

## DISCLAIMER

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## RESOLUTION No 8

### **‘Technical terms and procedures for the provision of the Registry, Corporate and Other Related Actions Service’**

*Codified into a single text following the decisions dated 26.04.2021, 29.11.2021, 31.01.2022, 28.02.2022, 28.03.2022, 20.02.2023, 24.04.2023, 18.12.2023, 29.07.2024 and 21.10.2024 of the Board of Directors.*

## THE BOARD OF DIRECTORS

### OF THE HELLENIC CENTRAL SECURITIES DEPOSITORY S.A. (ATHEXCSD)

(Meeting 311/22.02.2021)

Having regard to the provisions of Article 2.6 of Part 2, Section I, of Part 8 and article 11.6 of Part 11 of Section V, of Articles 1.1, 1.2.6, 1.2.7, 1.3, 1.4 and 1.5 of Part 1 and of Articles 2.1, 2.6, 2.7, 2.10 and 2.14.1 of Part 2, Section VIII of the Rulebook of the Hellenic Central Securities Depository (henceforth, the ‘Rulebook’) and the need to lay down the technical terms and procedures for the provision of the Registry, Corporate and Other Related Actions Service’,

## RESOLVES AS FOLLOWS:

### Scope of application

1. Part 1 of this Resolution sets out the general terms and procedures regarding the identification of the beneficiaries of Securities through ATHEXCSD in the framework of the Registry Service of Part 1, Section VIII of the Rulebook.

2. Part 2 of this Resolution sets out the general terms and procedures regarding the corporate and other related actions Service of Part 2, Section VIII of the ATHEXCSD Rulebook.
3. Part 3 of this Resolution sets out the specific terms concerning the provision by ATHEXCSD
  - a) of services for identification as a CSD issuer and first intermediary within the meaning of par. 2 and 9, respectively, Article 1, of Commission Implementing Regulation (EU) 2018/1212, of services for the transmission of information between Issuers and Participants or Registered Intermediaries or other Intermediaries in accordance with Article 1.2.3, Part 1, Section VIII, including as such, information processing and formatting services in accordance with the technical specifications and formats of Regulation (EU) 2018/1212 or other related services, in particular those relating to information transmitted before the general meeting, such as its convening or confirmations for the exercise of shareholder rights or notices of participation of shareholders in the meeting, but also relating to information transmitted after the general meeting, such as regarding confirmations of receipt, recording and counting of votes (Information Transmission Services);
  - b) of the services of point a) of this paragraph as well as of services for the collection of data used to identify entitled shareholders and the procedure for the reconciliation of the data and their transmission to the Issuer (Information Transmission and Identification Data Collection Services);
  - c) of services for the provision of audiovisual or electronic media and technical support to Issuers for holding general meetings remotely by electronic means, partially or totally;
  - d) the services referred to in points b) and c) of this paragraph, as well as related translation services (Depository & Technology Services Package)<sup>1</sup>.
4. Part 4 of this Resolution sets out the technical terms for the operation of the Bondholder Representative Service.
5. Part 5 of this Resolution defines the technical terms of operation of the Securities Blocking Service through a Participant and the release can take place only by ATHEXCSD, by order of the beneficiary ("Safe Box" Service)<sup>2</sup>.

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<sup>1</sup> A new point d) was added to paragraph 3 of the Scope of Application as above by virtue of decision no. 325/31.01.2022 of the Board of Directors with effect as of 01.02.2022.

<sup>2</sup> A new paragraph 5 of the Scope of Application was added as above by virtue decision no. 355/18.12.2023 of the Board of Directors with effect as of 12.04.2021.

## Part 1 - Identification of beneficiaries

### 1. Identification at the request of the Issuer or Fund Manager

#### 1.1. Procedure - Identification request format

1. To use the service for identification of entitled shareholders, the Issuer shall submit to ATHEXCSD a relevant request in accordance with paragraph 1.2.1, Part 1, Section VIII of the Rulebook, stating the Record Date to which it refers.
2. The request shall be submitted on the basis of the format of Table 1 of the Annex to Implementing Regulation (EU) 2018/1212, subject to the conditions laid down in Article 3 thereof.

##### 1.1.1. *Time of transmission of identification request*

1. The request for identification shall be forwarded by the Issuer to ATHEXCSD as follows:
  - a. In the case of a request relating to the holding of a general meeting, the request is transmitted to ATHEXCSD on the date of publication of the invitation.
  - b. In all other cases, the period of time between the request and the deadline for the response cannot be less than ten (10) business days. The relevant request must be transmitted to ATHEXCSD at least two (2) business days prior to the Record Date.<sup>3</sup>
2. Upon receipt of the request, ATHEXCSD shall forward it to Participants after conversion of the files transmitting the request, in accordance with the provisions of article 1, Part 3 hereof.<sup>4</sup>
3. Identification requests received by ATHEXCSD by 16.00 on a business day shall be transmitted to Participants within the same day.
4. Identification requests received by ATHEXCSD after 16.00 on a business day shall be transmitted to Participants by no later than 10.00 on the business day following the day of their receipt.
5. An identification request of an Issuer may relate to a Record Date that is earlier than the date of the request (ex post request). In such a case, ATHEXCSD provides the identification data on the basis of historical records which it keeps in the Dematerialised Securities System (DSS).
6. The time between the ex post identification requests of the preceding paragraph and the Record Date must not exceed the period stipulated in the Market Standards for Shareholder Identification adopted by ATHEXCSD ([https://ecsda.eu/wp-content/uploads/2020/12/2020\\_12\\_Market\\_Standards\\_for\\_Shareholder\\_identification.pdf](https://ecsda.eu/wp-content/uploads/2020/12/2020_12_Market_Standards_for_Shareholder_identification.pdf)).<sup>5</sup>

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<sup>3</sup> The first subparagraph of paragraph 1, article 1.1.1, Part 1 was amended as above by virtue of decision no. 313/26.04.2021 of the Board of Directors with effect as of its posting.

<sup>4</sup> The second subparagraph of paragraph 1, article 1.1.1., Part 1 was renumbered as a new paragraph 2. Paragraphs 2 and 3 were renumbered as new paragraphs 3 and 4 respectively as above by virtue of decision no. 313/26.04.2021 of the Board of Directors with effect as of its posting.

