

## 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 decision dated 26.04.2021 of the Board of Directors

## THE BOARD OF DIRECTORS

### OF THE HELLENIC CENTRAL SECURITIES DEPOSITORY SOCIETE ANONYME (ATHEXCSD)

(Meeting 311/22.02.2021)

Having regard to the provisions of Article 2.6 of Part 2 of Section I, Articles 1.1, 1.2.6, 1.2.7, 1.3, 1.4 and 1.5 of Part 1 and Articles 2.1, 2.6, 2.7, 2.10 and 2.14.1 of Part 2 of Section VII of the Rulebook of the Hellenic Central Securities Depository (‘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 determines the general terms and procedures regarding the identification of the beneficiaries of Securities through ATHEXCSD in the context of the Registry Service of Part 1 of Section VIII of the Rulebook.
2. Part 2 of this Resolution determines the general terms and procedures regarding the corporate and other related activities Service of Part 2 of Section VIII of the Rulebook, provided by ATHEXCSD.

3. Part 3 of this Resolution lays down the specific terms concerning the provision by ATHEXCSD
  - a) of services for the identification as a CSD issuer and first intermediary within the meaning of of Article 1(2) and (9) respectively, of Commission Commission Implementing Regulation (EU) 2018/1212, services for the transmission of information between Issuers and Participants or Registered Intermediaries or other Intermediaries in accordance with Article 1.2.3 of Part 1 of 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, registration 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 the services of point b) of this paragraph as well as services for the provision of audiovisual or electronic media and technical support to the Issuers for holding general meetings by electronic means, partially or totally, including the services referred to in point (a) of this paragraph, as well as related translation services (Depository & Technological Services Package)<sup>1</sup>.
4. Part 4 of this Resolution lays down the technical terms for the operation of the Bondholder Representative Service.

## **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 1.1.2 of Part 1 of Section VIII of the Rulebook stating the Record Date to which it refers.

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<sup>1</sup> A new point (b) was added to paragraph 3 of the Scope of Application. The former point (b) was amended and 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.

2. The request shall be submitted on the basis of the format of Table 1 of the Annex to Implementing Regulation (EU) 1212/2018, 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>2</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>3</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.

**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 an agent for receiving and processing the identification of Intermediaries, ATHEXCSD shall receive and process the replies 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 reply.<sup>4</sup>
2. On the business day following the reply 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>5</sup>

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<sup>2</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>3</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>4</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>5</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.

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

1. The Participants, the Registered Intermediaries or other Intermediaries, who identify in accordance with Article 1.2.3 of Part 1 of 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, the Registered Intermediaries or other Intermediaries in accordance with Article 1.2.3 of Part 1 of Section VIII of the Rulebook shall submit to the Issuer or to the agent 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>6</sup>
3. The identification data shall be submitted to the Issuer by the Registered Intermediary or other Intermediary under Article 1.2.3 of Part 1 of Section VIII of the Rulebook, by sending a file, in compliance with the conditions laid down in Articles 2 and 9 of Regulation (EU) 2018/1212.
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 the 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 if the requested identification results from 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 relation to the costs involved in the provision of identification data, where appropriate, in compliance with the provisions in force.
3. The more specific categories of costs and charges related to the above are determined in accordance with the relevant Decision of ATHEXCSD.

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

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<sup>6</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.

- b) other Securities listed or not listed as appropriate.
- 2. In order to carry out the relevant procedures, ATHEXCSD shall take into account the type of request of the Issuer or the Fund manager as appropriate, the legal deadlines set by it and the applicable provisions. ATHEXCSD lays down the cases 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 this is required by the characteristics of the relevant corporate action or requested by the Issuer or the 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 pursuant to which ATHEXCSD may provide relevant services.

