



ATHEXGROUP
Athens Exchange Group

Press Release

July 26, 2016

The U.S. Securities and Exchange Commission recognizes the Athens Stock Exchange as a “Designated Offshore Securities Market” under U.S. Regulation S

On July 15 2016, the [U.S. Securities and Exchange Commission \(SEC\)](#), the supervisory authority of the U.S. capital markets, has recognized the [“Hellenic Exchanges–Athens Stock Exchange S.A. \(ATHEX\)”](#) as a [“Designated Offshore Securities Market \(DOSM\)”](#) within the meaning of Rule 902 (b) of Regulation S under the U.S. Securities Act of 1933, as amended (Securities Act). With this designation, ATHEX joins a number of leading international stock exchanges which have already been designated as DOSM.

Advantages from the designation

The designation of [Hellenic Exchanges–Athens Stock Exchange S.A. \(ATHEX\)](#) as DOSM provides several advantages to both investors and issuers:

- All kinds of securities issued in Greece and listed and traded on the Athens Stock Exchange may now be resold, without requiring the seller to form a prior reasonable belief that the buyer is outside of the United States. Prior to that, investors who wished to sell such securities (i.e., equity or debt securities issued by ATHEX listed companies in a private placement under the U.S. securities laws) had to take certain measures to ascertain the location of the purchaser prior to re-selling. With this designation, investors will be able to resell such securities without having to follow procedures to ensure that the securities are not being purchased by a buyer in the United States or a U.S. person.
Consequently, trading in the securities listed on ATHEX will be more facilitated.
- A more liquid resale market is expected to develop, which is likely to make private placements of Greek securities issued by ATHEX-listed companies more attractive to U.S. investors.
- Moreover, subject to satisfying certain other criteria, the DOSM designation will also facilitate the dissemination of research reports during offerings of securities



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(including private placements of debt and equity securities) by issuers whose shares traded on ATHEX for at least twelve months.

Legal Background

Regulation S provides a “safe harbor” for offers of securities made outside the United States. An offering of securities, whether private or public, made by an issuer outside of the United States in reliance on Rule 903 of Regulation S need not be registered under the Securities Act. The “safe harbor” provided by Rule 904 of Regulation S applies to re-sales of securities by persons other than the issuer, a distributor or persons acting on their behalf. An offer or sale of securities that satisfies the conditions of Rule 904 is deemed to occur outside the United States and therefore is not subject to the registration requirements of the Securities Act.

The availability of the Rule 904 resale “safe harbor” is contingent on two general conditions: (i) the offer or sale must be made in an “offshore transaction”, and (ii) no “directed selling efforts” may be made by the issuer, a distributor, any of their respective affiliates or any person acting on their behalf. For a resale to be considered an “offshore transaction”, the offer cannot be made to a person in the United States. Specifically, at the time when the buy order is originated, the buyer must be physically outside of the United States or the seller must reasonably believe that the buyer is outside of the United States. However, Regulation S also provides that, instead of researching the location of the buyer, the seller may execute the resale transaction on or through the facilities of a “designated offshore securities market” (provided there has been no pre-arranged sale in the United States). In this case, the location of the buyer does not matter. Accordingly, provided that there no directed selling efforts in the United States, re-sales of securities listed on ATHEX by persons who are not issuers, distributors or their affiliates will now automatically qualify as 'offshore transactions' under Regulation S.



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About Athens Exchange Group

Athens Exchange Group (ATHEX Group), is a group of companies that provide support to the Greek Capital Market. ATHEX Group and its subsidiaries operate the organized Equities and Derivatives markets, perform clearing and settlement of trades, supply integrated software solutions and services to the Greek capital market community and promote the investment culture in Greece. ATHEX Group is a listed company in local market (symbol: [HELEX](#)).

The Exchange, through its markets, offers solutions and financing tools to businesses, expands investor choice by providing a safe, stable and easy environment in full harmony with international practices and the European regulatory framework.

Its shares are traded on the Main Market of the Athens Exchange (Symbol: [EXAE](#)).

More information about the Athens Exchange Group, can be found in the links provided here, [website](#), [company profile](#) and [overview of the market](#).