<sup>5</sup> Subparagraphs 5 and 6 of paragraph 1.1.1 were added as above by virtue of decision no. 322/29.11.2021 of the Board of Directors with retroactive effect as of 12.04.2021.

### **1.1.2. Collection of identification data by ATHEXCSD as a provider of relevant services**

1. If delegated by the Issuer to act on its behalf as a provider for receiving and processing the identification of Intermediaries, ATHEXCSD shall receive and process the responses from the business day following the Record Date of beneficiaries until the time specified by the Issuer as the deadline (date and time) for the response.<sup>6</sup>
2. On the business day following the response deadline of par. 1, ATHEXCSD shall submit the data to the Issuer in accordance with the format of Table 2 of the Annex to Commission Implementing Regulation (EU) 2018/1212.<sup>7</sup>

### **1.1.3. Obligations of Participants, Registered Intermediaries and other Intermediaries**

1. The Participants, Registered Intermediaries or other Intermediaries, which identify in accordance with Article 1.2.3, Part 1, Section VIII of the Rulebook, shall be immediately informed of the provision of the identification data in accordance with Articles 17 and 19 of Law 4569/2018, Article 27 of Law 4706/2018 and Article 9 of Commission Implementing Regulation (EU) 2018/1212.
2. The Participants, Registered Intermediaries or other Intermediaries in accordance with Article 1.2.3, Part 1, Section VIII of the Rulebook shall submit to the Issuer or to the provider appointed by the latter, including as such ATHEXCSD where applicable in accordance with the terms hereof, the identification details in response to the Issuer's request for identification in accordance with the format of Table 2 of the Annex to Commission Implementing Regulation (EU) 2018/1212 in compliance with the conditions of Article 3 thereof.<sup>8</sup>
3. The identification data shall be submitted to the Issuer by the Participant, Registered Intermediary or other Intermediary of Article 1.2.3, Part 1, Section VIII of the Rulebook, as applicable, by sending a file, in compliance with the conditions laid down in Articles 2 and 9 of Regulation (EU) 2018/1212.<sup>9</sup>
4. The procedure of paragraphs 1 to 3 shall also apply to any other process for correction or updating of submitted identification data in compliance with applicable provisions.

## **1.2. Specific categories of requests**

1. When submitting the application to ATHEXCSD for the provision of identification data, the Issuer shall declare whether the identification being requested is the consequence of a corporate action or other non-mandatory procedure applied for its communication with the shareholders.
2. The Issuer may also submit to ATHEXCSD other information required by it for the purposes of non-discrimination, equal treatment, proportionality and transparency in

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<sup>6</sup> Paragraph 1 of article 1.1.2, Part 1 was amended as above by virtue of decision no. 313/26.04.2021 of the Board of Directors with effect as of its posting.

<sup>7</sup> Paragraph 2 of article 1.1.2, Part 1 was amended as above by virtue of decision no. 313/26.04.2021 of the Board of Directors with effect as of its posting.

<sup>8</sup> Paragraph 2 of article 1.1.3, Part 1 was amended as above by virtue of decision no. 313/26.04.2021 of the Board of Directors with effect as of its posting.

<sup>9</sup> Paragraph 3 of article 1.1.3, Part 1 was amended as above by virtue of decision no. 326/28.02.2022 of the Board of Directors with effect as of 01.03.2022.

relation to the costs involved in each instance of providing identification data, in compliance with provisions in force.

3. The costs and charges relating to Rulebook, as the above specific categories of requests are determined in accordance with the relevant Decision of ATHEXCSD.

### **1.3. Identification of holders of securities other than listed stocks**

1. ATHEXCSD implements identification procedures corresponding to those referred to in Articles 1.1 and 1.2 of this Resolution at the request of the Issuer or the Fund Manager and in any other case of identification requests relating to:
  - a) stocks other than listed stocks; or
  - b) other Securities listed or not listed as the case may be.
2. In order to carry out the relevant procedures, ATHEXCSD shall take into account the type of request of the Issuer or Fund manager as appropriate, the legal deadlines set by it and the applicable provisions. ATHEXCSD specifies the instances of corporate actions relating to Securities not listed on a Trading Venue, in Annex I attached hereto, which forms an integral part of this Resolution.
3. Where required by the characteristics of the relevant corporate action or requested by the Issuer or Fund Manager, the identification procedures in the cases of Securities, other than listed stocks, may deviate from those of Articles 1.1 and 1.2 of this Resolution under conditions on the basis of which ATHEXCSD may provide relevant services.

### **1.4. Record keeping**

All information concerning identification requests submitted to ATHEXCSD and the responses to them in accordance with the conditions of Articles 1.1 and 1.2 shall be kept by ATHEXCSD in a specially formatted file in accordance with the techniques of Commission Implementing Regulation (EU) 2018/1212 and the more specific procedures of ATHEXCSD.

## **2. Identification at the request of authorised persons and authorities of Article 22, Law 4569/2018**

1. Similar identification conditions to those laid down in Article 1 shall also apply in cases where the identification request is submitted by an authorised person or authority of Article 22, Law 4569/2018.
2. Depending on each authorised person or authority in accordance with the above, ATHEXCSD shall set out specific technical procedures to satisfy the relevant requests.
3. Where the relevant information necessitates the lifting (non-applicability) of confidentiality, the authorised person or authority, as the case may be, shall provide

the necessary information confirming or evidencing such lifting, in compliance with the formalities laid down in Article 22 of Law 4569/2018.