#### **1.4. Record keeping**

All information concerning the identification requests submitted to ATHEXCSD and the answers 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 legal persons and authorities of Article 22 of 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 a legal person or authority referred to in Article 22 of Law 4569/2018.
- 2. ATHEXCSD shall determine specific technical procedures to meet the relevant requests according to the above, depending on whether the request concerns a qualified person or authority .
- 3. Where the relevant information requires lifting confidentiality, the legal person or authority, as the case may be, shall provide the necessary information confirming or proving such lifting, in compliance with the formalities laid down in Article 22 of Law 4569/2018.

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

- 1. In order for ATHEXCSD to issue a certificate to the holder of Customer Securities Account, the interested party shall submit a relevant application to ATHEXCSD, based on a form issued by ATHEXCSD, to which the beneficiary shall add the case of legal use. Similar procedures are applied by ATHEXCSD for the issuance of certificates to holders of Securities maintained through Customer Securities Accounts provided that the holder has been identified by the Participant, the Registered Intermediary or other Intermediary, in accordance with Article 1.2.3 of Part 1 of Section VIII of the Rulebook.

2. The relevant certificate is issued by the competent offices of ATHEXCSD in accordance with the procedures and time limits applicable to the case for which it is granted. The certificate granted includes the information of Article 1.5.(4) of Part 1 of Section VIII of the Rulebook.
3. ATHEXCSD follows specific procedures, as appropriate, concerning applications for granting, cancelling, re-issuing/reprinting certificates. The more specific categories of costs and charges related to the above 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 of Section VIII of the Rulebook]**

The corporate and other related actions as disclosed by the Issuers or Fund Managers to ATHEXCSD, are implemented through the DSS taking into account the Corporate Action Standards adopted by ATHEXCSD. 'Market Standards for Corporate Actions Processing (updated 2015) (<https://www.afme.eu/Portals/0/globalassets/downloads/briefing-notes/2017/AFME-ECM-PTD-CAJWG-Standards-revised-version-2012-updated-2015.pdf>), where applicable.

### **2. Supporting documents provided by type of corporate action**

To implement the corporate or other related action:

- a) in the case of Securities that are listed on a Trading Venue, ATHEXCSD may obtain the certification of the necessary supporting documents relating to the corporate action, from the relevant Trading Venue Operator;
- 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 required supporting documents by 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 data of the Beneficiaries Identification File provided by ATHEXCSD to the Issuers or Fund Managers upon request are the following:
  - a) details of Issuer or Fund Manager and information of Exchange-traded Fund or Non-exchange-traded Fund;
  - b) information of the Securities concerned by the corporate or other related action;
  - c) details of beneficiaries relating to the corporate or other related action or Details of Participants/Registered Intermediaries acting on their behalf;

- d) information of Securities Accounts concerned by the corporate or other related action;
  - e) Quantity of the Securities per Securities Account concerned by the corporate or other related action.
2. ATHEXCSD provides a Beneficiaries Identification File to Issuers for holding general meetings where the Issuer submits a relevant request, in compliance with the applicable provisions.
  3. The technical rulebooks of ATHEXCSD, as posted on the website of the company, contain a detailed list of the data included in the Beneficiaries Identification File.

#### **4. Beneficiaries Allocation File [Article 2.7 (2) of Part 2 of 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 of the Beneficiaries Allocation File of Chapter B of Resolution No 3 of ATHEXCSD.

#### **5. Fractional balances [Article 2.10 (2) of Part 2 of Section VIII of the Rulebook]**

In the case of corporate actions in which fractional balances of Securities are obtained, the following shall apply to the calculation of those fractional balances of Securities resulting from a corporate action:

- a) The fractions of the new Securities are added per Share Section.
- b) Since the addition of those fractions of Securities results in integer units, those units are temporarily credited, under the handling of the Participant, in the Share Section which appears to have the largest amount of Securities among other Participants of the same Share Section.
- c) The fractional balances that remain from the above addition and are less than the unit, remain in the Transitory Account of the Issuer.
- d) ATHEXCSD draws up and makes available to the Issuer a Beneficiaries Identification File showing the fractional balances per Share Section of point (c). The identification data of each Share Section for the above purposes constitute, the identification data of its holder and the relevant fractional balances.
- e) Then, the Issuer, under his own responsibility, makes forced sales in accordance with Article 2.10.(1) of Part 2 of Section VIII of the Rulebook.

