



# **HELLENIC EXCHANGES HOLDING S.A.**

## **PROSPECTUS**

**FOR AN INCREASE IN THE COMPANY'S SHARE CAPITAL BY  
CONTRIBUTION IN KIND**

**BY MEANS OF RESOLUTION OF THE EXTRAORDINARY GENERAL  
MEETING OF SHAREHOLDERS ON 28.12.01**

**THE BOARD OF DIRECTORS OF THE CAPITAL MARKET COMMISSION  
APPROVED THE CONTENT OF THIS PROSPECTUS ONLY IN RELATION TO  
COVERAGE OF THE INVESTING PUBLIC'S NEED FOR INFORMATION AS  
DETERMINED BY THE PROVISIONS OF PRESIDENTIAL DECREE 348/1985.**

Note that this Prospectus is not signed by the Underwriter, nor is its intercession required by Law. Note too that no legal – financial – accounting audit has been carried out by independent auditors.

**ISSUE CONSULTANTS**



**ATHENS, DECEMBER 2001**

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**Financial Statements of the company ‘HELLENIC EXCHANGES HOLDING S.A.’**

1. Consolidated Financial Statement of ‘HELLENIC EXCHANGES HOLDING S.A.’ for the period 01.01 – 30.09.2001
2. Consolidated Financial Statement of ‘HELLENIC EXCHANGES HOLDING S.A.’ for the 2000 financial period
3. Financial Statement of ‘HELLENIC EXCHANGES HOLDING S.A.’ for the period 29.03.00 – 30.09.2001

**Financial Statements of AFFILIATED COMPANIES**

4. Consolidated Financial Statements of ‘ATHENS STOCK EXCHANGE S.A.’ for the financial years 1999 – 1997
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6. Financial Statement of ‘CENTRAL SECURITIES DEPOSITORY S.A.’ for the period 01.01 – 30.09.01 and Financial Statements for the financial years 2000 – 1997
7. Financial Statement of ‘ATHENS DERIVATIVE EXCHANGE S.A.’ for the period 01.01 – 30.09.01 and Financial Statements for the financial years 2000 – 1999
8. Financial Statement of ‘ATHENS DERIVATIVES EXCHANGE CLEARING HOUSE S.A.’ for the period 01.01 – 30.09.01 and Financial Statements for the financial years 2000 – 1999
9. Financial Statement of ‘THESSALONIKI STOCK EXCHANGE CENTRE S.A.’ for the period 01.01 – 30.09.01 and Financial Statements for the financial years 2000 – 1997
10. Financial Statement of ‘SYSTEMS DEVELOPMENT AND CAPITAL MARKET SUPPORT S.A.’ for the period 01.01 – 30.09.01 and Financial Statements for the financial years 2000 – 1997

# 1. BRIEF INFORMATION ABOUT THE ISSUING COMPANY HELLENIC EXCHANGES HOLDING S.A.

HELLENIC EXCHANGES HOLDING S.A. is a holding company which receives all the profits created by the activity of the ATHENS STOCK EXCHANGE S.A. (hereafter referred to as ASE S.A.), which is a 100% subsidiary of HELEX. As an autonomous legal entity, the revenues of HELEX, as it operates today, consist exclusively of the dividend distributed by ASE S.A.

ASE was a public law entity until 1995 when it was converted to a Public Limited Company (S.A.) by Law 2324/95, with the Greek State as its sole shareholder.

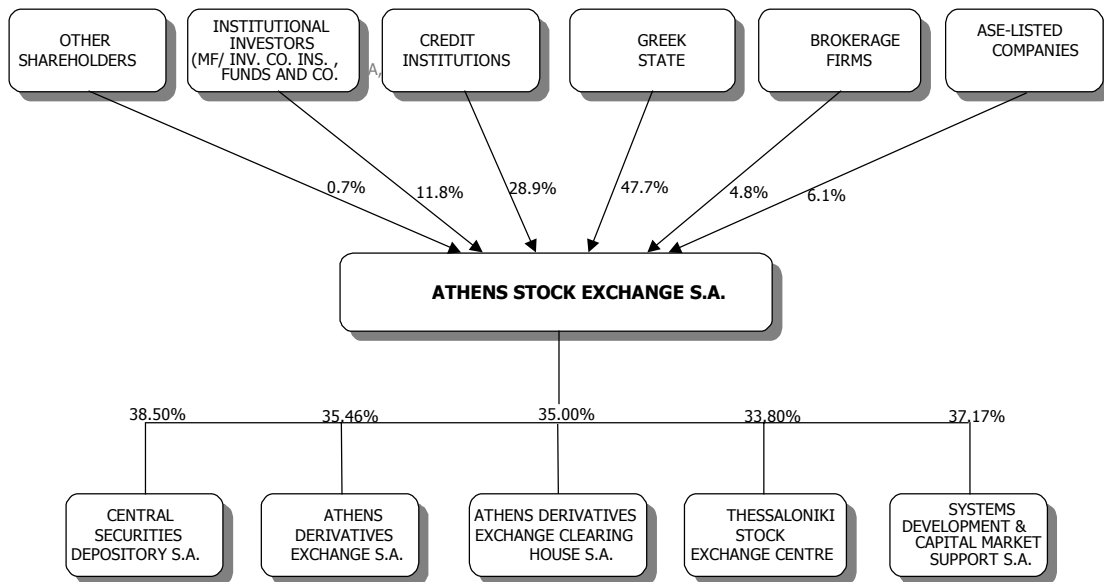
In December 1997, through a private placement, the Greek government offered 1,983,270 of its ASE shares (39.67% of the share capital) to selected investors (credit institutions, stock brokerage firms, institutional investors, etc).

In December 1998, through private placement, the Greek government offered a further 600,000 of its ASE shares (12% of the share capital) to selected investors.

In July 1999, the Greek State transferred an additional 32,470 of its shares to ASE personnel, in compliance with the 13 May 1999, decision of the Privatization Commission (Greek acronym, "DEA") and decision 2/47663/0025/13.7.99 of the Minister of National Economy and Finance.

This summary presents the Issuing Company, HELLENIC EXCHANGES S.A. (hereafter referred to as the Company or HELEX) and in particular the manner in which it was founded, its activity and related financial data.

Following the three private placements mentioned above, the shareholders composition and the group of companies of ASE S.A. were as follows:



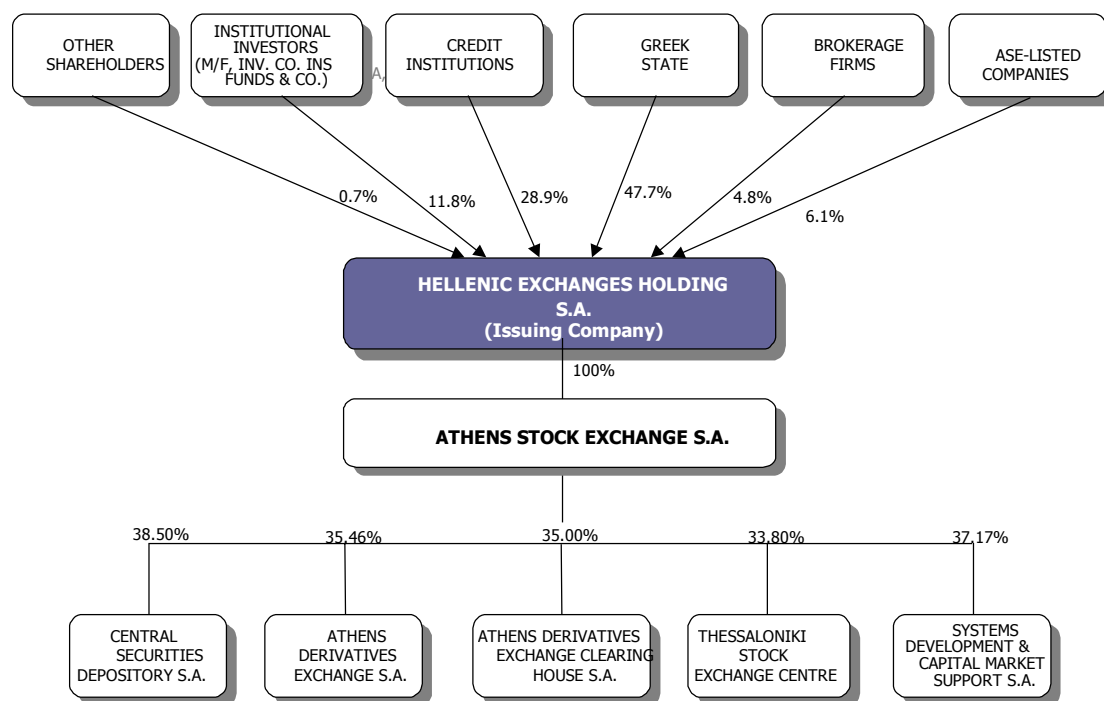
*Note: The diagram above does not include ASE's participations in the Auxiliary Settlement Fund (12.04%) and in the two non-profit companies of the Group, ASE Training Centre S.A. (40.00%) and Stock Market Studies Company S.A. (33.33%).*

During the second private placement, the Greek State, as the main shareholder, announced that it would give its consent for the shares of ASE S.A. to be listed on the Main Market of ASE in whatever way would finally be selected. In accordance with that commitment, it was decided to form a holding company the share capital of which would comprise its 100% holding in the share capital of ASE S.A.

