
ATHENS EXCHANGE (ATHEX)		appeal		x	x	x	x	x	x	x	x	x	+
ATHEXCSD (former TSEC)	x	x	x	x	x	x	x	x	x	x	x	x	+
ATHEXClear	x	x	x	x	x	x	x	x	x	x	x	x	+

(x) Tax audit completed
(+) Tax audit in progress

ATHEX: (see below concerning the tax audit for fiscal years 2008-2010).

For fiscal years 2011, 2017 & 2018 the companies of the Group have been audited by PricewaterhouseCoopers S.A., and for fiscal years 2012-2016 they have been audited by Ernst and Young S.A. and have received clean "Tax Compliance Reports" in accordance with the regulations in effect (article 82, §5 of Law 2238/1994 for fiscal years 2011-2013 and article 65A of Law 4174/2013 for fiscal years 2014-2018).

For fiscal year 2019 the tax audit was carried out by PricewaterhouseCoopers S.A. in accordance with article 65A of Law 4174/2013, and a clean tax certificate was issued in October 2020. For fiscal year 2020 the tax audit is in progress and the tax certificate is expected to be issued following the submission of the tax declaration for 2020, in the 2nd half of 2021.

Tax audit of the Company for fiscal years 2008, 2009 and 2010

On 30.9.2016, within the time limits of the law, the Company filed an administrative appeal in accordance with article 63 of Law 4174/2013 at the Dispute Settlement Directorate (DED) of the General Secretariat of Public Revenue (GGDE), against the findings of the tax audit, and at the same time paid 100% of the amount due i.e. €1,562 thousand, in order to avoid the accumulation, calculation and assessment of interest for the duration of the suspension of the sum due (article 53 §1 of law 4174/2013).

The finding by DED, which was received on 15.2.2017, reduces the total amount by €579 thousand, to €983 thousand. This difference has already been offset with an equal amount of Company tax obligations by the appropriate tax office. The Company has further appealed (16.03.2017) to the Administrative Courts in order to reduce the tax and penalties assessed by the tax audit. The Company received a summons from the Administrative Court of Appeals and was presence for the adjudication of the case on 6.3.2018. Decision 3901/2018 of the Administrative Court of Appeals of Athens refers the case to the Three Member Administrative Court of First Instance of Athens. The case has been referred to the Court of First Instance, where it was heard on 24.9.2019 Until the date of this report, the decision had not been issued.

5.46. Related party disclosures

The value of transactions and the balances of the Group with related parties are analyzed in the following table:

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	Group		Company	
	31.12.2020	31.12.2019	31.12.2020	31.12.2019
Remuneration of executives and members of the BoD	1,602	1,115	1,261	954
Cost of social security	327	255	247	0
Total	**1,929**	**1,370**	**1,508**	**954**

There is a provision for bonus for all personnel - €500 thousand on 31.12.2020 and €877 thousand on 31.12.2019. The corresponding amounts for the Company are €234 thousand on 31.12.2020 and €410 thousand on 31.12.2019.

The intra-Group balances on 31.12.2020 and 31.12.2019, as well as the intra-Group transactions of the companies of the Group on 31.12.2020 and 31.12.2019 are shown below:

INTRA-GROUP BALANCES (in €) 31.12.2020				
		ATHEX	ATHEXCSD	ATHEXCLEAR
ATHEX	Claims	0	416,019	720
	Liabilities	0	34,267	0
ATHEXCSD	Claims	34,267	0	331,075
	Liabilities	416,019	0	1,600
ATHEXCLEAR	Claims	0	1,600	0
	Liabilities	720	331,075	0

INTRA-GROUP BALANCES (in €) 31.12.2019				
		ATHEX	ATHEXCSD	ATHEXCLEAR
ATHEX	Claims	0	446,609	0
	Liabilities	0	0	0
ATHEXCSD	Claims	0	0	120,246
	Liabilities	446,609	0	1,600
ATHEXCLEAR	Claims	0	1,600	0
	Liabilities	0	120,246	0

INTRA-GROUP REVENUES-EXPENSES (in €) 31.12.2020				
		ATHEX	ATHEXCSD	ATHEXCLEAR
ATHEX	Revenue	0	449,481	109,822
	Expenses	0	427,502	0
	Dividend Income	0	4,013,000	3,825,000
ATHEXCSD	Revenue	427,502	0	6,054,805
	Expenses	449,481	0	16,247
ATHEXCLEAR	Revenue	0	16,247	0
	Expenses	109,822	6,054,805	0

