

## Decisions of the 20th Annual General Meeting



### HELLENIC EXCHANGES S.A.

HELLENIC EXCHANGES-ATHENS STOCK EXCHANGE S.A. announces that on Monday 31 May 2021 at 18:00, the 20<sup>th</sup> Annual General Meeting of shareholders of the Company was held remotely, via teleconference. Shareholders representing 20,444,196 common registered shares and voting rights, i.e. 33.9% of the 60,348,000 total common registered shares participated.

The General Meeting discussed and took the following decisions on the items of the Agenda:

- On the first (1<sup>st</sup>) item of the Agenda, shareholders approved the Annual Financial Report for the fiscal year 01.01.2020 – 31.12.2020 together with the relevant Reports and Declarations by the Board of Directors and the Auditors, as presented for approval.
- On the second (2<sup>nd</sup>) item of the Agenda, shareholders approved the allocation of profit of the Company for fiscal year 01.01.2020 – 31.12.2020, and the distribution of dividend in accordance with the proposal put forth for approval.

The ex-date and beneficiary determination date (based on the record date rule) of June 4<sup>th</sup> and June 7<sup>th</sup> 2021 respectively were approved, and the corresponding amount will be paid to shareholders starting on Friday 11 June 2021.

The company will publish a separate announcement concerning the dividend payment procedure.

- On the third (3<sup>rd</sup>) item of the Agenda, Shareholders were informed about the Annual Report of the Audit Committee for fiscal year 01.01.2020 – 31.12.2020.
- On the fourth (4<sup>th</sup>) item of the Agenda, shareholders approved the overall management of the Board of Directors for fiscal year 01.01.2020 – 31.12.2020 in accordance with article 108 of Law 4548/2018 and discharged the Auditors in accordance with par. 1, case c) of article 117 of Law 4548/2018 for the audit of the financial statements for fiscal year 01.01.2020 – 31.12.2020 that they performed.
- On the fifth (5<sup>th</sup>) item of the Daily Agenda, shareholders approved the remuneration of the Members of the Board of Directors for fiscal year 01.01.2020 – 31.12.2020 in accordance with the proposal that was put forth for approval.
- On the sixth (6<sup>th</sup>) item of the Agenda, shareholders pre-approved the remuneration of the Members of the Board of Directors for fiscal year 01.01.2021 to 31.12.2021, in accordance with the proposal that was put forth for approval.
- On the seventh (7<sup>th</sup>) item of the Agenda, shareholders elected the audit firm "PricewaterhouseCoopers S.A." to audit the Financial Statements for fiscal year 01.01.2021 – 31.12.2021 and approved its remuneration as proposed.
- On the eighth (8<sup>th</sup>) item of the Agenda, shareholders discussed and approved the Remuneration Report for fiscal year 2020 in accordance with article 112 of Law 4548/2018.
- On the ninth (9<sup>th</sup>) item of the Agenda, shareholders elected in replacement of the three (3) independent members that resigned, Mr. Alexandros Antonopoulos, Mrs. Adamantini Lazari and Mrs. Sofia Kounenaki-Efraimoglou and the non-executive Member Mr. Nikolaos Chryssochoides, the following four (4) independent members of the Board of Directors of the Company, which meet the independent criteria of article 4 of Law 3016/2002 and Law 4706/2020:
  - I. Dimitrios Dosis
  - II. Vassilis Karatzas
  - III. Theano Karpodini
  - IV. Pantelis Tzortzakis

Their term of office is equal to the term of office of the other nine (9) members of the current Board of Directors, which was elected by the General Meeting of 30.05.2019 with a four-year term of office, i.e. until 30.05.2023, which is automatically extended until the General Meeting that will meet or be convened after the end of its term of office.

- On the tenth (10<sup>th</sup>) item of the Agenda, shareholders decided:
  - a) The Audit Committee will continue to be a committee of the Board of Directors consisting of Members of the Board of Directors.

- b) The Audit Committee will consist of five (5) non-executive members, of which at least three (3) will be independent.
- c) The term of office of the members of the Committee that will be appointed by the Board of Directors in accordance with article 44, par. 1c of Law 4449/2017 as in force, will continue their term of office as members of the existing Board of Directors that was elected by the General Meeting of 30.05.2019 with a four-year term of office, i.e. until 30.05.2023, which is automatically extended until the Annual General Meeting of shareholders of the Company that will meet or be convened after the end of its term of office.

The members of the Committee will be appointed by the Board of Directors in accordance with article 44, par. 1c of Law 4449/2017 as in force, from members that possess sufficient knowledge in the field in which the Company operates, and will satisfy the criteria of article 44, of Law 4449/2017 as in force.

Following the appointment of members of the Committee by the Board of Directors, the Committee will form as a body to appoint its Chairperson out of its independent members.

- On the eleventh (11<sup>th</sup>) item of the Agenda, shareholders approved the Suitability Policy for the Members of the Board of Directors exactly as proposed to the Body.
- On the twelfth (12<sup>th</sup>) item of the Agenda, shareholders approved the acquisition of own shares by the Company in accordance with the terms and conditions of article 49 of Law 4548/2018, for a time limit that will not exceed twelve (12) months, at a minimum price of EUR0.49 and a maximum price of EUR5.00. The maximum number of own shares acquired will not exceed 10% of the paid-in share capital.

Furthermore, the General Meeting authorized the Board of Directors to determine the exact start time of the program and regulate all formalities and procedures on the subject.

- On the thirteenth (13<sup>th</sup>) item of the Agenda, shareholders granted permission to members of the Board of Directors of the Company and to executives of the Company, to participate in Boards of Directors or as executives of the companies of the Group and of associated with it companies, under the meaning of article 32 of Law 4308/2014.

Discussion on the following items was postponed due to a lack of the necessary, by the law and the Articles of Association, quorum:

Item 14: Amend article 2 of the Articles of Association of the Company (Purpose).

Item 15: Reduce the share capital by EUR4,224,360, through a reduction in the par value of each share by €0.07 and pay this amount to shareholders, and amend Article 5 of the Articles of Association of the Company concerning the share capital.

In order to discuss and decide item 9, the General Meeting will convene again in a **1<sup>st</sup> Repetitive General Meeting** on **Wednesday 16.06.2021 at 18:00**, in accordance with the original Invitation of the BoD of the Company of 07.05.2021.

The detailed results of the voting will be announced at a later date, and will be published on the Company's website, [www.athexgroup.gr](http://www.athexgroup.gr), in accordance with article 133 paragraph 2 of Law 4548/2018.