Arrangements for the establishment of that holding company were made by article 51 of Law 2778/99 (Gov. Gazette 295/30.12.99) and a government decision dated 14.2.2000. Accordingly, in January 2000, all shareholders of ASE S.A. were invited to participate in the founding capital of the issuing company Hellenic Exchanges Holding S.A., offering their ASE shares as well as cash. All ASE shareholders accepted the offer and the Articles of Association of the issuing company were signed on 14.2.2000. Hellenic Exchanges Holding S.A. was incorporated by the Deputy Minister of Development (Decision K2-3040/29-3-2000) and registered as public company number no. 45688/06/B/00/30.

With the completion of the above procedure, the issuing company became the sole shareholder in ASE S.A. The breakdown of shareholdings and the group of its companies before the listing its shares on the Athens Stock Exchange were as follows:

*Note: The diagram above does not include ASE's shareholding in the Auxiliary Settlement Fund (1.75%) and in the two non-profit companies of the Group, ASE Training Centre S.A. (40.00%) and Stock Market Studies Company S.A. (33.33%).*



As a result of the above structure, the issuing company receives the earnings generated by the activities of ASE and its affiliated companies, in proportion to the percentage participation. The law covering the founding of the issuing company also covers the following:

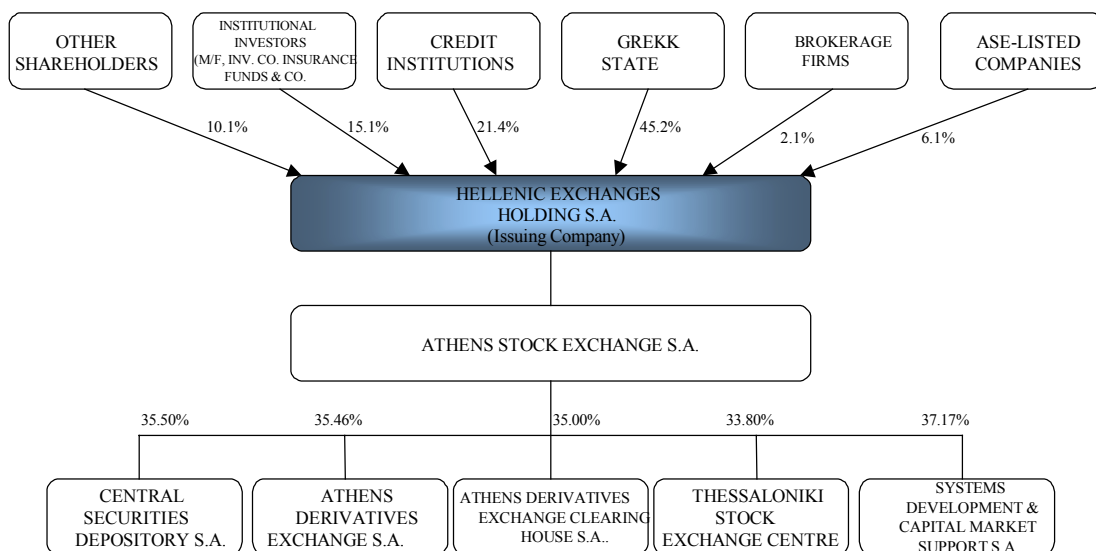
- The issuing company is not a government body and is not governed by regulations which place limitations on public law entities.
- The Board of Directors of HELLENIC EXCHANGES S.A. is prohibited from participating in any way in the supervisory activities of ASE and in the determination of pricing policy for services it renders.
- Supervision and inspection of HELLENIC EXCHANGES S.A., regarding its various obligations as a company issuing stock listed on regulated capital market, is the exclusive responsibility of the Hellenic Capital Market Commission.

- Article 51 of Law 2778/99 especially provides that a listing on the Athens Stock Exchange of the issuing company's shares, and the shares of the companies included in its consolidated financial statements, may be authorised by decision of the Hellenic Capital Market Commission.

These provisions ensure the separation of the operational activities and the supervision of ASE on the one hand and HELLENIC EXCHANGES S.A. as a listed company on the other.

The Company listed its shares on the Athens Stock Exchange on 21.08.00. The shares of the Company are traded on the Main Market.

The shareholders composition and the Group of companies as at 20.12.2001 were as follows:



*Note: The diagram above does not include ASE's shareholding in the Auxiliary Settlement Fund (1.75%) and in the two non-profit companies of the Group, ASE Training Centre S.A. (40.00%) and Stock Market Studies Company S.A. (33.33%).*

## 2. BRIEF INFORMATION ABOUT ISSUE

<b>TOTAL SHARES BEFORE ISSUE</b>	<b>52,500,000</b>	Registered
ISSUE OF NEW SHARES DUE TO TRANSFER OF SHARES OF THE HELEX GROUP COMPANIES OWNED BY THIRD PARTIES	Maximum number of registered shares: <b>18,683,617</b> or the number of shares corresponding to shares to be exchanged against the above increase (Art.13a Codified Law 2190/1920)	
<b>TOTAL SHARES AFTER ISSUE</b>	Maximum number of registered shares (see above): <b>71,183,617</b>	
Nominal value of share	Euro 5.05 (1,720.7875 GRD)	
<b>Accounting value of share as of 30.09.2001</b>	<b>Euro 6.32 (2,152.07 GRD)</b>	
<b>TOTAL SHARE CAPITAL INCREASE</b>	Maximum amount of increase (see above): <b>Euro 94,352,266 (32,150,534,588 GRD)</b>	
Reserves at par value	Maximum amount of increase: <b>Euro 71,010,948 (24,196,980,629 GRD)</b>	
<b>TOTAL ISSUE</b>	Maximum amount of increase: <b>Euro 165,363,214 (56,347,515,217 GRD)</b>	
Trading unit at the Athens Stock Exchange	Paperless certificate of 10 shares.	

It should be noted that this increase is not addressed to existing HELEX shareholders. The participation of third shareholders to whom this increase is addressed is optional. It should also be noted that there will not be any escalation of the share price.

**New shares shall be entitled to dividend from the profits of the first period in excess of twelve months ending on 31.12.2001.**

### **Taxation on third contributors:**

Upon contribution of shares to the share capital increase the company the following tax provisions shall apply:

1. The contribution of shares shall be exempted from individual taxation of Article 13, para.2 of Law 2238/1994 as in force, in accordance with the Circular of the Ministry of Finance 1105373/11006PE/B0012/POL1033/25.1.2000 and
2. The goodwill arising upon contribution of shares in domestic public limited companies which are not listed in the ASE by HELEX shareholders in domestic public limited companies for the coverage of the share capital increase of HELEX, shall be exempted from income tax since such goodwill appears in special untaxed reserves account. In case of distribution of untaxed reserves or liquidation of the business, such untaxed reserves shall be subject to taxation in accordance with the applicable provisions, while no income tax shall be payable in case of capitalization thereof, in accordance with article 14 of Law 2954/2001.

It should be noted that as of 1.1.2001, trading, realization and settlement of transferable securities on the Athens Stock Exchange shall only be carried out in Euro and that the listing price of new



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transferable securities or options of companies listed in the ASE, shall only be expressed in Euro as a whole multiple of drachmas equal to one cent.

**Issue consultants**

ALPHA FINANCE Asset Management

ETEBA

### 3. BRIEF INFORMATION ABOUT THE SHARE CAPITAL INCREASE

#### 3.1 General information about the increase

Following the decision of the extraordinary General Meeting of shareholders of Hellenic Exchanges Holdings S.A. dated 28.12.2001, the increase of the share capital of the company was approved, by means of contribution of shares of the companies 'Athens Derivative Exchange S.A.', 'Central Securities Depository S.A.', 'Athens Derivatives Exchange Clearing House S.A.', 'Thessaloniki Stock Exchange Centre S.A.' and 'Systems Development and Capital Market Support S.A.' owned by third shareholders (outside the Group).

The shareholders are entitled to contribute the total number of shares held in the companies 'Athens Derivative Exchange S.A.', 'Athens Derivatives Exchange Clearing House S.A.', 'Thessaloniki Stock Exchange Centre S.A.' and 'Systems Development and Capital Market Support S.A.'.

In particular, as regards the shares of the 'Central Securities Depository S.A.', contributions shall be accepted up to the limit of 90,000 shares per shareholder, amounting to a total contribution of 3,888,300 shares. In case of certain shareholders not contributing their shares in order to reach the above amount, the contribution of interested shareholders holding the lowest remaining number of shares of the 'Central Securities Depository S.A.' shall be accepted in whole or in part on a first come first served basis. If the proposed contribution of shares of the CSD is fully covered, 3,591,700 shares of the CSD are expected to remain in the hands of third shareholders, while HELEX and the ASE shall hold 70.32% of the share capital of the CSD.