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

#### **1. Standardization of Services**

1. As regards the Services to the Issuers, in respect of holding the 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 Regulation and the general terms of Parts 1 and 2 of this Resolution, ATHEXCSD standardizes the relevant Services (hereinafter referred to as 'Standardized Services') for the convenience of the interested Issuers as follows:

- a) Information Transmission Services
  - b) Information Transmission and Identification Data Collection Services<sup>7</sup>
  - c) Depository & Technological Services Package
2. The Information Transmission Services concern the following services:
- a) the transmission of a request for identification of shareholders in respect of the partially or totally remote general meetings or other corporate events of Issuers, or at any time requested by Issuers in accordance with the applicable provisions, in the specific terms of paragraph 3, as well as the response on the request based on the data of the Securities Accounts in the DSS;
  - b) the transmission of information relating to partially or totally remote general meetings or other corporate events of Issuers under the more specific conditions referred to in 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 registration and counting of votes, in order for ATHEXCSD to transmit, on behalf of the Issuer, the aforementioned information to Participants of Shareholders Securities Accounts in the DSS.
3. The Information Transmission Services include the following services:
- a) the services for converting files into ISO 20022 or 15022 format, in relation to requests for identification and Issuers' information for general meetings or other corporate actions. The conversion is made based on ATHEXCSD's information processing and formatting standards files.
  - b) The services for converting files into ISO 20022 or 15022 format, in relation to requests for identification and Issuers' information for general meetings or other corporate actions. The conversion is made based on the Issuer's (or its agent's) information processing and formatting standards files.
  - c) The services for converting files into ISO 20022 format, in relation to Issuer's information to confirm the receipt of votes and confirm the registration and counting of votes. The conversion is made based on ATHEXCSD's information processing and formatting standards files.

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<sup>7</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.



- d) The services for converting files into ISO 20022 format, in relation to Issuer's information to confirm the receipt of votes and confirm the registration and counting of votes. The conversion concerns the Issuer's (or its agent's) information processing and formatting standards files.
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>8</sup>
5. The Depository & Technological Services Package relates to the services:<sup>9</sup>
- a) of par. 4 of this article,
  - b) 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, and
  - c) the granting to Issuers of the right to use an electronic platform, managed by ATHEXCSD, for holding general AXIA e-shareholders meetings, and facilitating 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.
6. If the Issuer wishes to use the Services of par. 2 and 3 or of par. 4, it must electronically submit the relevant application to ATHEXCSD in accordance with the latter's procedures. If the Issuer wishes to use the Services of par. 5, it must submit the relevant application to ATHEXCSD in the printed form specified in Annex II hereof, which is attached hereto and forms an integral part hereof.<sup>10</sup>
7. 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

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<sup>8</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.*

<sup>9</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>10</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.*

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>11</sup>

## **2. Arrangements for the transmission of information**

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

1. For the transmission of information from the Issuer to the shareholders, through the Participants or the Registered Intermediaries or other Intermediaries referred to in Article 1.2.3 of Part 1 of 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 Standardized Services of Article 1 of this Part.
2. For the conversion based on the Issuer's or its agent's information processing and formatting standards file, the Issuer must inform ATHEXCSD about the standards of the relevant files at least thirty (30) calendar days before their first dispatch.<sup>12</sup> If ATHEXCSD's information processing and formatting standards files are used, the Issuer does not have an 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 in particular in the following articles.