### **3. Charges levied by Intermediaries**

In the event that an Intermediary notifies ATHEXCSD about a levying of charges in accordance with Article 30, Law 4706/2020 or Article 3d of Directive (EU) 2017/828, ATHEXCSD shall without delay inform the Issuer regarding the charges levied and provide the latter with any necessary details and information disclosed to it by the Intermediary. ATHEXCSD does not mediate and does not provide any relevant service in connection with matters relating to the levying, billing or forced collection of charges, which (matters) are arranged between Issuers and Intermediaries on their own responsibility.<sup>10</sup>

### **4. Procedure for issuing certificates to holders of Securities**

1. In order for ATHEXCSD to provide a certificate to the holder of a Client Securities Account, the interested party shall submit a relevant application to ATHEXCSD, based on a form issued by ATHEXCSD, in which the beneficiary shall specify the legal purpose of the certificate. Similar procedures are applied by ATHEXCSD for the issuance of certificates to holders of Securities kept in Clients Securities Accounts, provided that the holder has first been identified by the Participant, Registered Intermediary or other Intermediary in accordance with Article 1.2.3, Part 1, Section VIII of the Rulebook.
2. The relevant certificate is issued by the competent departments of ATHEXCSD in accordance with the procedures and time limits applicable to the case for which it is issued. The certificate provided shall include the information of par. 4, Article 1.5., Part 1, Section VIII of the Rulebook.
3. ATHEXCSD follows specific procedures, as appropriate, in respect of applications for the provision, cancellation, re-issuing/reprinting of certificates. The costs and charges relating to the above specific categories of applications are determined in accordance with the relevant Decision of ATHEXCSD.

## **Part 2 - Service for corporate and other related actions**

### **1. Corporate Action Standards [Article 2.1 (3), Part 2, Section VIII of the Rulebook]**

The implementation in the DSS of corporate and other related actions, as notified to ATHEXCSD by Issuers or Fund Managers, is carried out in the framework of the Corporate

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<sup>10</sup> A new Article 3 was added to Part 1 and the previous Article 3 was renumbered to 4 as above by virtue of decision no. 328/28.03.2022 of the Board of Directors with effect as of 12.04.2021.

Action Standards adopted by ATHEXCSD: “Market Standards for Corporate Actions Processing”, where applicable.<sup>11</sup>

## 2. Supporting documents submitted for each type of corporate action

For the implementation of the corporate or other related action:

- a) in the case of Securities that are listed on a Trading Venue, ATHEXCSD may receive the certification of the necessary supporting documents relating to the corporate action from the relevant Trading Venue Operator;

Furthermore, ATHEXCSD receives from the Issuer, whenever required on a case-by-case basis:

- request for new ISIN, CFI or FISN codes (e.g. in case of reverse split)
- notification of the share from which the shares will be cancelled and the quantity to be cancelled in case of cancellation of shares.<sup>12</sup>

- b) in the case of Securities that are not listed on a Trading Venue, the Issuer or Non-Exchange-Traded Fund Manager shall provide the supporting documents required for each type of corporate action, as set out in the Annex hereto.

## 3. Beneficiaries Identification File [Article 2.6 (2), Part 2, Section VIII of the Rulebook]

1. The details of the Beneficiaries Identification File provided by ATHEXCSD to Issuers or Fund Managers upon the relevant announcement on the website of the Operator of a Trading Venue for the implementation of their corporate action<sup>13</sup>, are the following:

- a) details of the Issuer or Fund Manager and Exchange-Traded Fund or Non-Exchange-Traded Fund;
- b) details of the Securities to which the corporate or other related action pertains;
- c) details of the beneficiaries to whom the corporate or other related action pertains or details of the Participants/Registered Intermediaries acting on their behalf;
- d) details of the Securities Accounts to which the corporate or other related action pertains;
- e) quantity of Securities per Securities Account to which the corporate or other related action pertains.

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<sup>11</sup> Paragraph 1 of Part 2 of this resolution was amended as above by virtue of decision 343/20.02.2023 of the Board of Directors with effect as of 01.03.2023.

<sup>12</sup> Item a) of Paragraph 1 of Part 2 of this resolution was amended as above by virtue of decision 362/29.07.2024 of the Board of Directors with effect as of 05.08.2024.

<sup>13</sup> Subparagraph 1 of Paragraph 3 of Part 2 of this resolution was amended as above by virtue of decision 362/29.07.2024 of the Board of Directors with effect as of 05.08.2024.

2. ATHEXCSD provides a Beneficiaries Identification File to Issuers for the holding of general meetings upon relevant announcement on the website of the Operator of a Trading Venue for the implementation of the General Meeting<sup>14</sup>, in compliance with applicable provisions.
3. The technical manuals of ATHEXCSD, as posted on the company's website, contain a detailed list of the data included in the Beneficiaries Identification File.

**4. Beneficiaries Allocation File [Article 2.7 (2), Part 2, Section VIII of the Rulebook]**

For the implementation of corporate or other related actions, the data of the Beneficiaries Allocation File shall be determined in accordance with the provisions of Section C "Beneficiaries Allocation File Data" of Chapter 2, Resolution 3 of ATHEXCSD.

**5. Corporate actions cancelling or transforming settlement instructions [Article 5.10 of Section V of the Rulebook]<sup>15</sup>**

Pursuant to Article 5.10 of Section V of the Rulebook, Participants' pending settlement instructions may be cancelled or transformed into new ones in accordance with the specific provisions of Article 4 of ATHEXCSD Resolution 5, based on the following categorisation of corporate and other related actions.

**A) Actions that may result in the cancellation of pending settlement instructions:**

- i. Mandatory cash distributions and distributions of securities with or without options, including but not limited to dividend distributions, dividend reinvestment, distribution of bonus shares.
- ii. Voluntary corporate actions with options, such as, but not limited to, public offers.
- iii. Deletion of a Security from ATHEXCSD.

**B) Actions that may result in the Transformation of pending settlement instructions into new ones:**

- i. Mandatory reorganizations with cash distribution without options, such as, but not limited to, bond redemptions.
- ii. Mandatory reorganisations with distribution of securities without options, such as, but not limited to, reverse splits, mergers, conversions from one type of security to another.
- iii. Mandatory reorganisations with options, such as, but not limited to, squeeze-outs, exercise of pre-emption rights.

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<sup>14</sup> Subparagraph 2 of Paragraph 3 of Part 2 of this resolution was amended as above by virtue of decision 362/29.07.2024 of the Board of Directors with effect as of 05.08.2024.

<sup>15</sup> Paragraph 5 of part 2 was replaced and the other paragraphs were renumbered as above by virtue of decision 367/21.10.2024 of the Board of Directors with effect as of 02.12.2024.