Following the above increase, the share capital of the Company shall be increased to a maximum of € 94,352,265.85 (32,150,534,588.3875 GRD) and at par value of a total of € 71,010,948.2876 (24,196,980,629.0125 GRD) with the contribution of the aforementioned companies and third shareholders of such companies shall receive shares of HELEX. **Such increase shall not include shares held by the companies of the group.** By means of this increase a maximum of 18,683,617 new registered shares with a nominal value of € 5.05 (1,720.7875 GRD) each shall be issued (see details in chapter 7 'SHARE CAPITAL INCREASE').

With the aforementioned increase, the number of shares of the company shall be as follows:

<i>Existing shares</i>	<i>52,500,000 registered shares of nominal value of 1,720.7875 GRD (€ 5.05)</i>
<i>Issue of new shares with contribution in kind <sup>(1)</sup></i>	<i>18,683,617 registered shares of nominal value of 1,720.7875 GRD (€ 5.05)</i>
<b>TOTAL</b>	<b>71,183,617 registered shares of nominal value of 1,720.7875 GRD (€ 5.05)</b>

*(1) The total number of new shares to be issued has been calculated on the assumption that the shareholders of the HELEX Group (ASE S.A. excluded) to whom this proposal is addressed, as provided for by the terms of the decision of the General Meeting, shall contribute their shares to be exchanged for HELEX shares.*

Moreover, such decision of the General Meeting provides that the terms of article 13(a) of Codified Law 2190/1920 shall apply, therefore, in case of less than full coverage of the increase, the share capital shall only be increased to the amount corresponding to shares contributed and the Board of

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Directors, following the certification of payment, shall proceed to a) the issue of the corresponding number of new registered shares and b) the actions provided for by law for the amendment of the relevant article of the Articles of Association on capital of the company within the deadline set by law.

It should be noted that this increase is not addressed to existing HELEX shareholders. The participation of third shareholders to whom this increase is addressed is optional. It is also noted that there shall not be any escalation of the share price.

### **3.2 Grounds for the proposal for exchange of shares**

The exchange of shares of the companies ‘Athens Derivative Exchange S.A.’, ‘Central Securities Depository S.A.’, ‘Athens Derivatives Exchange Clearing House S.A.’, ‘Thessaloniki Stock Exchange Centre S.A.’ and ‘Systems Development and Capital Market Support S.A.’ owned by third shareholders (outside the Group) with HELEX shares is the first step to the reorganization of the HELEX Group.

With this first step to reorganization, HELEX shall incorporate larger value and profitability, while third shareholders shall obtain negotiable shares. The equities of the company are expected to increase by approximately 56 bn GRD, provided the increase is fully covered. At the same time, such increase is expected to provide greater flexibility to the establishment of the Group's commercial policy as well as its general development strategy as analyzed hereinafter.

In parallel, with the proposed reorganization, the Greek State maintains at this stage its statutory minority of 1/3 in the full privatization of HELEX.

By means of the aforementioned procedure, the following strategic goals are achieved:

- Establishment of a reinforced comprehensive group concentrating the financial results arising from operating activities and management of Greek capital markets in HELEX;
- Establishment of consolidated and effective decision-making processes;
- Achievement of economies of scale and reduction of operating expenses of the Group;
- Better exploitation of human resources and adoption of common marketing and sales methods;
- Global and shared exploitation of cash and portfolio of the companies in the Group aiming at achieving optimum capital structure on a consolidated basis.

Reorganization will offer the group the opportunity to redistribute the services it provides among its companies, transfer activities from one company of the Group to the other or even merge similar activities.

In addition, the establishment of a single Group under HELEX will facilitate the achievement of strategic cooperation in the context of the procedure for the consolidation of European stock exchanges activities. HELEX believes that by having under its control all activities of its companies without third shareholders having a significant financial interest it will obtain additional freedom in its negotiations for a strategic alliance with other European stock exchanges.

The reorganization will be completed upon implementation of the following steps which include:

- The merger of the two stock exchanges (ASE) and derivatives (ADEX) as the prevailing international practice suggests;
- The conversion of ADECH into a major counterpart, undertaking the risk of trading both in the securities and derivatives market with the corresponding limitation of the activity of the CSD.

The implementation of the financial reorganization of the HELEX Group will also facilitate its further privatization. In particular, the State will proceed to the distribution of its share which today amounts to 45.23%, to qualified investors (credit institutions, institutional investors, etc.). This percentage is expected to be reduced to 33.34% following the completion of the scheduled share capital increase of HELEX by contribution in kind.

### 3.3 Brief information about the exchange of shares

The valuation of contributed shares of the companies in the Group was carried out by a special committee provided for by article 14 of Law 2954/2001, while, in addition, the management of HELEX assigned the international auditors firm PriceWaterhouseCoopers the task of defining the reasonable ratio range of values of the companies and subsequently the reasonable exchange ratio for the exchange of contributed shares with HELEX shares (fairness opinion).

On the basis of the valuation report drawn up on December 4, 2001 by the special evaluation committee, the value of shares of the companies in the Group (HELEX and ASE S.A. excluded) was set as follows:

VALUATION OF COMPANIES BY THE SPECIAL COMMITTEE			
Company	Company value on the basis of valuation dated 30.06.2001 (in bn GRD) (1)	Total number of shares (2)	Value of share (in GRD) (1/2)
Athens Derivative Exchange S.A.	22.9	3,000,000	7,633.33
Central Securities Depository S.A.	87.8	12,000,000	7,316.67 (*)
Athens Derivatives Exchange Clearing House S.A.	21.3	8,000,000	2,662.5
Thessaloniki Stock Exchange Centre S.A.	2.1	100,000	21,000
Systems Development and Capital Market Support S.A.	5.5	450,000	12,222.22

(\*) Due to the increase of the CSD share capital on 5.12.2001 by 100,000 new shares with a nominal value of 1,000 GRD and on the basis of the value determined by the Special Committee as aforementioned, the value of shares of the CSD is set at 7,256.198 GRD.

The valuation of the companies in the Group was carried out on 30.06.2001. The calculation of the value was based on assumptions according to budget information provided by the management of the companies.

The findings from the assessments of the Auditors firm presented in the report drawn up on December 5, 2001, on the basis of the valuation methods used, defined the value of HELEX compared to the value of the companies in the Group as follows:

<b>EXCHANGE RATIO OF SHARES</b>			
<b>HELLENIC EXCHANGES HOLDING S.A. <sup>(1)</sup></b>			
	<b>Minimum ratio</b>	<b>Maximum ratio</b>	<b>10% Premium <sup>(2)</sup></b>
Athens Derivative Exchange S.A.	2.0	2.4	2.6
Central Securities Depository S.A.	1.9	2.2	2.5
Athens Derivatives Exchange Clearing House S.A.	0.8	0.9	1.0
Thessaloniki Stock Exchange Centre S.A.	4.9	6.6	7.2
Systems Development and Capital Market Support S.A.	3.1	3.8	4.1

(1) For the comprehension of ratios, it is indicatively mentioned that 1 (one) HELEX share corresponds to 2 shares of the Athens Derivatives Exchange S.A. Subsequent ratios shall be read accordingly.

(2) In similar dealings for the acquisition of the total share capital, the payment of premium is observed as a motive to sellers in order to accept the bid. For the purposes of the proposed dealing, the Auditors Firm considers the increase of exchange ratios with premium amounting to 10% to be reasonable.

The valuation of the companies in the Group was carried out on 30.06.2001. The calculation of the value was based on assumptions according to forecasts of results provided by the management of the companies and were subsequently discussed and confirmed by the Management of HELEX. The fairness of the aforementioned exchange ratios for the HELEX shareholders was also confirmed by a letter of the auditors company PriceWaterhouseCoopers dated 20.12.2001, which took into account the financial statements of the companies dated 30.9.2001.

The Extraordinary General Meeting of the company's shareholders dated 28.12.2001 has decided, taking into account the findings of the comparative valuation of the auditors firm, that the fair and reasonable value ratios of HELEX to the value of each company in the Group are as follows:

<b>EXCHANGE RATIO OF SHARES</b>	
<b>HELLENIC EXCHANGES HOLDING S.A. - Value ratio <sup>(1) (2)</sup></b>	
Athens Derivative Exchange S.A.	2.40
Central Securities Depository S.A.	2.50
Athens Derivatives Exchange Clearing House S.A.	0.87
Thessaloniki Stock Exchange Centre S.A.	6.56
Systems Development and Capital Market Support S.A.	3.76

(1) For the comprehension of ratios, it is indicatively mentioned that 1 (one) HELEX share corresponds to 2.4 shares of the Athens Derivatives Exchange S.A. Subsequent ratios shall be read accordingly.

(2) The exchange ratio for subsidiaries has been based on the maximum exchange ratio in accordance with the findings of the auditors firm as presented in the table above, the exchange ratio for the CSD based on a 10% premium excluded.