### **2.2. Transmission of information for the notification of a general meeting**

For the transmission of information from the Issuer to the shareholders, through the Participants or the Registered Intermediaries or other Intermediaries referred to in Article 1.2.3 of Part 1 of Section VIII of the Rulebook in respect of convening a general meeting and for any update and cancellation of a notification in accordance with Article 28 of Law 4706/2020, ATHEXCSD converts the files with the relevant information into ISO 20022 format complying with the conditions of Article 4 of 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 the shareholder for the exercise of its rights in a general meeting, including the right to participate and vote in accordance with Article 29(1) of Law 4706/2020, the Intermediary identifying the shareholder shall forward the relevant information to the Issuer in a format, in compliance with the conditions laid down in Article 5 of Regulation (EU) 2018/1212.

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<sup>11</sup> Paragraph 7 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>12</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.

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 regarding the participation of shareholders in the general meeting**

For the transmission of information in relation to the notice of participation of the entitled shareholder in the general meeting in accordance with Article 29(1) of Law 4706/2020, the Intermediary identifying the shareholder, shall transmit the relevant information to the Issuer in a format complying with the conditions of Article 6 of 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 to confirm receipt, registering and counting of votes**

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

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

Shareholder identification data shall be transmitted to the Issuer upon its request, under the conditions of Article 1 of Part 3 hereof, as follows:

(A) If ATHEXCSD is not designated as responsible for the collection of the identification data of the entitled shareholders, ATHEXCSD, as the first Intermediary, the Registered Intermediaries or other Intermediaries referred to in Article 1.2.3 of Part 1 of Section VIII of the Rulebook shall, respectively, transmit to the Issuer or its appointed representative directly, 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 the entitled shareholders as a provider of the relevant services, the Intermediaries, the Registered Intermediaries or other Intermediaries referred to in Article 1.2.3 of Part 1 of Section VIII of the Rulebook, shall transmit to ATHEXCSD the identification data of entitled shareholders in accordance with the procedures and formats provided for above. As to the remainder, the provisions of Article 1.1.2 of Part 1 hereof shall apply.

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

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

## **2.8. Minimum standards for transmitted information**

1. The Issuer must send to ATHEXCSD the relevant information in a format that enables the processing so that the transmission to the 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 the Participants in an ISO 20022/15022 format. The responsibility for non-transmission lies solely with the Issuer.
3. The Issuer or its agent 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 notice 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, i.e. '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, i.e. 'Communication of corporate events other than general meetings' of (EU) 2018/1212, in the case of other corporate events.

## **2.9. Process for transmitting information to the Participants**

ATHEXCSD forwards to the Participants the following 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 registration and counting of votes; or
- (b) if there is already a relevant registration of ATHEXCSD and the Participants through:
  - (i) DSS API, for announcements of other corporate events apart from general meetings,<sup>13</sup>
  - (ii) SWIFTNET, for announcements of other corporate events other than the general meeting,

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<sup>13</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.

(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.

As to the remainder, for the transmission of information to ATHEXCSD by the Participants, Registered Intermediaries or other Intermediaries referred to in Article 1.2.3 of Part 1 of Section VIII of the Regulation, the above technical means or others may be used in accordance with the procedures of ATHEXCSD.

### **3. Arrangements for the Meeting Platform**

#### **3.1. General**

1. ATHEXCSD grants to the Issuers the right to use the electronic platform, managed by it, for holding partially or totally remote general meetings (hereinafter the 'Meeting Platform').
2. The right to use the Meeting Platform is granted at the request of the Issuer only if it plans to use the Depository & Technological Services Package provided by ATHEXCSD in accordance with the terms hereof and Annex II hereof.<sup>14</sup>
3. If the Meeting Platform is used, the information of Articles 2.3 and 2.4 of Part 3 hereof may be obtained from ATHEXCSD through the above Meeting Platform.