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INTRA-GROUP REVENUES-EXPENSES (in €) 31.12.2019				
		ATHEX	ATHEXCSD	ATHEXCLEAR
ATHEX	Revenue	0	386,451	110,522
	Expenses	0	315,069	0
	Dividend Income	0	3,210,400	0
ATHEXCSD	Revenue	315,069	0	5,940,953
	Expenses	386,451	0	26,006
ATHEXCLEAR	Revenue	0	26,006	0
	Expenses	110,522	5,940,953	0

Intra-Group transactions concern: the annual fee for trade settlement (art. 1 decision 1 on fees), settlement instructions (art. 1 decision 1 on fees), support services (accounting, security, administrative services etc.), IT services, as well as PC support services, which are invoiced at prices comparative to those between third parties.

For the affiliated company HELLENIC ENERGY EXCHANGE, the table of claims and revenue (including provisions) for 2020 and 2019 follows below:

Claims (in €)	31.12.2020	31.12.2019
ATHEX	331,506	224,323
ATHEXCSD	58,419	80,178
ATHEXClear	27,900	9,300

Revenue (in €)	31.12.2020	31.12.2019
ATHEX	781,565	325,815
ATHEXCSD	268,244	274,300
ATHEXClear	30,000	30,000

For the affiliated company EnEx CLEARING HOUSE, the table of claims and revenue (including provisions) for 2020 and 2019 follows below:

Claims (in €)	31.12.2020	31.12.2019
ATHEX	176,877	14,579
ATHEXCSD	16,793	16,463
ATHEXClear	17,980	84,010

Revenue (in €)	31.12.2020	31.12.2019
ATHEX	316,923	48,222
ATHEXCSD	63,968	64,442
ATHEXClear	10,000	92,650

For the HELLENIC CORPORATE GOVERNANCE COUNCIL, the Group on 31.12.2020 had a claim on ATHEX in the amount of €36,681.00 thousand and an obligation to ATHEXCSD in the amount of €150.00.

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5.47. Earnings per share and dividends payable

The BoD of the Athens Exchange proposed to the Annual General Meeting the distribution of €0.07 per share, i.e. a payout of €4,224,360, as dividend from the earnings of fiscal year 2019, as well as the return of capital to shareholders of €0.09 per share, i.e. a payout of €5,431,320. The proposals of the BoD for the distribution of dividend and the return of capital were approved by shareholders at the 19th Annual General Meeting on 29.5.2020 and the Repetitive General Meeting on 05.06.2020 respectively.

The net after tax earnings of the Group for 2020 were €3.87 million or €0.064 per share, while after including other comprehensive income, earnings were €7.15 million or €0.118 per share. The number of shares outstanding of the Company is 60,348,000.

5.48. Revenue from participations

Revenue from participations refers to the 21% participation of the Company in the Hellenic Energy Exchange (HenEx) (note 5.32). The internal value of the participation of the Company in HenEx increases in proportion to its participation in the share capital of HenEx. The equity of the Hellenic Energy Exchange (HenEx) on 31.12.2019 was €5,580 thousand. Up until 31.12.2019 €108 thousand in revenue was recorded from this participation, and up until 31.12.2020 a further €14 thousand in revenue was recorded.

5.49. Composition of the BoDs of the companies of the Group

The current members of the Boards of Directors of the companies of the ATHEX Group are listed in the following tables.

The composition of the Board of Directors that was elected by the Annual General Meeting of the Company on 30.05.2019, with a four-year term of office, is the following:

HELLENIC EXCHANGES - ATHENS STOCK EXHANGE S.A. HOLDING	
Name	**Position**
George Handjinicolaou	Chairman, non-executive member
Alexios Pilavios	Vice Chairman, non-executive member
Socrates Lazaridis	Chief Executive Officer, executive member
Alexandros Antonopoulos	Independent non-executive member
Konstantinos Vassiliou	Non-executive member
Giorgos Doukidis	Independent non-executive member
Ioannis Emiris	Non-executive member
Polyxeni Kazoli	Independent non-executive member
Sofia Kounenaki – Efraimoglou	Independent non-executive member
Ioannis Kyriakopoulos	Non-executive member
Adamantini Lazari	Independent non-executive member
Spyridoula Papagiannidou	Independent non-executive member
Nikolaos Chryssochoidis	Non-executive member