Since the exchange of shares is optional, but available only to interested third shareholders (outside the Group), the General Meeting has decided that the provisions of article 13(a) of Codified Law 2190/1920 shall apply, therefore, in case of less than full coverage of the increase, the share capital shall only be increased to the amount corresponding to shares contributed and the Board of Directors, following the certification of payment, shall proceed to a) the issue of the corresponding number of new registered shares of nominal value of € 5.05 (1,720.7875 GRD) and b) the actions provided for by law for the amendment of the relevant article of the Articles of Association on capital of the company within the deadline set by law.

On the assumption that all third shareholders (companies in the Group excluded) contribute their shares to exchange them with shares of HELEX, a total of 18,683,617 new shares of HELEX of nominal value of € 5.05 (1,720.7875 GRD) shall be issued. Therefore, the new total share capital of the company shall amount to Euro 359,477,265.85 (122,491,878,338.387 GRD), divided into 71,183,617 registered voting shares, with a nominal value of Euro 5.05 (1,720.7875 GRD) each. The difference of Euro 71,010,948.2876 (24,196,980,629.0125 GRD) arising from the issue of new registered shares at par value, shall be credited to the account 'Special Reserves from the Issue of Shares at par Value'.

The following table presents in brief the increase of the HELEX share capital upon contribution of shares of the companies 'Athens Derivative Exchange S.A.', 'Central Securities Depository S.A.', 'Athens Derivatives Exchange Clearing House S.A.', 'Thessaloniki Stock Exchange Centre S.A.' and 'Systems Development and Capital Market Support S.A.' owned by third shareholders:

<b>Information about the share capital of the Company following the increase of share capital</b>	<b>(amounts in GRD)</b>	<b>(amounts in €)</b>
Share Capital prior to the capital increase	90,341,343,750	265,125,000
Capital increase with contribution of shares (maximum amount)	32,150,534,588	94,352,265
Share Capital following the capital increase (maximum amount)	122,491,878,338	359,477,265
Nominal value of share	1,720,7875	5.05
Number of Shares following the capital increase (maximum number)	71,183,617	
Trading unit on the ASE	Paperless certificate of 10 shares	

The following table presents the structure of HELEX equities after the share capital increase with the contribution of shares in the companies 'Athens Derivative Exchange S.A.', 'Central Securities Depository S.A.', 'Athens Derivatives Exchange Clearing House S.A.', 'Thessaloniki Stock Exchange Centre S.A.' and 'Systems Development and Capital Market Support S.A.' owned by third shareholders, on the basis of information dated September 30, 2001 (date of the last accounting statement):

<b>EQUITIES BEFORE AND AFTER THE INCREASE</b>			
<i>Amounts in GRD</i>	<b>Before the increase</b>	<b>Maximum amount of increase (1)</b>	<b>Maximum amount after the increase</b>
Number of Shares	52,500,000	18,683,617	71,183,617
Nominal value (GRD)	1,720.7875	1,720.7875	1,720.7875
Share Capital	90,341,343,750	32,150,534,588	122,491,878,338
Reserves from the issue of shares at par value	8,685,218,750	24,196,980,629	32,882,199,379
Balance of profits 29.3.2000-30.9.2001	14,257,785,508		14,257,785,508
Less: Tax provision for the period 29.3.2000-30.9.2001	(300,839,274)		(300,839,274)
<b>Total Equities</b>	<b>112,983,508,734</b>		<b>169,331,023,951</b>
<i>Accounting value of share (GRD)</i>	<i>2,152.07</i>		<i>2,378.79</i>

*(1) The amounts of this increase have been calculated on the assumption that third shareholders of the HELEX Group to whom this proposal is addressed, as provided for in the terms of the decision of the General Meeting (the company and ASE S.A. excluded), shall contribute their shares to be exchanged for shares of HELEX.*

The shareholders composition of the company before and after the share capital increase is as follows:

<b>SHAREHOLDERS</b>	<b>BEFORE THE CAPITAL INCREASE (dated 20.12.2001)</b>		<b>AFTER THE CAPITAL INCREASE</b>	
	<b>Number of Shares</b>	<b>Percentage (%)</b>	<b>Number of Shares</b>	<b>Percentage (%)</b>
Greek State and Transferable Security Corporation (Greek Acronym 'DEKA')	23,746,210	45.23%	23,746,210	33.36%
Credit Institutions	11,254,230	21.44%	18,325,840	25.74%
Companies listed on the ASE	3,192,950	6.08%	3,192,950	4.49%
Brokerage companies	1,095,301	2.09%	8,741,243	12.28%
Insurance Funds	2,074,850	3.95%	2,238,350	3.14%
Asset management companies and Mutual Funds	2,766,450	5.27%	4,140,955	5.82%
Insurance Companies	708,200	1.35%	1,091,900	1.53%
Investment companies	2,362,170	4.50%	4,107,330	5.77%
Other companies	440,190	0.84%	489,390	0.69%
Foreign companies	529,118	1.01%	529,118	0.74%
HELEX Group Staff	200,984	0.38%	450,984	0.63%
Investors	4,129,347	7.87%	4,129,347	5.80%
<b>Total shares</b>	<b>52,500,000</b>	<b>100.00%</b>	<b>71,183,617</b>	<b>100.00%</b>

*The percentages of shareholders after this increase have been calculated on the assumption that third shareholders of the HELEX Group to whom this proposal is addressed, as provided for in the terms of the decision of the General Meeting (the company and ASE S.A. excluded), shall contribute their shares to be exchanged for shares of HELEX.*

*The shareholders composition after the capital increase decided by the Extraordinary General Meeting dated 28.12.2001 shall be finalized with the certification of payment of any shares exchanged against the increase decided in accordance with article 13a of Codified Law 2190/1920.*

The participation percentage of shareholders after the capital increase arise on the basis of exchange ratios of shares in the companies 'Athens Derivative Exchange S.A.', 'Central Securities Depository S.A.', 'Athens Derivatives Exchange Clearing House S.A.', 'Thessaloniki Stock Exchange Centre S.A.' and 'Systems Development and Capital Market Support S.A.' with shares of HELEX.

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### 3.4 Shares exchange procedure

Following the approval of this Prospectus by the Capital Market Commission, the Company shall publish an announcement in the press, inviting third shareholders in subsidiaries to contribute the shares they hold. The period of acceptance of contributions shall commence on the business day following the approval of this Prospectus by the Capital Market Commission and shall have a duration of 22 calendar days. The announcement shall mention the points where the Prospectus shall be made available, the period during which contributed shares shall be accepted, as well as that interested persons may receive an instruction guide and the following documents from ETEBA (at its central offices at 12-14 Amalias Avenue 102 36 Athens and its branch at 16-18 Katouni St., 546 25 Thessaloniki):

1. Private Agreement for the Participation in Share Capital Increase with the contribution in kind of Unlisted Shares;
2. The summaries of the valuation reports of PriceWaterhouseCoopers and the committee provided for in article 14 of Law 2954/2001.

Exceptionally, and provided that the acceptance period commences on 31.12.2001, and only on that date, the relevant documents shall be available and shall be submitted at the offices of HELEX.

Until the last day of the acceptance period inclusive, third shareholders shall submit the aforementioned documents signed by their legal representatives to the ETEBA branches. It should be noted that interested investors, upon signature of the Private Agreement for the Participation in the increase, declare that they have taken cognizance of the Prospectus. Apart from the above forms, third shareholders shall also provide the following:

1. Document proving the legal representation of the shareholder for the signature of documents;
2. Copy of particulars in the Paperless Clearing System and a statement for the Operator with which they wish the new shares of HELEX to be registered;
3. Certificates incorporating the contributed shares, legally endorsed.

Upon termination of the contribution period, HELEX shall proceed to the required certification of payment of its share capital increase and shall announce in the press the amount covered, as well as the commencement date for the trading of new shares arising from such increase, having obtained the necessary approvals from the competent authorities.

The shareholders contributing their shares may receive the signed contribution contracts and relevant annexes thereto from the third business day following the termination of the contribution period and thereafter at the branches of ETEBA where they submitted such documents. The shareholders shall have their contribution agreement attested at their local tax office within 10 days from the signing of the contribution contract and shall submit an attested copy to the branches of ETEBA.



### 3.5 Valuation methods and results

#### 3.5.1 Special Committee

The valuation of contributed shares of the companies in the Group was carried out by a special committee provided for by article 14 of Law 2954/2001 following the letter of HELEX dated 13.11.2001 in accordance with the Joint Ministerial Decision No. 39340/B.1666/13.11.2001.

The methods used in practice for the determination of the value of a business which is a going concern are numerous and aim at the assessment of the actual net equity which does not coincide with the Accounting Net Equity.

Of the methods used, the Special Committee has selected the ones which at its discretion are appropriate for the nature and activities of such companies and are the following:

- The discounted future cash flow method;
- The net asset approach;
- Evaluation method on the basis of forecasted profits for the next five-year period;
- Evaluation method on the basis of profits earned in the past five-year period.

It should be noted that none of the methods used determines the exact value of a business, but are all indicative and the value of a business is usually determined by the price investors intend to pay, taking into consideration all market conditions.