#### **3.2. Terms of operation of the Service Platform**

1. The Meeting Platform provides the following possibilities:
  - a) participation in video conferences to hold general meetings through an application made available by the company collaborating with ATHEXCSD;
  - b) voting, revocation of votes under specific conditions, and receipt of voting certificates via the platform;
  - c) submission of questions;
  - d) voting by postal ballot paper (postal vote) or not;
2. The use of the Service ensures the identification of the participant, the security and reliability of the procedure, based on the requirements of company law, the safe and reliable conduct of the voting, the recording and counting of votes and the real-time attending of the general meeting by teleconference, where participants can take the floor and address the general meeting.

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<sup>14</sup> Paragraph 2 of article 3.1, 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.

3. After they connect to the Meeting Platform in good time, the Shareholders have the opportunity to participate in the general meeting via real-time teleconference through a link sent to them by e-mail. Through the Platform, shareholders can:
  - a) attend the general meeting by electronic or audiovisual means;
  - b) take the floor and address the general meeting orally;
  - c) vote in real time during the general meeting on the items on the agenda; and
  - d) receive information on the receipt, registration and counting of their votes.
4. Through the Meeting Platform, the shareholder has access to information concerning its portfolio, such as for events related to general meetings announced by the Issuer, for announcements and corporate actions of companies in its portfolio as well as for announcements and press releases of ATHEX Group.

### **3.3. Configuration of settings of the Meeting Platform**

1. The Meeting Platform may be configured according to the needs of the Issuer in relation to the holding of the general meeting.
2. ATHEXCSD provides technical instructions to the Issuer to configure the settings of the Meeting Platform to meet the above needs.
3. ATHEXCSD ensures that support is provided at all stages of the general meeting held through the Meeting Platform, from the preparation of the meeting to its completion.
4. To configure the Meeting Platform, the Issuer must provide to ATHEXCSD any necessary information and information regarding the characteristics of the general meeting and the relevant provisions concerning its conduct.

### **3.4. Conditions of access to the Meeting Platform**

1. The following persons have the right to access the Meeting Platform:
  - a) those legally authorized by the Issuer in accordance with the applicable provisions of company law (such as the chairman of the meeting, members of the board of directors or auditors) for the exercise of their legal duties; The above persons shall access the platform in accordance with the technical procedures of ATHEXCSD.
  - b) The shareholders or their representatives as identified in accordance with the Regulation and these terms.
2. In order for shareholders to have access to the Meeting Platform, to participate in the general meeting and to participate in the voting, they are required to create and use an electronic account in the Platform.
3. The Meeting Platform can be accessed via a computer or mobile phone such as a smartphone or tablet, with an installed browser and internet access.

4. The Account of the shareholder (or its representative) in the Meeting Platform is created by entering
  - a) a valid email address and
  - b) a mobile phone number (shareholder's or representative's).
5. For the participation in the general meeting by real-time teleconference, a link is sent by e-mail to those entitled to participate, who have been successfully connected to the Meeting Platform.
6. The connection to the Meeting Platform is made after the entitled user is identified as a shareholder or its representative.
7. Especially for the representatives of the shareholders, their details (mobile phone number and email) should be declared to the Issuer or the agent appointed by the Issuer, when submitting the representation forms.
8. The shareholder or its representative acquires access to the platform upon successful completion of the special 2-factor authentication procedure carried out by ATHEXCSD. In order to carry out the above procedure, ATHEXCSD checks the details of the registered or identified shareholder or its representative, as appropriate, (indicatively the name or surname, mobile phone number, email address, Share Section Code Number of the Shareholder, according to Article 4.1(1) of Section III of the Rulebook).
9. Based on the above procedure, the shareholders activate their accounts via e-mail, select their password in the accounts, which they validate through One Time Passwords sent to their mobile phones, confirming their identities.