## 6. Intermediate - Technical ISIN

ATHEXCSD for the purpose of carrying out corporate or other related transactions in the DSS, may use intermediate - technical ISIN, which will then cease to exist.<sup>16</sup>

## 7. Fractional balances [Article 2.10 (2) of Part 2, Section VIII of the Rulebook

In cases where corporate actions result in fractional balances of Securities, the fractional balances of such Securities to be sold are calculated as follows:

- a) The calculation of the fractional balances shall be carried out per order to participate in a corporate transaction, for corporate transactions that provide for the entry of orders, or per participant account, for corporate transactions that do not provide for the entry of orders. No aggregation of fractional balances shall be carried out on an aggregate basis per Share.
- b) Any fractional balances which remain from the above aggregation and are less than unit shall stay in the Transitory Account of the Issuer until they are sold.
- c) ATHEXCSD draws up and makes available to the Issuer a Beneficiaries Identification File showing the fractional balances per Share of point c). The identification data of each Share for the above purposes shall be the Registry Share Code Number, the identification data of its holder and the relevant fractional balances.
- d) The Issuer shall then, on its own responsibility, conduct the forced sales in accordance with par. 1, Article 2.10, Part 2, Section VIII of the Rulebook.<sup>17</sup>

## 8. Special procedure for the performance of a public tender transaction and its settlement or other related action (Part 8 of Section V and Article 2.13, Part 2, Section VIII of the Rulebook)<sup>18</sup>

For the performance of a public tender transaction or other related action and its settlement in accordance with the terms of Part 8, Section V and in combination with Article 2.13, Part 2, Section VIII of the Rulebook, the following procedure shall apply:

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<sup>16</sup> A new paragraph 5 was added to Part 2 of this resolution as above by virtue of decision 343/20.02.2023 of the Board of Directors with effect as of 01.03.2023.

<sup>17</sup> Paragraph 6 of Part 2 of this resolution was amended as above by virtue of decision 343/20.02.2023 of the Board of Directors with effect as of the date of implementation of the relevant functionality in the DSS.

<sup>18</sup> A new Article 6 was added to Part 2 as above by virtue of decision no. 328/28.03.2022 of the Board of Directors with effect as of 28.03.2022. Procedures relating to instances of public tenders in progress at the time of entry into force of this article, which are carried out through the DSS, shall be completed in accordance with the terms of the above-mentioned Article 6.

- a. The Participant, who is acting on behalf of the Offeror in the framework of a public tender, or of another beneficiary of a related action, submits an application to ATHEXCSD (hereinafter, the “applying Participant” electronically in accordance with its procedures for the performance of a public tender transaction or other related action through the DSS and for its settlement. The application must provide the details of the public tender or related action, as approved on the basis of applicable provisions in force, which include the details of the Security, the date of the relevant action, the period for entering settlement instructions in execution of the declarations of participation of investors-beneficiaries in respect of the relevant action, the offer consideration and the details of the Share and Securities Account through which the settlement of transactions will be carried out for the Offeror or other beneficiary of the related action. If the Offeror or beneficiary of the related action does not have a Share and Securities Account or does not participate in an omnibus securities account at the time of the application, the applying Participant must have opened these by no later than the completion of the steps in point e).<sup>19</sup>
- b. Prior to submission of the application of point a), the necessary legal formalities and public disclosures relating to the holding of the public tender or performance of a relation action must first have been completed in accordance with applicable provisions in force.
- c. After completion of the steps in accordance with point b), it is permitted to enter settlement instructions with automatic blocking of balances of Securities relating to the relevant action, in the DSS on behalf of investors-beneficiaries in accordance with the deadlines and public disclosures of the relevant action, in compliance also with the terms of Article 8.2, Part 8, Section V of the Rulebook.
- d. After completion of the process of accepting settlement instructions in accordance with point c), ATHEXCSD notifies the applying Participant regarding the results of the active settlement instructions and corresponding electronic blocking of Securities.
- e. After ATHEXCSD has informed the applying Participant in accordance with point d), the applying Participant provides ATHEXCSD with electronic confirmation of the acceptance or not of the aforesaid notified settlement instructions in accordance with the provisions of its relevant announcements.
- f. If the applying Participant provides confirmation of settlement acceptance in accordance with point e), the aforesaid notified settlement instructions are accepted by the DSS for settlement.

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<sup>19</sup> Instance (b) of paragraph 7 of Part 2 of this resolution was amended as above by virtue of decision 343/20.02.2023 of the Board of Directors with effect as of 01.03.2023.

- g. The transfer of shares to the Offeror may be effected by freezing the shares in the Offeror's account until the crediting of the consideration of the public offer to the accepting shareholders is completed.<sup>20</sup>
  - h. Before conducting settlement, ATHEXCSD informs the Participant regarding any and all obligations relating to the settlement process.
  - i. After providing the information of point g), settlement is carried out in compliance with the procedure of Article 8.3, Part 8, Section V of the Rulebook.
- 9. Acquisition of the minority shares of a Non-listed Issuer by a majority shareholder pursuant to article 47 of Law 4548/2018<sup>21</sup>**

For the acquisition of the minority shares of an Unlisted Issuer by a majority shareholder pursuant to article 47 of Law 4548/2018, the following procedure shall be followed:

- a) The majority shareholder submits to ATHEXCSD:
  - i. The relevant court decision of par. 2 of article 47 of Law 4548/2018 and
  - ii. A certificate by the credit institution that it has entered an agreement with the majority shareholder for the payment of the consideration, in accordance with par. 3 of article 47 of Law 4548/2018
- b) ATHEXCSD calculates the amount due to be paid by the credit institution per beneficiary and delivers to the credit institution, at the option of the latter, and by order of the majority shareholder:
  - i. an electronic payment record showing the positions per Participant with the total number of Securities under their control and the corresponding amount payable as well as the corresponding record of detailed positions of (a) deceased beneficiaries, whose Securities are held in a Deceased's Account, (b) beneficiaries, whose Securities are held in a Provisional Transfer Account, and (c) beneficiaries, whose Securities are held in the custody of an insolvent Participant, or
  - ii. an electronic payment record showing in detail the positions per beneficiary
- c) ATHEXCSD calculates its rights for the transfer of the Securities for the implementation of the said corporate transaction and informs the majority shareholder accordingly.
- d) The majority shareholder shall carry out all the necessary actions for the publication of the public declaration, in accordance with par. 4 and 5 of Article 47 of Law 4548/2018, or for the individual notifications to the other shareholders, pursuant to par. 6 of the same article and submits to ATHEXCSD:
  - i. a certificate from the credit institution with which it has entered into the relevant agreement, that the majority shareholder has deposited

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<sup>20</sup> Instance (z) of paragraph 7 of Part 2 of this Resolution was amended as above by virtue of decision 343/20.02.2023 of the Board of Directors with effect as of 01.03.2023.