The valuation of the companies in the Group was carried out on 30.06.2001 and was based, inter alia, on business plans of the companies, on discussions with officers of the Group and publications in relation to the performance of the economy in Greece and internationally. The calculation of the value was based on assumptions according to budget information provided. Given that on the basis of previous periods such figures are reasonable and possible, the Special Committee notes that the implementation of such assumptions in the future is not guaranteed.

The following tables present the net accounting position of companies as arises from the legally drawn up accounting statements of the companies dated 30.6.2001:

<b>ACCOUNTING NET EQUITY DATED 30.06.2001</b>						
<b>(GRD '000)</b>	<b>ASE</b>	<b>CSD</b>	<b>ADEX</b>	<b>ADECH</b>	<b>TSEC</b>	<b>ASYK</b>
ESTABLISHMENT EXPENSES	1,961,335	541,302	220,900	187,460	13,874	8,422
TANGIBLE ASSETS	4,132,136	2,634,506	113,506	73,084	801,761	82,334
PARTICIPATIONS	10,183,511	517,736	746,633	3,660	5,574	61,797
RESERVES						17,910
CLAIMS	7,376,147	4,767,484	66,512	174,473	166,442	506,696
SECURITIES	40,017,025	21,442,907	2,647,021	8,380,165	512,195	403,044
CASH	15,680	310,572	84,728	123,246	437,951	123,252
TRANSIT DEBIT BALANCES	296,753	106,192	64,105	50,362	448	495
<b>TOTAL ASSETS</b>	<b>64,142,587</b>	<b>30,320,697</b>	<b>3,943,405</b>	<b>8,992,450</b>	<b>1,938,245</b>	<b>1,203,950</b>

(GRD '000)	ASE	CSD	ADEX	ADECH	TSEC	ASYK
PROVISIONS	91,529	647,826	18,791	11,582	23,874	47,089
LIABILITIES	10,504,820	4,534,391	243,580	369,454	127,997	294,745
TRANSIT CREDIT BALANCES	839,576	90,022	135,341	101,205	13,355	5,467
TOTAL LIABILITIES	11,435,925	5,272,238	397,712	482,241	1,655,226	347,301
NET EQUITY	52,706,662	25,048,460	3,545,693	8,410,209	1,773,019	856,649

The valuation results on the basis of methods used are presented in the following table:

	(in bn GRD)	ASE	CSD	ADEX	ADECH	TSEC	ASYK
1.	Discounted Cash Flows	173.3	89.6	24.8	22.3	2.0	5.8
2.	Net asset approach	65.8	27.1	3.5	8.5	1.6	0.8
3.	Capitalization of surplus income of the following five-year period	133.9	64.9	9.5	13.8	2.9	3.9
4.	Capitalization of surplus income of the previous five-year period	151.2	79.0	3.8	9.8	2.2	1.7
	<b>Average 1, 3, 4</b>	<b>152.8</b>	<b>77.8</b>	<b>12.7</b>	<b>15.3</b>	<b>2.3</b>	<b>3.8</b>

Comparing the above values with factors which in the opinion of the Special Committee are realistic, namely:

First method	90%
Second method	0%
Third method	5%
Fourth method	5%

The following indicative values arise:

(in bn GRD)	Value
ASE	170.2
CSD	87.8
ADEX	22.9
ADECH	21.3
TSEC	2.1
ASYK	5.5

As already mentioned, the Special Committee notes that none of the methods can determine the value of a business with absolute and objective accuracy. For this reason, the above values are indicative and provide shareholders with information about the approximate value of a business.

### 3.5.2 Auditors Firm

In addition, the management of HELEX has assigned the international auditors firm PriceWaterhouseCoopers the task of defining the reasonable ratio range of value of the companies and subsequently the reasonable exchange ratio for the exchange of contributed shares with HELEX shares (fairness opinion).

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This chapter presents the Executive Summary of the report (hereinafter the "Report") on the valuation of the total shares of the company Hellenic Exchanges S.A. (HELEX) and its subsidiaries (hereinafter the 'HELEX Group'), namely Athens Stock Exchange S.A. (ASE), Central Securities Depository S.A. (CSD), Athens Derivatives Exchange S.A. (ADEX), Athens Derivatives Exchange Clearing House S.A. (ADECH), Thessaloniki Stock Exchange Centre S.A. (TSEC) and Systems Development and Capital Market Support S.A. (ASYK) (hereinafter the 'Companies') and the definition of the exchange of shares in companies held by third investors, outside the Group (hereinafter 'Third Shareholders') with shares of HELEX at arms length. It should be noted that the Report by PriceWaterhouseCoopers is exclusively addressed to the Management of HELEX and has been drawn up in accordance with the terms and restrictions in the letter of cooperation signed between HELEX and PricewaterhouseCoopers (hereinafter 'PwC') dated 21.09.2001 and the Important Note hereinafter.

This work has estimated the range of fair values for 100% of the shares of the companies in the HELEX Group, which in the opinion of PwC, represents the best approach to the value of a company. The fair value is calculated as the coefficient of the price a potential purchaser intends to pay and the price the seller intends to accept, on the assumption that none of the two sides shall be forced to proceed to a purchase or sale and that they are aware of the status of the company and market conditions at that given period.

During the valuation of the total shares of the Companies in the HELEX Group, various methods and valuation techniques were used, the results of which were evaluated, compared and combined as deemed appropriate in order to reach a final conclusion. The significance attributed to the results of the various methods used as well as the application of a method or otherwise in the valuation of the Companies in the Group, depended on the particularities of each valuated company, the available information and the analyses results.

In particular, the methods and valuation techniques used, depending on the particularities of each company, are the following:

- Discounted Cash Flows ('DCF')
- Comparative analysis of listed companies and use of capital market indices (Comparable Companies) and Recent Acquisitions Analysis (Comparable Transactions)
- Analysis of the course of Stock Exchange Figures and Listed Companies Indices
- Net Asset Approach

## Valuation conclusions

On the basis of the analysis carried out and the results of the various methods used, PwC reached the conclusion that the range of values (in bn GRD) for 100% of the share capital of the Companies in the HELEX Group is the following:

<u>Company</u>	<u>Minimum scenario</u>	<u>Base scenario</u>	<u>Maximum scenario</u>
HELEX (*)	162.2	174.2	192.2
ASE	152.5	164.6	182.5
CSD	71.0	82.1	98.8
ADEX	18.8	21.9	26.4
ADECH	19.6	22.0	25.4
TSEC	1.5	1.9	2.4
ASYK	4.3	5.2	6.2

(\*) The value of HELEX on the stock exchange dated 30.06.2001 amounted to 156,353,137,500 GRD (closing price on 30.06.2001: 2,978) while its value on 27.12.2001 amounted to 139,894,912,500 GRD (closing price on 27.12.2001: 2,665 GRD)

On the basis of the above valuations and taking into account percentages held by Third Investors, upon completion of the proposed transaction and provided that the 'new' HELEX directly or indirectly holds 100% of the share capital of the companies CSD, TSEC, ADEX, ADECH and ASYK, the following percentages of participations of Third Investors in the 'new' HELEX arise:

### Base scenario:

<u>Company</u>	<u>Value of shares (bn GRD)</u>	<u>Percentage of Group companies</u>	<u>Percentage of third parties</u>	<u>Value of third parties (bn GRD)</u>	<u>Value of HELEX</u>	<u>Participation of third parties in the 'new' HELEX</u>
CSD	82.1	38.18%	61.82%	50.8		20.1%
TSEC	1.9	33.80%	66.20%	1.3		0.5%
ADEX	21.9	49.12%	50.88%	11.2		4.4%
ADECH	22.0	45.37%	54.63%	12.0		4.8%
ASYK	5.2	37.17%	62.83%	3.3		1.3%
<b>TOTAL</b>	<b>133.2</b>			<b>78.5</b>	<b>174.2</b>	<b>31.1%</b>

On the basis of the table above according to the valuations arising from the Base scenario, upon completion of the proposed transaction, the participation of Third Investors in the 'New' HELEX will amount to 31.1%. In particular, the existing Third Investors (outside the HELEX Group) of CSD, TSEC, ADEX, ADECH and ASYK will hold 20.1%, 0.5%, 4.4%, 4.8% and 1.3% of the 'New' HELEX, respectively.

### Maximum scenario:

<u>Company</u>	<u>Value of shares (bn GRD)</u>	<u>Percentage of Group companies</u>	<u>Percentage of third parties</u>	<u>Value of third parties (bn GRD)</u>	<u>Value of HELEX</u>	<u>Participation of third parties in the 'new' HELEX</u>
CSD	98.8	38.18%	61.82%	61.1		21.4%
TSEC	2.4	33.80%	66.20%	1.6		0.6%
ADEX	26.4	49.12%	50.88%	13.4		4.7%
ADECH	25.4	45.37%	54.63%	13.9		4.9%
ASYK	6.2	37.17%	62.83%	3.9		1.4%
<b>TOTAL</b>	<b>159.2</b>			<b>93.9</b>	<b>192.2</b>	<b>32.8%</b>

On the basis of the table above according to the valuations arising from the Base scenario, upon completion of the proposed transaction, the participation of Third Investors in the 'New' HELEX will amount to 32.8%. In particular, the existing Third Investors (outside the HELEX Group) of CSD, TSEC, ADEX, ADECH and ASYK will hold 21.4%, 0.6%, 4.7%, 4.9% and 1.4% of the 'New' HELEX, respectively.