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The composition of the Boards of Directors of the subsidiaries ATHEXClear and ATHEXCSD is the following:

ATHENS EXCHANGE CLEARING HOUSE S.A	
Name	**Position**
Alexios Pilavios	Chairman, non-executive member
Charalambos Saxinis	Vice Chairman, independent non-executive member
Socrates Lazaridis	Chief Executive Officer, executive member
Giorgos Doukidis	Independent non-executive member
Theano Karpodini	Independent non-executive member
Spyridoula Papagiannidou	Independent non-executive member
Nikolaos Pimplis	Executive member

HELLENIC CENTRAL SECURITIES DEPOSITORY S.A.	
Name	**Position**
George Handjinicolaou	Chairman, non-executive member
Adamantini Lazari	Vice Chairman, Independent non-executive member
Socrates Lazaridis	Chief Executive Officer, executive member
Theano Karpodini	Independent non-executive member
Polyxeni Kazoli	Independent non-executive member
Spyridoula Papagiannidou	Independent non-executive member
Nikolaos Pimplis	Executive member

5.50. Contingent Liabilities

The Group is involved in legal proceedings with employees, members of the Athens Exchange, listed companies as well as with third parties. The management of the Group and its legal counsel estimate that the outcome of these cases will not have a significant effect on the financial position or the results of the operation of the Group and the Company.

In order to reduce client receivables, the Group takes all legal courses of action provided by the law and the Regulations. In this context, out-of-court complaints and lawsuits have been submitted, which will be judged by the courts. A significant part of the receivables is estimated to be recoverable by the companies of the Group.

5.51. Events after the date of the financial statements

On 18.03.2021 the Company sold the portfolio of Piraeus Bank shares in its possession. In particular, 668,265 shares were sold at an average sale price of €0.7484 per share. The value of the transaction was €500,136.44. As a result of this sale, the amount of €368.9 thousand will be recorded as a loss in other comprehensive income in the first quarter of 2021.

There is no other event that has a significant effect in the results of the Group which has taken place or was completed after 31.12.2020, the date of the 2020 annual financial statements and up until the approval of the financial statements by the Board of Directors of the Company on 29.03.2021.

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5.52. Adjustments

Modifications in the published information of the Group and the Company in the Annual Statement of Comprehensive Income and the Annual Statement of Financial Position

A reclassification of accounts in the Statement of Comprehensive Income and the Statement of Financial Position took place for fiscal year 2019 in order to be comparable with the corresponding accounts in 2020.

The following table shows the classification of the published Statement of Comprehensive Income of the Group and the Company for fiscal year 2019.

	Group			Company		
	01.01	01.01	01.01	01.01	01.01	01.01
	31.12.2019	31.12.2019	31.12.2019	31.12.2019	31.12.2019	31.12.2019
	Modified	Published	Adjustment	Modified	Published	Adjustment
Ancillary services	3,370	2,623	747	1,839	1,473	366
Other services	927	1,674	-747	1,007	1,373	-366

The following table shows the classification of the published Statement of Financial Position of the Group and the Company for fiscal year 2019.

	Group			Company		
	01.01	01.01	01.01	01.01	01.01	01.01
	31.12.2019	31.12.2019	31.12.2019	31.12.2019	31.12.2019	31.12.2019
	Modified	Published	Adjustment	Modified	Published	Adjustment
Participations & other long term receivables	5,949	1,228	4,721	63,699	59,278	4.421
Other receivables	4,427	9,148	-4,721	1,389	5,810	-4.421

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Athens, 29 March 2021

THE CHAIRMAN OF THE BoD

GEORGE HANDJINICOLAOU ____________________________

THE CHIEF EXECUTIVE OFFICER

SOCRATES LAZARIDIS ____________________________

THE CHIEF FINANCIAL OFFICER

NICK KOSKOLETOS ____________________________

THE DIRECTOR OF FINANCIAL MANAGEMENT

CHRISTOS MAYOGLOU ____________________________