<sup>21</sup> Par. 8 of Part 2 of this Resolution was added as above by virtue of decision 345/24.04.2023 of the Board of Directors with effect as of 19.06.2023.

- the total consideration to the credit institution in accordance with par. 3 of Article 47 of Law 4548/2018.
- ii. the relevant publication or all proofs of receipt of the individual notifications respectively
  - iii. proof of payment of ATHEXCSD's rights under point (c) above.
- e) Upon receipt and verification of the documents submitted under point (d) above, ATHEXCSD shall transfer the shares of the Non-Listed Issuer from the Securities Accounts of the minority shareholders to the Securities Account of the majority shareholder and informs the majority shareholder and the Non-Listed Issuer accordingly.

### **Part 3 - Specific conditions on the standardisation of Services to Issuers in connection with the holding of general meetings in compliance with the provisions of Regulation (EU) 2018/1212 and other related services**

#### **1. Standardisation of Services**

1. With regard to Services to Issuers in connection with the holding of general meetings, in compliance with the provisions of Law 4548/2018, Law 4569/2018, Law 4706/2020 and Regulation (EU) 2018/1212, and other related corporate actions that ATHEXCSD provides in accordance with the Rulebook and the general terms of Parts 1 and 2 of this Resolution, ATHEXCSD standardises the relevant Services (hereinafter, the 'Standardised Services') for the convenience of Issuers as follows:
  - a) Information Transmission Services
  - b) Information Transmission and Identification Data Collection Services<sup>22</sup>
  - c) Services for the provision of audiovisual or electronic media and technical support to Issuers for holding general meetings remotely by electronic means, partially or totally (Remote General Meeting Services)<sup>23</sup>
  - d) Depository & Technology Services Package
  - e) Services for the facilitation of the 2-factor authentication process of beneficiaries for participation in Remote General Meetings<sup>24</sup>
2. The Information Transmission Services relate to:
  - a) the transmission of a request for identification of shareholders in respect of partially or totally remote general meetings or other corporate events of Issuers, or at any time requested by Issuers in accordance with applicable provisions, the

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<sup>22</sup> A new point (b) was added to paragraph 1, article 1, Part 3, and the former point (b) was renumbered to point (c) as above by virtue of decision no. 313/26.04.2021 of the Board of Directors with effect as of its posting.

<sup>23</sup> A new point (c) was added to paragraph 1 of the article as above by virtue of decision no. 325/31.01.2022 of the Board of Directors with effect as 01.02.2022.

<sup>24</sup> A new point (e) was added to paragraph 1, article 1, Part 3 as above by virtue of decision 345/24.04.2023 of the Board of Directors with effect as of 19.06.2023.

specific terms of paragraph 3, as well as the response to the request based on the data of Securities Accounts in the DSS;

- b) the transmission of information relating to partially or totally remote general meetings or other corporate events of Issuers in accordance with the specific terms of paragraph 3;
  - c) the facilitation of the exercise of shareholders' rights, as well as any other relevant service, such as confirmation of the receipt of votes and confirmation of the recording and counting of votes, in order for ATHEXCSD to transmit, on behalf of the Issuer, the aforementioned information to Participants in respect of Securities Accounts of Shares of beneficiaries in the DSS.
3. The Information Transmission Services include the following:
- a) services for converting files into ISO 20022 or 15022 format, in connection with identification requests and Issuers' information for general meetings or other corporate actions. The conversion is carried out on the basis of format specification and data processing files of ATHEXCSD.
  - b) services for converting files into ISO 20022 or 15022 format, in connection with identification requests and Issuers' information for general meetings or other corporate actions. The conversion is carried out on the basis of format specification and data processing files of the Issuer (or other provider of the latter).
  - c) services for converting files into ISO 20022 format, in connection with Issuers' information for confirmation of the receipt of votes and confirmation of the recording and counting of votes. The conversion is carried out on the basis of format specification and data processing files of ATHEXCSD.
  - d) services for converting files into ISO 20022 format, in connection with Issuers' information for confirmation of the receipt of votes and confirmation of the recording and counting of votes. The conversion carried out on the basis of format specification and data processing files of the Issuer (or other provider of the latter).
4. The Information Transmission and Identification Data Collection Services relate to the services:
- a) of par. 2 and 3 of this article and
  - b) the collection of identification data of entitled shareholders in accordance with par. 1.1.2, Part 1 hereof, including the procedure for the reconciliation of data and their transmission to the Issuer.<sup>25</sup>
5. The Remote General Meeting Services (AXIA e-shareholders meeting) relate to the granting to Issuers of the right to use the electronic platform that is managed by ATHEXCSD for the holding of remote general meetings, including facilitation of the

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<sup>25</sup> The previous paragraph 4 of article 1, Part 3 was abolished. A new paragraph 4 was added to article 1, Part 3 as above by virtue of decision no. 313/26.04.2021 of the Board of Directors with effect as of its posting.

exercise of shareholder rights, as well as any related service such as confirmation of the receipt of votes and confirmation of the recording and counting of votes.<sup>26</sup>