**Minimum scenario:**

<u>Company</u>	<u>Value of shares (bn GRD)</u>	<u>Percentage of Group companies</u>	<u>Percentage of third parties</u>	<u>Value of third parties (bn GRD)</u>	<u>Value of HELEX</u>	<u>Participation of third parties in the 'new' HELEX</u>
CSD	71.0	38.18%	61.82%	43.9		19.1%
TSEC	1.5	33.80%	66.20%	1.0		0.4%
ADEX	18.8	49.12%	50.88%	9.6		4.2%
ADECH	19.6	45.37%	54.63%	10.7		4.7%
ASYK	4.3	37.17%	62.83%	2.7		1.2%
<b>TOTAL</b>	<b>115.2</b>			<b>67.8</b>	<b>162.2</b>	<b>29.5%</b>

On the basis of the table above according to the valuations arising from the Base scenario, upon completion of the proposed transaction, the participation of Third Investors in the 'New' HELEX will amount to 29.5%. In particular, the existing Third Investors (outside the HELEX Group) of CSD, TSEC, ADEX, ADECH and ASYK will hold 19.1%, 0.4%, 4.2%, 4.7% and 1.2% of the 'New' HELEX, respectively.

**Exchange of shares ratio– Base scenario**

On the basis of the valuation conclusions, for the implementation of the transaction, a Share Capital Increase (hereinafter 'SCI') of HELEX amounting to 78.5 bn GRD must be made, with the issue of 23.6 million new shares which shall be exchanged for shares of subsidiaries in the Group held by Third Investors, as follows:

<u>Subsidiary</u>	<u>Number of new HELEX shares per share of third parties</u>	<u>Number of new HELEX shares</u>	<u>Participation of third parties in the 'new' HELEX</u>
CSD	2.04	15,295,742	20.1%
TSEC	5.73	379,073	0.5%
ADEX	2.20	3,357,948	4.4%
ADECH	0.83	3,622,221	4.8%
ASYK	3.48	984,701	1.3%
<b>Total new HELEX shares</b>		<b>23,639,685</b>	<b>31.1%</b>
Existing number of HELEX shares		52,500,000	68.9%
<b>New number of HELEX shares</b>		<b>76,139,685</b>	<b>100.0%</b>

**Exchange of shares ratio– Maximum scenario**

On the basis of the Maximum scenario, for the implementation of the transaction, a SCI of HELEX amounting to 93.9 bn GRD must be made, with the issue of 25.6 million new shares which shall be exchanged for shares of subsidiaries in the Group held by Third Investors, as follows:

<u>Subsidiary</u>	<u>Number of new HELEX shares per share of third parties</u>	<u>Number of new HELEX shares</u>	<u>Participation of third parties in the 'new' HELEX</u>
CSD	2.23	16,683,190	21.4%
TSEC	6.56	433,985	0.6%
ADEX	2.40	3,668,838	4.7%
ADECH	0.87	3,790,363	4.9%
ASYK	3.76	1,064,113	1.4%
<b>Total new HELEX shares</b>		<b>25,640,489</b>	<b>32.8%</b>
Existing number of HELEX shares		52,500,000	67.2%
<b>New number of HELEX shares</b>		<b>78,140,489</b>	<b>100.0%</b>

#### Exchange of shares ratio– Minimum scenario

On the basis of the Minimum scenario, for the implementation of the transaction, a SCI of HELEX amounting to 67.8 bn GRD must be made, with the issue of 22 million new shares which shall be exchanged for shares of subsidiaries in the Group held by Third Investors, as follows:

<u>Subsidiary</u>	<u>Number of new HELEX shares per share of third parties</u>	<u>Number of new HELEX shares</u>	<u>Participation of third parties in the 'new' HELEX</u>
CSD	1.90	14,206,367	19.1%
TSEC	4.86	321,409	0.4%
ADEX	2.03	3,095,886	4.2%
ADECH	0.79	3,465,817	4.7%
ASYK	3.09	874,514	1.2%
<b>Total new HELEX shares</b>		<b>21,963,993</b>	<b>29.5%</b>
Existing number of HELEX shares		52,500,000	70.5%
<b>New number of HELEX shares</b>		<b>74,463,993</b>	<b>100.0%</b>

#### Exchange of shares at arms length

On the basis of the aforementioned, we conclude that the exchange ratios of the 'new' HELEX for each one (1) share of subsidiaries held by Third investors within the range presented in the following table would be fair and reasonable for the HELEX shareholders.

	<b>Minimum</b>	<b>Maximum</b>
CSD	1.9	2.2
ADEX	2.0	2.4
ADECH	0.8	0.9
TSEC	4.9	6.6
CSD	1.9	2.2
ASYK	3.1	3.8

According to the proposed transaction, HELEX will go ahead with a proposal to acquire 100% of the share capital of Group subsidiaries in which it today holds minority interests. In similar transactions for the acquisition of the total share capital, the payment of a premium is observed as a motive to sellers in order to accept the bid. For the purposes of the proposed transaction, the increase of exchange ratios with a premium up to 10% is deemed to be reasonable.

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By means of its letter dated 20.12.2001, the independent Auditors firm PriceWaterhouseCoopers, which took into account the financial statements of the companies dated 30.9.2001, confirmed the fairness of the exchange ratios for the HELEX shareholders.

#### Important note

The Report is addressed to the Management of HELEX. Part of our work was the analysis of the financial figures of the Companies. Any manner of audit (legal, tax or accounting) or the application of auditing procedures in relation to information provided by the Management was additional to the scope of our work, therefore PwC shall not be held responsible for the accuracy and/ or fullness thereof.

Any forecasts mentioned in this Report are based on assumptions which may not be met in the future. Therefore, they should not be attributed the same degree of significance as is the case with previous audited information. It is made clear that we express no opinion in relation to whether such forecasts shall be turned into practice in the future.

The valuation of companies or businesses may not be considered as an accurate science and therefore the conclusions drawn from this work are subjective. For this reason there is no unique value beyond doubt and we usually express our opinion on a range of values. In this case we consider that the range of values arising from our work is reasonable and defensible on the basis of the information made available to us, whereas other assessors may draw different conclusions.

It should be emphasized that the actual fair value finally achieved may be lower or higher than the estimated range of prices we calculated, depending on circumstances during the transaction (e.g. competitive offers), the nature of the business (e.g. possible synergies for the purchaser) etc. Moreover, knowledge, negotiation skills and the motives of the purchaser and the seller, as well as any discounts or bonuses for taking control will affect the final fair value. Consequently, the conclusion of our valuation will not necessarily coincide with the final dealing price to be agreed between the parties.

Finally, we stress that our opinion is not the only factor to be taken into consideration by parties to the transaction upon agreement of the dealing price'.

#### 4. CONSOLIDATED FINANCIAL AND OPERATING DATA IN SUMMARY

The Company will close its first fiscal period in excess of twelve months on 31.12.2001. Almost all of the Company's assets are generated from its 100% participation in Athens Stock Exchange S.A. For that reason, and also because the first fiscal period of the issuing company in excess of twelve months has not yet ended, in this prospectus the history of the consolidated financial data of ASE S.A. is presented for the periods 1997-1999 as well as the pro forma consolidated financial data of HELEX for the period 1.1.2000 – 31.12.2000 (HELEX was established on 29.3.2000). Therefore, the consolidated financial statements of the company for the period 1.1 - 31.12.2000 also include its financial data for the period from 29.3.2000 to 31.12.2000, the financial figures of the companies participating in the consolidation excluded. It should be noted that ASE S.A. has produced consolidated financial statements for the fiscal period ending 31.12.1997. The companies included in the consolidation of the ASE Group for the period 1997 - 1999 as well as in the Consolidated Financial Statement of the HELEX Group are the following:

CONSOLIDATED COMPANIES	Percentage of direct participation			Total direct and indirect participation	
	1997	1998	1999	2000 <sup>(1)</sup>	To 31.12.2000
ASE SA <sup>(2)</sup>	-	-	-	100%	100%
CENTRAL SECURITIES DEPOSITORY S.A. (CSD)	38.50%	38.50%	38.50%	38.50%	38.50%
ATHENS DERIVATIVES EXCHANGE S.A. <sup>(3)</sup>	-	35.46%	35.46%	35.46%	40.73%
ATHENS DERIVATIVES EXCHANGE CLEARING HOUSE S.A. (ADECH) <sup>(3)</sup>	-	35.00%	35.00%	35.00%	39.20%
SYSTEMS DEVELOPMENT AND CAPITAL MARKET SUPPORT S.A. (ASYK)	37.17%	37.17%	37.17%	37.17%	37.17%
THESSALONIKI STOCK EXCHANGE CENTRE S.A. (TSEC)	33.80%	33.80%	33.80%	33.80%	33.80%

(1) HELEX has drawn up pro forma Consolidated Financial Statement for the period 2000. The consolidation includes ASE S.A. under 100% consolidation as well as direct and indirect participations thereof as presented in the table above.