### **3.5. Voting and voting results**

1. The submission of the vote through the Meeting Platform is final and can not be revoked, subject to the postal voting before the general meeting. The participants can revoke their postal votes:
  - a) if they voted before the general meeting through the Meeting Platform, they will be able to withdraw their vote until the beginning of the General Meeting;
  - b) if they voted before the general meeting by sending to the Issuer of the 'Postal Voting Form', they will be able to withdraw their vote in the same way as they submitted it, no later than one (1) hour before the commencement of the general meeting.
2. Each shareholder who voted at the general meeting (including the postal vote) receives from ATHEXCSD a confirmation of the receipt, registration and counting of the vote on the items on the agenda, via the Meeting Platform, after the general meeting, and according to the relevant technical procedures.
3. In the event that, during the voting, the Shareholder does not fully exercise the voting rights for which it had stated that it would participate in the general meeting, after

the general meeting, the shareholder receives a confirmation from ATHEXCSD, according to the above technical procedures, where the remaining rights shall be marked as 'ABSTENTION'.

4. After the voting on the items on the agenda and the counting of votes, the Chairman shall inform the shareholders of the voting results.

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

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

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

1. an application signed by the legal representative of the company for the use of the service;
2. a draft scheme/conditions for the issuance of the bond loan, such as the draft prospectus or offering circular depending on the case, where the following should be mentioned:
  - a) the conditions under which the Issuer intends to appoint ATHEXCSD as a representative of the bondholders;
  - b) the conditions for limiting the liability of ATHEXCSD, with regard to the provision of the Service, only for minor negligence;
  - c) the declarations by the Issuer that it accedes to the terms of the Rulebook and the relevant Resolutions issued pursuant to the above rules with regard to the provision of the Bondholder Representative Service;
  - d) the conditions for the meetings of the bondholders, in particular with regard to the convening, setting up and conduct of the meetings and the manner of exercising the bond rights;
  - e) the conditions based on which bondholders will be identified, in compliance with the Rulebook and the relevant Resolutions issued for the matter concerned;
  - f) any other term relating to the use of the Service by the Issuer.
3. Financial information of the Issuer, as requested by ATHEXCSD, to assess the solvency of the Issuer in relation to the Service provided.



## 2. Identification of entitled bondholders

1. In order to hold their meetings, bondholders should be identified in accordance with the terms of the bond loan, such as those laid down in the prospectus or the offering circular.
2. In order to identify bondholders in accordance with the conditions of paragraph 1 either by the procedures of Article 1 of Part 1 and of Part 3 or by those of Article 3 of Part 2 hereof, account shall be taken of the procedures for keeping the bonds in book-entry form through the Securities Accounts, in the DSS, of the Participants, the Registered Intermediaries or other Intermediaries, pursuant to Article 1.2.3 of Part 1 of Section VIII.

## 3. Issuance of Certificates

1. In order for ATHEXCSD to issue a certificate to an entitled bondholder, similar procedures to those referred to in Article 3 of Part 1 of this Resolution, shall be applied.

## Entry into force

1. This resolution shall be made public via the website [www.athexgroup.gr](http://www.athexgroup.gr) . This shall become effective from its publication, namely from 12.04.2021.
2. The publication hereof shall be subject to the formalities set out in Article 2.6 of Part 2 of Section I of the Rulebook.

## Annex I

### ‘Corporate actions for securities not listed on a Trading Venue’

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

#### A. Corporate actions relating to restructurings

|  |
|--|
| The company shall submit the following supporting documents:   |
| 1. an application/a letter regarding the registration of rights or the cancellation of stocks/bonds that can also be (the application/letter) transmitted electronically by its legal representatives in accordance with the procedures of ATHEXCSD; |
| 2. an application by the company for the issuance of ISIN - CFI and FISN codes of the pre-emptive rights;  |

|    |  |
|----|--|
| 3. | data or supporting documents demonstrating the corporate action decision of the competent body of the company based on 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. | a Beneficiaries Allocation File whose fields should be filled in according to the procedures of ATHEXCSD, where required;  |