6. The Depository & Technology Services Package relates to:<sup>27</sup>
  - a) the services of par. 4 of this article,
  - b) the services of par. 5 of this article, and<sup>28</sup>
  - c) the translation into English of the information and its conversion in accordance with par. 2 and 3 of this article, provided this is requested by the Issuer.
7. The Issuer for the use of the above services submits an electronic application to ATHEXCSD, which is available at <https://axia.athexgroup.gr> of ATHEXCSD's website. Depending on the characteristics specified by the Issuer in its application, ATHEXCSD sends to the Issuer a standard contract, with the signing of which the Issuer accedes to and accepts the standard terms of these services.<sup>29 30 31</sup>
8. In the case of Fund Managers, similar terms to those provided in this Part shall apply with regard to the use of the Services for which provision is made herein. ATHEXCSD shall specify, on the basis of its technical procedures, matters pertaining to the submission of requests in connection with the operation of the Services in respect of Fund units.<sup>32</sup>
9. The Services for the facilitation of the 2-factor authentication process of beneficiaries for participation in Remote General Meetings concern the collection of the email addresses and mobile numbers of the beneficiaries of Shares in the DSS and their provision to the Issuers, for the purposes of facilitating the participation and exercise of the rights of the shareholders in the Remote General Meeting.<sup>33</sup>

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<sup>26</sup> A new paragraph 5 was added to article 1 and the previous paragraphs 5, 6 and 7 were renumbered to 6, 7 and 8 respectively as above by virtue of decision no. 325/31.01.2022 of the Board of Directors with effect as of 01.02.2022.

<sup>27</sup> Paragraph 5 of article 1, Part 3 was amended as above by virtue of decision no. 313/26.04.2021 of the Board of Directors with effect as of its posting.

<sup>28</sup> A new point b) was added to paragraph 6 of article 1 and the previous point b) was renumbered to point c) as above by virtue of decision no. 325/31.01.2022 of the Board of Directors with effect as of 01.02.2022.

<sup>29</sup> Paragraph 6 of article 1, Part 3 was amended as above by virtue of decision no. 313/26.04.2021 of the Board of Directors with effect as of its posting.

<sup>30</sup> Paragraph 7 of article 1 was replaced as above by virtue of decision no. 325/31.01.2022 of the Board of Directors with effect as of 01.02.2022.

<sup>31</sup> Paragraph 7 of article 1, Part 3 was amended as above by virtue of decision 345/24.04.2023 of the Board of Directors with effect as of 19.06.2023.

<sup>32</sup> Paragraph 7 (now renumbered to 8) of article 1, Part 3 was amended as above by virtue of decision no. 313/26.04.2021 of the Board of Directors with effect as of its posting.

<sup>33</sup> Paragraph 9 of article 1, Part 3 was added as above by virtue of decision 345/24.04.2023 of the Board of Directors with effect as of 19.06.2023.

## **2. Provisions on the transmission of information**

### **2.1. Transmission of information in respect of general meetings**

1. For the transmission of information from the Issuer to entitled shareholders, through the Participants, Registered Intermediaries or other Intermediaries of Article 1.2.3, Part 1, Section VIII of the Rulebook in respect of general meetings, ATHEXCSD converts the files with the relevant information into ISO 20022 format in accordance with the terms of the Standardised Services of Article 1 of this Part.
2. For conversion based on the format specification and data processing files of the Issuer or its provider, the Issuer must inform ATHEXCSD about the specifications of the relevant files at least thirty (30) calendar days before their first dispatch.<sup>34</sup> If the format specification and data processing files of ATHEXCSD are used, the Issuer does not have any obligation to inform ATHEXCSD in advance.
3. The format of each file shall contain the minimum, as appropriate, information required in accordance with the provisions of Regulation (EU) 2018/1212, as described more specifically in the following articles.

### **2.2. Transmission of information for the meeting notice**

For the transmission of information from the Issuer to shareholders, through the Participants, Registered Intermediaries or other Intermediaries of Article 1.2.3, Part 1, Section VIII of the Rulebook in respect of convening a general meeting and for any update and cancellation of a relevant notice in accordance with Article 28 of Law 4706/2020, ATHEXCSD converts the files with the relevant information into ISO 20022 format in compliance with the terms of Article 4, Regulation (EU) 2018/1212.

### **2.3. Transmission of information for the exercise of shareholders' rights**

For the transmission of information in respect of confirming the entitled position of shareholders for the exercise of their rights in a general meeting, including the right to participate and vote in accordance with par. 1, Article 29 of Law 4706/2020, the Intermediary identifying the shareholder shall forward the relevant information to the Issuer in a format that complies with the terms of Article 5, Regulation (EU) 2018/1212.

If the above information is transmitted through a chain of intermediaries, ATHEXCSD, as the first intermediary, shall transmit the relevant information to the Issuer as such information is provided by the relevant chain of intermediaries.

### **2.4. Transmission of information relating to the participation of shareholders in a general meeting**

For the transmission of information in relation to the notice of participation of the entitled shareholder in a general meeting in accordance with par. 1, Article 29 of Law 4706/2020, the

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<sup>34</sup> The first sentence of paragraph 2, article 2.1, Part 3 was amended as above by virtue of decision no. 313/26.04.2021 of the Board of Directors with effect as of its posting.

Intermediary identifying the shareholder shall transmit the relevant information to the Issuer in a format that complies with the terms of Article 6, Regulation (EU) 2018/1212.

If the above information is transmitted through a chain of intermediaries, ATHEXCSD, as the first intermediary, shall transmit the relevant information to the Issuer as such information is provided by the relevant chain of intermediaries.

#### **2.5. Transmission of information for confirmation of the receipt, recording and counting of votes**

For the transmission of information from the Issuer to the shareholders, through the Participants, Registered Intermediaries or other Intermediaries of Article 1.2.3, Part 1, Section VIII of the Rulebook in respect of confirmation of the receipt of votes when voting is carried out electronically as well as confirmation of the recording and counting of votes of the general meeting pursuant to par. 2, Article 29 of Law 4706/2020, ATHEXCSD converts the files with the relevant information into a ISO 20022 format that complies with the terms of Article 7, Regulation (EU) 2018/1212.

#### **2.6. Transmission of shareholder identification data to the Issuer**

Shareholder identification data shall be transmitted to the Issuer at its request, in accordance with the terms of Article 1, Part 3 hereof, as follows:

A) If ATHEXCSD is not designated as responsible for the collection of the identification data of entitled shareholders, ATHEXCSD, as first Intermediary, the Participants, Registered Intermediaries or other Intermediaries of Article 1.2.3, Part 1, Section VIII of the Rulebook shall, as applicable, directly transmit to the Issuer, or to its appointed representative, the identification data in accordance with the procedure and formats referred to in Article 1.1 hereof, in compliance with the terms of Commission Implementing Regulation (EU) 2018/1212.