(2) The Company ASE S.A. has not drawn up Consolidated Statements of results for the period 2000. The ASE is not obliged to draw up such Consolidated Financial Statements given that, in accordance with articles 93-95 of Codified Law 2190/1920, the parent company HELEX S.A. has presented a consolidated financial statement for such period.

(3) The companies ADEX and ADECH have been included in the Consolidated Statements of ASE dated 31.12.1999.

Consolidation is achieved by the method of total incorporation, according to the provisions of articles 90 to 109 of Law 2190/1920. The above companies are included in the consolidated financial statements of the HELEX Group, as provided for by Codified Law 2190/1920 (article 42e(5)(dd)), because of the dominant influence of HELEX, either directly or indirectly, on the administration and operation of the above companies.



## BRIEF CONSOLIDATED FINANCIAL FIGURES

CONSOLIDATED RESULTS (GRD million)	ASE Group <sup>(1)</sup>			HELEX Group <sup>(2)</sup>	
	1997	1998	1999	2000	2000 (€ 000)
<b>Turnover</b>	<b>13,235</b>	<b>24,071</b>	<b>73,778</b>	<b>52,609</b>	<b>154,393</b>
Less: Law 2471/97 CMC Levy	0	0	2,798	1,512	4,437
Less: Cost of sales (before depreciation)	2,553	3,786	7,261	7,344	21,554
<b>Gross profit (before depreciation)<sup>(3)</sup></b>	<b>10,681</b>	<b>20,285</b>	<b>63,719</b>	<b>43,753</b>	<b>128,403</b>
<i>(as a % of turnover)</i>	<i>81%</i>	<i>84%</i>	<i>86%</i>	<i>83%</i>	<i>83%</i>
Plus: Other operating income	177	106	216	110	322
<b>Total</b>	<b>10,859</b>	<b>20,391</b>	<b>63,936</b>	<b>43,863</b>	<b>128,725</b>
Less: Administrative expenses (before depreciation) <sup>(3)</sup>	1,475	1,980	4,352	4,874	14,303
Less: Research and development expenses (before depreciation) <sup>(3)</sup>	0	0	94	142	418
Less: Selling expenses (before depreciation)	0	0	384	412	1,209
Less: Production expenses not included in the cost	0	0	117	0	0
Total expenses	1,476	1,980	4,946	5,428	<b>15,930</b>
<i>(as a % of turnover)</i>	<i>11%</i>	<i>8%</i>	<i>7%</i>	<i>10%</i>	<i>10%</i>
<b>Operating results (before depreciation)<sup>(3)</sup></b>	<b>9,383</b>	<b>18,411</b>	<b>58,989</b>	<b>38,435</b>	<b>112,795</b>
<i>(as a % of turnover)</i>	<i>71%</i>	<i>76%</i>	<i>80%</i>	<i>73%</i>	<i>73%</i>
Plus: Income from participations	315	969	0	0	0
Plus: Income from securities	1,307	1,282	6,964	8,472	24,862
Plus: Gains on sale of participations & securities	341	2,486	3,085	46	135
Less: Participations and securities losses and expenses	0	2	29	27	79
Less: Provision for devaluation of participations and securities	0	4	26	334	981
Plus: Extraordinary & non-operating income	678	995	1,243	733	2,152
Less: Extraordinary & non-operating expenses	19	336	258	116	342
<b>Profits before interest, depreciation and taxes</b>	<b>12,004</b>	<b>23,800</b>	<b>69,969</b>	<b>47,208</b>	<b>138,542</b>
<i>(as a % of turnover)</i>	<i>91%</i>	<i>99%</i>	<i>95%</i>	<i>90%</i>	<i>90%</i>
Plus: Interest & related income	210	305	854	345	1,013
Less: Interest charges & related expenses	3	4	8	17	51
<b>Profits before depreciation and taxes</b>	<b>12,210</b>	<b>24,101</b>	<b>70,816</b>	<b>47,536</b>	<b>139,504</b>
<i>(as a % of turnover)</i>	<i>92%</i>	<i>100%</i>	<i>96%</i>	<i>90%</i>	<i>90%</i>
Less: Total depreciation	1,001	2,028	3,458	6,925	20,323
<b>Profits before taxes</b>	<b>11,209</b>	<b>22,074</b>	<b>67,358</b>	<b>40,611</b>	<b>119,181</b>
<i>(as a % of turnover)</i>	<i>85%</i>	<i>92%</i>	<i>91%</i>	<i>77%</i>	<i>77%</i>
Less: Taxes for the period and other taxes <sup>(4)</sup>	3,895	7,255	25,847	2	7
Less: Directors' salaries & profits to third parties <sup>(4)</sup>	670	1,017	95	0	0
Less: Tax audit adjustments	0	38	169	5	14
<b>Net operating profit after taxes</b>	<b>6,645</b>	<b>13,764</b>	<b>41,247</b>	<b>40,604</b>	<b>119,159</b>
<i>(as a % of turnover)</i>	<i>50%</i>	<i>57%</i>	<i>56%</i>	<i>77%</i>	<i>77%</i>
Less: Minority rights	2,478	3,708	13,550	10,879	31,926
<b>Group net consolidated profit</b>	<b>4,166</b>	<b>10,055</b>	<b>27,697</b>	<b>29,725</b>	<b>87,233</b>
<i>(as a % of turnover)</i>	<i>31%</i>	<i>42%</i>	<i>38%</i>	<i>57%</i>	<i>57%</i>
<b>ADJUSTED CONSOLIDATED PROFIT<sup>(5)</sup></b>					
<b>Consolidated profit before taxes</b>	<b>11,209</b>	<b>22,074</b>	<b>67,358</b>	<b>40,611</b>	<b>119,181</b>
Tax audit adjustments to the corresponding periods	136	127	173	290	851
<b>Consolidated profits after taxes for the period and profit to third parties</b>	<b>6,509</b>	<b>13,675</b>	<b>35,187</b>	<b>23,792</b>	<b>69,822</b>
Less: Adjusted proportion of minority profit	2,462	3,674	12,396	4,665	13,690
<b>Adjusted group profit after taxes for the period, tax audit and minority rights</b>	<b>4,047</b>	<b>10,001</b>	<b>22,791</b>	<b>19,127</b>	<b>56,132</b>

(1) Audited Consolidated Financial Statements of ASE. The Company ASE S.A. has not drawn up Consolidated Statements of results for the period 2000. The ASE is not obliged to draw up such Consolidated Financial Statements given that, in accordance with articles 93-95 of Codified Law 2190/1920, the parent company HELEX S.A. has presented a consolidated financial statement for such period.

(2) Audited pro forma Consolidated Financial Statement of HELEX for the period 2000. The Consolidated Financial Statement of HELEX for the period 1.1 - 31.12.2000 includes ASE S.A. under 100% consolidation as well as direct and indirect participations thereof.

(3) To calculate the operating revenue, the depreciation from the cost of sales was subtracted, as well as the expenses for administration, research and development and issue expenses.

(4) No tax obligations and Directors' salaries of HELEX are included for the period 2000 since the first over-twelve-month period will end on 31.12.2001.

(5) The consolidated profit and loss data have been adjusted on the basis of the observations of the certified auditor who carried out the unscheduled accounting audit to the period 1999 included and the certified auditors who carried out the audit for the period 2000.

CONSOLIDATED FINANCIAL STATEMENTS	ASE Group <sup>(1)</sup>			HELEX Group <sup>(2)</sup>	
	1997	1998	1999	2000	2000 (€ 000)
<b>ASSETS (GRD million)</b>					
Establishment Expenses (undepreciated value)	1,353	1,325	2,230	3,065	8,994
Tangible assets	5,050	6,670	11,603	13,887	40,754
Less: Accrued depreciation	943	1,884	3,542	6,007	17,628
Undepreciated tangible assets	4,108	4,786	8,061	7,880	23,127
<b>Total assets</b>	<b>4,108</b>	<b>4,786</b>	<b>8,061</b>	<b>7,880</b>	<b>23,127</b>
Participations	698	4,561	733	748	2,196
<b>Total Fixed Assets</b>	<b>4,812</b>	<b>9,359</b>	<b>8,831</b>	<b>8,687</b>	<b>25,495</b>
<b>Total current assets</b>	<b>26,723</b>	<b>41,643</b>	<b>146,419</b>	<b>131,465</b>	<b>385,811</b>
<b>Transit accounts</b>	<b>371</b>	<b>304</b>	<b>1,443</b>	<b>586</b>	<b>1,719</b>
<b>TOTAL ASSETS</b>	<b>33,259</b>	<b>52,631</b>	<b>158,923</b>	<b>143,803</b>	<b>422,018</b>