B. Corporate communications and other corporate events

|  |   |
|--|---|
| The company shall submit the following supporting documents: |   |
| 1.   | an application/letter for the holding of the corporate event or the notification of the corporate announcement by ATHEXCSD which may also be transmitted electronically by its legal representatives in accordance with the procedures of the ATHEXCSD; |
| 2.   | data or supporting documents demonstrating the corporate action decision of the competent body of the company based on which it requests the registration of the relevant rights;   |
| 3.   | a copy of the relevant approval decision of the competent authority, where required;  |
| 4.   | a Beneficiaries Allocation File whose fields should be filled in according to the procedures of ATHEXCSD;   |

C. Benefits and other financial distributions

|                           |   |
|---------------------------|---|
| The company shall submit: |   |
| 1.                        | an application/a letter for the financial distribution or distribution of other benefits that can also be (the application/letter) transmitted electronically by its legal representatives in accordance with the procedures of ATHEXCSD; |
| 2.                        | a notice regarding the financial distribution or distribution of other benefits   |

**Annex II<sup>15</sup>**

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<sup>15</sup> Annex II was replaced as above by virtue of decision no. 313/26.04.2021 of the Board of Directors with effect as of its posting.

**Issuer's application for use of the Standardized Service "Depository & Technological Services Package" of ATHEXCSD Resolution 8.**

**ISSUER'S APPLICATION FOR USE OF THE DEPOSITORY & TECHNOLOGICAL SERVICES PACKAGE OF ATHEXCSD**

**TO**

**HELLENIC CENTRAL SECURITIES DEPOSITORY S.A. (ATHEXCSD)**

**Department of .....**

*(This application is submitted electronically to the email address of the above Department: .....)*

*By this application, the Company ..... (hereinafter the "Company" whose registered office is at ....., with Hellenic Business Registry reg. no. ....., legally represented for the signing of these presents by ....., with email address ..... which will be used for the purposes hereof, requests the use of the Depository & Technological Services Package provided by ATHEXCSD, in implementation of the Registry, Corporate & Other Related Actions Service of Section VIII of the ATHEXCSD Rulebook (Government Gazette B/1007/16.03.2021) and Resolutions 8, 14 and 18 of the Board of Directors of ATHEXCSD, as posted on the website ([www.athexgroup.gr](http://www.athexgroup.gr)), of which services the Company has full knowledge and unreservedly accepts their content and which are as follows:*

**DEPOSITORY & TECHNOLOGICAL SERVICES PACKAGE:**

*The Depository & Technological Services Package of ATHEXCSD, the use of which is being requested by the Company, relates to the services for:*

- a) the transmission of the shareholder identification request in respect of general meetings held partly or wholly electronically or other corporate events of Issuers, or whenever this is requested by Issuers in accordance with applicable provisions as appropriate, as well as of the response to the request based on data in the Securities Accounts of the DSS;*
- b) the transmission of information to Participants regarding Securities Accounts of Shares of beneficiaries in the DSS in relation to general meetings held partly or wholly electronically or other corporate events of Issuers;*

*c) the translation into English of the information of point b), provided this is requested by the Issuer. (Optional service. If it is not going to be used, this subparagraph should be deleted);*

*d) the collection of identification data of entitled shareholders, including the data reconciliation process and transmission of the data to the Issuer (via Axialine);*

*e) the granting to Issuers of the right to use the electronic platform administered by ATHEXCSD for the holding of electronic general meetings (AXIA E-SHAREHOLDERS MEETING), including facilitation of the exercise of shareholder rights, as well as any other related service such as confirmation of receipt of votes and confirmation of recording and counting of votes.*

*The Depository & Technological Services Package being requested by the Company includes the following specific services:*

*- Services for the conversion of files to ISO 20022 or 15022 format, in respect of requests for identification and information pertaining to Issuers regarding general meetings or other corporate actions, with conversion carried out on the basis of format specification and data processing files of ATHEXCSD.*

*- Services for translation into English of the aforementioned information, as provided to ATHEXCSD by the Issuer and converted in accordance with the above. (If the service is not selected, this field should be deleted).*