B) If the Issuer submits a request to ATHEXCSD for the collection of the identification data of entitled shareholders as provider of the relevant services, the Participants, Registered Intermediaries or other Intermediaries of Article 1.2.3, Part 1, Section VIII of the Rulebook shall, as applicable, transmit to ATHEXCSD the identification data of entitled shareholders in accordance with the procedures and formats provided for above. In all other respects, the provisions of Article 1.1.2, Part 1 hereof shall apply.<sup>35</sup>

#### **2.7. Transmission of information in respect of other corporate events**

For the transmission of information by ATHEXCSD to Participants on behalf of the Issuer or Fund Manager in relation to other corporate events, in accordance with Article 2.15, Section VIII of the Rulebook, similar procedures to those set out in Articles 2.1 to 2.6 hereof shall be followed, where applicable, by converting the files with the relevant information; into ISO 15022 format.

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<sup>35</sup> Article 2.6 of Part 3 was amended as above by virtue of decision no. 326/28.02.2022 of the Board of Directors with effect as of 01.03.2022.



## 2.8. Minimum requirements for transmitted information

1. The Issuer must send to ATHEXCSD the relevant information in a format that enables processing in such a way that transmissions to Participants can be made in electronic and machine-readable format and use industry standards that are applied internationally, such as ISO standards or a methodology compatible with ISO standards.
2. In the event that the Issuer does not send to ATHEXCSD the information as required, ATHEXCSD shall not transmit the information to Participants in ISO 20022/15022 format. Responsibility for non-transmission lies solely with the Issuer.
3. The Issuer or its provider shall send the above information translated into English. If the Issuer does not send the translation of the information in English, ATHEXCSD transmits the information including the URL of the Issuer where the relevant announcement has been posted and does not send any free text requiring translation for the detailed information:
  - a) of fields D, E and F of Table 3 'Meeting notice' of Commission Implementing Regulation (EU) 2018/1212, in the case of a general meeting, and
  - b) fields B and C of Table 8 'Communication of corporate events - other than general meetings' of Regulation (EU) 2018/1212, in the case of other corporate events.

## 2.9. Procedure for transmitting information to Participants

ATHEXCSD transmits to Participants the respective information in the following ways:  
(a) by email, for a shareholder identification request, for general meeting announcements and for information confirming receipt as well as information confirming the recording and counting of votes; or

(b) if the relevant entry has already been made by ATHEXCSD and Participants, by means of:

- (i) DSS API, for announcements of other corporate events apart from general meetings,<sup>36</sup>
- (ii) SWIFTNET, for announcements of other corporate events apart from general meeting,
- (iii) FIN PLUS, for a shareholder identification request, for general meeting announcements and for information confirming receipt as well as information confirming registration and counting of votes.

In all other respects, for the transmission of information to ATHEXCSD by Participants, Registered Intermediaries or other Intermediaries of Article 1.2.3, Part 1, Section VIII of the Rulebook, the above technical means and/or others may be used in accordance with the procedures of ATHEXCSD.

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<sup>36</sup> Point (i) of instance (b), article 2.9 was amended as above by virtue of decision no. 313/26.04.2021 of the Board of Directors with effect as of its posting.

### 3. Provisions on the Meeting Platform

#### 3.1. General<sup>37</sup>

1. ATHEXCSD grants to Issuers the right to use the electronic platform managed by it, for holding partially or totally remote general meetings (hereinafter, the 'Meeting Platform') either in the framework of the provision of Services for the holding of remote general meetings or in the framework of using the Depository & Technology Services Package.
2. In the case of provision of Services for the holding of remote general meetings, the Issuer may make use of the Beneficiaries Identification File of article 3, Part 2 hereof (File of persons entitled to participate in a General Meeting/Bondholder Meeting). If the Issuer makes use of the aforesaid Services without use of the Beneficiaries Identification File or shareholder identification details file in accordance with article 2.6, Part 3 hereof, ATHEXCSD shall not be responsible for the completeness and correctness of transmitted data.<sup>38</sup>
3. The information of Articles 2.3 and 2.4, Part 3 hereof may be obtained by ATHEXCSD through the aforesaid Meeting Platform. In the case of provision of Services for the holding of remote general meetings, the Issuer confirms to ATHEXCSD, on its own responsibility, the persons entitled to participate in the general meeting, in accordance with the procedures of ATHEXCSD. In the framework of using the Depository & Technology Services Package, ATHEXCSD requests the aforesaid confirmation from the Issuer in cases where the data on identified shareholders is incomplete.

#### 3.2. Terms of operation of the Service for Remote General Meetings<sup>39</sup>

The Service for the remote holding of general meetings allows for the following features:

- a) Participation to video conference for the observation of general meetings through an application provided by a company that cooperates with ATHEXCSD
- b) Granting the use of a platform for the holding of general meetings

The Executive or deputy Executive Director who is competent for the organisational unit that is responsible for the provision of the above features, is authorised to approve and amend the application and the standard special terms of the provision of the features of the above

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<sup>37</sup> Article 3.1 was replaced as above by virtue of decision no. 325/31.01.2022 of the Board of Directors with effect as of 01.02.2022.

<sup>38</sup> Paragraph 2 of article 3.1, Part 3, was deleted and paragraph 3 was renumbered as paragraph 2 as above by virtue of decision 345/24.04.2023 of the Board of Directors with effect as of 19.06.2023.

<sup>39</sup> Article 3.2 of Part 3 was amended as above by virtue of decision 345/24.04.2023 of the Board of Directors with effect as of 19.06.2023.

points a and b, which are published, as applicable, on the website of ATHEXCSD at <https://axia.athexgroup.gr>.

#### **4. Arrangements for the Services for the facilitation of the 2-factor authentication process of beneficiaries for participation in Remote General Meetings<sup>40</sup>**

1. In order to facilitate the 2-factor authentication process of beneficiaries for participation in Remote General Meetings, the following data of the beneficiaries, as they are kept in their DSS account by the competent participant, are provided to the issuers:
  - a. Email address
  - b. Mobile number
2. For the provision of the above data, it is required that they have been previously declared by the competent Participant, to the beneficiary's account on DSS.
3. The above data are provided following a request by the issuer, in accordance with the processes of ATHEXCSD, from the day after the date of registration of beneficiaries until one hour before the holding of the General Meeting.

### **Part 4 - Bondholder Representative Service**

#### **1. Supporting documents for the use of the Bondholder Representative Service by Issuers**

To use the Bondholder Representative Service, in addition to the supporting documents that Issuers have submitted or are submitting to ATHEXCSD for use of the Initial Registration Service in accordance with the terms of Section IV of the Rulebook, Issuers must also submit to ATHEXCSD the following information and supporting documents:

1. An application signed by the legal representative of the company for use of the service.
2. A draft of the bond loan programme/conditions of issuance, such as the draft prospectus or offering circular, as applicable, containing information about the following:
  - a) the terms under which the Issuer intends to appoint ATHEXCSD as representative of the bondholders;
  - b) the terms on the limitation of ATHEXCSD's liability in respect of the provision of the Service, to only minor negligence;

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<sup>40</sup> Article 4 of Part 3 was added as above by virtue of decision 345/24.04.2023 of the Board of Directors with effect as of 19.06.2023.

- c) the declarations by the Issuer that it accedes to the terms of the Rulebook and the relevant Resolutions issued in implementation thereof with regard to the provision of the Bondholder Representative Service;
  - d) the terms governing the holding of bondholder meetings, in particular with regard to the convening, setting up and conduct of meetings and the manner of exercising bond rights;
  - e) the terms on the basis of which bondholders will be identified, in compliance with the Rulebook and the relevant Resolutions issued on the matter in implementation thereof;
  - f) any other term relating to the use of the Service by the Issuer.
3. Financial data on the Issuer, as requested by ATHEXCSD, in order to assess the solvency of the Issuer in relation to the Service provided.

## **2. Identification of entitled bondholders**

1. For the purposes of holding bondholder meetings, bondholders are identified in accordance with the terms of the bond loan, particularly those laid down in the prospectus or offering circular.
2. For identification purposes pursuant to the terms of paragraph 1, either with the procedures of Article 1, Part 1 and of Part 3, or with those of Article 3, Part 2 hereof, account shall be taken of the procedures for keeping the bonds in book-entry form through Securities Accounts in the DSS, of Participants, Registered Intermediaries or other Intermediaries in accordance with Article 1.2.3, Part 1, Section VIII.

## **3. Issuance of Certificates**

1. In order for ATHEXCSD to issue a certificate to an entitled bondholder, procedures similar to those set out in Article 4, Part 1 of this Resolution shall be implemented.

## **Part 5 – Securities Blocking through a Participant with the release to take place only by ATHEXCSD ("Safe Box" service)<sup>41</sup>**

The Safe Box service is provided to Participants for the blocking of some of or all the Securities held in Client Securities Accounts, following a request by the beneficiaries and the release can take place only by ATHEXCSD. During the securities blocking:

- a) the Securities cannot be transferred,
- b) any pledge, financial security, usufruct or other in rem right cannot be established on them,
- c) options associated with the securities cannot be exercised.

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<sup>41</sup> A new Part 5 was added as above by virtue of decision 355/18.12.2023 of the Board of Directors with effect as of 12.04.2021.

Subject to the provisions of (a) to (c) above, the beneficiaries of the blocked Securities continue to be able to exercise the other rights and receive the benefits arising from these Securities.

The release of the Securities is carried out, following the beneficiary's request to ATHEXCSD. In case of a Joint Account, the application is submitted exclusively by the first beneficiary, while in case of a Co-owner Share by the representative of the Share.

Without prejudice to the provisions for Joint Accounts and Co-owner Shares, in the event of the death of a beneficiary of Securities that are blocked in terms of the Safe Box service, the Securities are automatically released upon submission of the death certificate of the beneficiary or other official document from which the death of the beneficiary occurs in accordance with par. 1 of article 2.2. of Section X of the Regulation.

### **Entry into force**

1. This Resolution shall be made public on the website [www.athexgroup.gr](http://www.athexgroup.gr). This Resolution will have effect as of its publication, that is, as of 12.04.2021.
2. The publication hereof is subject to the formalities of Article 2.6, Part 2, Section I of the Rulebook.

### **Annex I**

#### **'Corporate actions involving securities not listed on a Trading Venue'**

This Annex concerns cases of corporate actions involving Securities that are not listed on Trading Venues pursuant to par. 2, Article 1.3, Part 1 of the Resolution. The following corporate actions are indicative. ATHEXCSD registers any other corporate action in accordance with Article 2.18, Section VIII of the Rulebook.

#### **A. Corporate actions relating to restructuring**

The company shall submit the following supporting documents:
1. Application/letter regarding the registration of rights or cancellation of stocks/bonds, which can also be transmitted electronically by the company's legal representatives in accordance with the procedures of ATHEXCSD.

2.	Application from the company requesting the issuance of ISIN - CFI and FISN codes for the respective pre-emptive rights.
3.	Data or supporting documents evidencing the corporate action decision of the company's competent body, on the basis of which it requests the registration or cancellation, as appropriate, of the relevant rights.
4.	A copy of the relevant approval decision of the competent authority, where required.
5.	Beneficiaries Allocation File whose fields should be filled in accordance with the procedures of ATHEXCSD, where required.

**B. Corporate communications and other corporate events**

The company shall submit the following supporting documents:	
1.	Application/letter for the holding of the corporate event or the notification of the corporate communication by ATHEXCSD, which may also be transmitted electronically by the company's legal representatives in accordance with the procedures of ATHEXCSD.
2.	Data or supporting documents evidencing the corporate action decision of the company's competent body, on the basis of which it requests the registration of the relevant shares.
3.	A copy of the relevant approval decision of the competent authority, where required.
4.	Beneficiaries Allocation File whose fields should be filled in accordance with the procedures of ATHEXCSD.

**C. Benefits and other cash distributions**

The company shall submit:	
1.	Application/letter regarding the cash distribution or other benefit, which can also be transmitted electronically by the company's legal representatives in accordance with the procedures of ATHEXCSD.
2.	Announcement regarding the cash distribution or other benefit.