*- Services for the granting to Issuers of the right to use the electronic platform administered by ATHEXCSD for the holding of electronic general meetings (AXIA E-SHAREHOLDERS MEETING), including facilitation of the exercise of shareholder rights, as well as any other related service such as confirmation of receipt of votes and confirmation of recording and counting of votes.*

*Regarding the use of the Depository & Technological Services Package, the Company declares that:*

*- it will comply with the terms of their provision in accordance with the ATHEXCSD Rulebook, Resolutions 8, 14 and 18 of the Board of Directors of ATHEXCSD and specific technical terms laid down by ATHEXCSD;*

*- in addition, in respect of the Services under e) above, it will submit to ATHEXCSD for each general meeting (ordinary or extraordinary) a separate Application with the Special Terms – “AXIA E-SHAREHOLDERS MEETING SERVICE” which are laid down by ATHEXCSD, as they apply and are attached as an Annex hereto and form an integral part hereof, and that it will comply with*

*the terms governing their provision in accordance with Resolution 14 of ATHEXCSD;*

*- it shall pay the charges for the Services under a) and d) above in accordance with Resolution 18 and for the Services under e) above in accordance with the aforesaid Special Terms – “AXIA E-SHAREHOLDERS MEETING SERVICE”.*

*The Company declares that:*

- 1. the manner of use of the electronic media and methods provided by ATHEXCSD in the framework of the Depository & Technological Services Package for the setting up and holding of a general meeting by the Company or the conducting of another corporate event in accordance with the above shall be under the full and exclusive responsibility of the Company and/or third parties authorized by it, and*
- 2. the identification data of shareholders and their representatives in accordance with the terms of Resolution 8 shall be used exclusively in the framework of use of the above Services and more specifically to facilitate the holding of general meetings or other corporate events remotely, on the basis of applicable provisions as appropriate and certainly in accordance with legislation on the protection of personal data (GDPR), and/or for other lawful purposes which the Company makes public by its invitation or other announcements.*

*The Company declares that it will comply with its obligations to ATHEXCSD with respect to the use of the Services provided as above in accordance with the ATHEXCSD Rulebook, Resolutions 8, 14 and 18 of the Board of Directors of ATHEXCSD, the applicable technical terms stipulated by ATHEXCSD, and the Special Terms of the Annex “AXIA E-SHAREHOLDERS MEETING SERVICE” attached hereto, while in the event of any non-compliance, ATHEXCSD shall be immediately entitled to terminate the Company’s access to the above Services in accordance with a relevant decision that it will communicate to the Company through its email address as provided above.*

*The Company may cease its use of the above Services by means of a written declaration to ATHEXCSD, communicated in the same way as for this application (by email), provided it has fulfilled all its obligations to ATHEXCSD arising from the use of the above Services.*

**Date**

**Full Name of Legal Representative –**

**Signature & Stamp**

**ALSO TO BE SUBMITTED:**

*1. AUTHORIZATION TO REPRESENT THE COMPANY (BASED ON ITS RECORDING IN THE HELLENIC BUSINESS REGISTRY OR ITS RECEIPT DIRECTLY FROM HBR)*

*2. SUPPORTING DOCUMENTS RELATING TO THE GENERAL MEETING (INVITATION, SIGNING OF THE SPECIAL TERMS "AXIA E-SHAREHOLDERS MEETING SERVICE" AS ATTACHED / OR OTHER CORPORATE EVENT IN ACCORDANCE WITH ATHEXCSD PROCEDURES*

**ATTACHED AS ANNEXES HERETO:**

*1. ANNEX – APPLICATION/SPECIAL TERMS "AXIA E-SHAREHOLDERS MEETING SERVICE" (TO BE SIGNED FOR EACH ORDINARY OR EXTRAORDINARY GENERAL MEETING) ([link](#))*

*2. ANNEX – PRINTED FORMS RELATING TO GENERAL MEETINGS OR OTHER CORPORATE EVENTS, PROVIDED BY ATHEXCSD*