LIABILITIES (GRD million)	ASE Group <sup>(1)</sup>			HELEX Group <sup>(2)</sup>	
	1997	1998	1999	2000	2000 (€ 000)
Share Capital	5,000	5,000	5,000	90,300	265,004
Consolidation adjustments	669	648	648	41,743	122,502
<b>GROUP EQUITIES</b>	<b>18,443</b>	<b>24,652</b>	<b>43,280</b>	<b>95,323</b>	<b>279,745</b>
Minority rights	6,028	8,271	26,142	31,075	91,195
<b>Total Equities</b>	<b>24,472</b>	<b>32,923</b>	<b>69,422</b>	<b>126,398</b>	<b>370,940</b>
<b>PROVISIONS</b>	<b>135</b>	<b>459</b>	<b>732</b>	<b>819</b>	<b>2,404</b>
<b>Total short-term obligations</b>	<b>8,455</b>	<b>18,764</b>	<b>86,355</b>	<b>15,491</b>	<b>45,462</b>
<b>TOTAL OBLIGATIONS</b>	<b>8,467</b>	<b>18,769</b>	<b>86,364</b>	<b>15,499</b>	<b>45,484</b>
<b>Transit accounts</b>	<b>186</b>	<b>481</b>	<b>2,406</b>	<b>1,087</b>	<b>3,191</b>
<b>TOTAL LIABILITIES</b>	<b>33,259</b>	<b>52,631</b>	<b>158,923</b>	<b>143,803</b>	<b>422,018</b>

(1) Audited Consolidated Financial Statements of ASE. The Company ASE S.A. has not drawn up Consolidated Statements of results for the period 2000. The ASE is not obliged to draw up such Consolidated Financial Statements given that, in accordance with articles 93-95 of Codified Law 2190/1920, the parent company HELEX S.A. has presented a consolidated financial statement for such period.

(2) Audited pro forma Consolidated Financial Statement of HELEX for the period 2000. The Consolidated Financial Statement of HELEX for the period 1.1 - 31.12.2000 includes ASE S.A. under 100% consolidation as well as direct and indirect participations thereof.

<b>FINANCIAL INDICES FOR CONSOLIDATED DATA</b>				
	<b>1997</b>	<b>1998</b>	<b>1999</b>	<b>2000</b>
<b>GROWTH RATIOS(%)</b>				
Turnover	N/A**	81.9%	206.5%	-28.7%
Pre-tax profits	N/A	96.9%	205.2%	-39.7%
Profits before tax	N/A	107.1%	199.7%	-1.5%
Tangible assets (undepreciated)	N/A	32.1%	74.0%	19.7%
Total employed capital	N/A	58.2%	202.0%	-9.5%
<b>YIELD RATIOS (before tax) (%)</b>				
Average yield on shareholders' capital	N/A	76.9%	131.6%	41.5%
Average yield on total employed capital	N/A	51.4%	63.7%	26.8%
<b>DEBT BURDEN RATIOS (:1)</b>				
Debt /Shareholders' equity	0.4	0.6	1.3	0.1
<b>LIQUIDITY RATIOS (:1)</b>				
General liquidity	3.1	2.2	1.7	8.0
Quick liquidity	3.1	2.2	1.7	8.0

\* N/A = Not Applicable

**Notes:**

1. The above Consolidated Financial Statements dated 31.12.2000 include the companies a) 'HELLENIC EXCHANGES HOLDING S.A. (parent) from its establishment on 29.3.2000, b) ATHENS STOCK EXCHANGE S.A., c) CENTRAL SECURITIES DEPOSITORY S.A., d) SYSTEMS DEVELOPMENT AND CAPITAL MARKET SUPPORT S.A., e) THESSALONIKI STOCK EXCHANGE CENTRE S.A., f) ATHENS DERIVATIVES EXCHANGE S.A. and g) ATHENS DERIVATIVES EXCHANGE CLEARING HOUSE S.A.
2. The participation of ASE in the Auxiliary Settlement Fund, with 680,761,359 GRD, even though included in the account 'Participations in affiliated companies' is not consolidated with the total incorporation method, because it does not constitute a legal entity rather ASE is manager and trustee of its entire assets.
3. The establishment costs and the fixed assets in the 1998 financial year were calculated using the provisions of Presidential Decree 100/98 and their grand total was greater by about 346 million GRD than the amount that would have resulted if the same factors were used as in the previous fiscal period.

Depreciation carried out in the period under review, distributed to the respective accounts, is analyzed as follows:

<b>Depreciation distribution (GRD million)</b>	<b>1997</b>	<b>1998</b>	<b>1999</b>	<b>2000</b>	<b>2000 (€ 000)</b>
Depreciation in cost of sales	574	1,221	1,761	2,886	8,468
Depreciation in administrative expenses	168	405	681	2,686	7,883
Depreciation in research & development expenses	259	402	991	1,300	3,815
Depreciation in selling expenses	0	0	21	53	157
<b>Total depreciation</b>	<b>1,001</b>	<b>2,028</b>	<b>3,458</b>	<b>6,925</b>	<b>20,323</b>

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### ***Off-book adjustment of consolidated results and net equity of the HELEX Group***

In view of the listing of the company on the ASE in August 2000, the then coordinating main underwriters assigned the extraordinary accounting and financial audit to an independent auditor's firm. Such accounting and financial audit was carried out by the certified auditor Mr. Nikos Sofianos (ICAA (GR) No.12231) of the company DELOITTE & TOUCHE (250 – 254 Kifissias Ave, 152 31 Halandri, tel. 67.76.600).

This extraordinary and financial audit included the subsidiaries of HELEX on a corporate basis and the company ASE S.A. on a consolidated basis for the period ended on 31.12.1999 included. Inter alia, the certified auditor noted the following points in the audit report of the ASE and its subsidiaries:

- 1. One of the companies included in the Consolidated Financial Statements (ASE) has included in its tangible assets the undepreciated amount of 1,110,203,000 GRD related to real estate which is also being claimed by the National Bank of Greece. A letter from the Legal Advisor of the Company states that a decision has been published by the Athens Court of First Instance which accepts, on the one hand, that the ownership of the building rests with the NBG and recognises, on the other hand, the Bank's obligation to pay to ASE an amount of 700,000,000 GRD, equal to the purchase price adjusted for devaluation and inflation. Announcement of the decision is expected to be followed by an appeal. Before a transfer of title to the NBG can be made, a final decision is necessary, the bank must pay the above amount and the transfer has to be recorded in the Land Registry. No provision has been made as to the effects on the Company's financial results of the loss which will be incurred following the transfer of this title.*
- 2. With regard to the companies included in the Consolidated Financial Statements, no forecast is included of tax liabilities against Operating Results for the period 1999. This tax liability will probably be determined by the regular tax audit and is expected to amount to about 150,000,000 GRD, assuming no subsequent audit identifies other taxable income as opposed to minor accounting discrepancies.*
- 3. One of the companies included in the Consolidated Financial Statements (ASE) has not included an estimate of the effect on its results of the loss that is likely to be incurred following the appeal to the Council of State made by ASE members disputing a decision of the Capital Market Commission on levies due to ASE to cover the upgrading of the Automatic Electronic Trading System (Greek acronym "ASIS"). The amount of the contributions made reached 1,336,648,000 GRD, as is evident from the appendix to the ASE Balance Sheet dated 31.12.98 and 31.12.99. We note that the obligation for payment of the above contribution has been cancelled for the members of the ASE for the financial year 1996 and thereafter, and for the companies listed on ASE from 01.01.99.*
- 4. From correspondence with legal advisors of the companies included in the consolidation, it is apparent that there are pending legal cases, involving third parties, against these companies for payment of approximately 4,265,000,000 GRD (plus interest dated the date of service of summonses). Of the above amount, a total of 3,935,000,000 GRD concerns lawsuits pending both against the ASE and against the Central Securities Depository. The Legal Advisors of the above companies state that no financial burden will be borne by these companies as a result of these lawsuits.*

As regards the note above, and in accordance with the report of the independent Auditor who carried out the independent audit (lawyers KYRIAKIDIS– GEORGOPOULOS, 6 Vas. Sofias, Athens, tel. 72.43.072, contact Mrs Pavlou), in view of the listing of the company on the ASE, the following points are made clear:

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There are 3 judicial claims of third parties against the ASE for the payment of a total amount of 3,935,238,204 GRD for the claims against the under liquidation company 'Katsoulis Brokers S.A. Of the aforementioned suits also against the CSD and the Guarantee Fund Securing Investment Services, only one has been brought before the Multi-Member Athens Court of First Instance, on 19.1.2000, and the issue of a decision is still pending to date. The Legal Department of the ASE considers that *'it is likely that the suit against the ASE will be rejected since all the aforementioned claims are also raised against the Guarantee Fund, which in accordance with law is the only party responsible for indemnifying investors where brokerage companies fail to fulfill their obligations'*.

If these claims were to be successful, however, the costs would be apportioned between the HELEX group companies accordingly. For the purposes of illustrating the potential impact on the financial position of the Issuing Company it has been assumed that the costs would be equally apportioned. Such claims, provided they are successful, shall be equally borne by the aforementioned companies. For reasons of conservative presentation of the financial status of the Issuing Company and in order to calculate the adjusted results of such companies, there was a simplification assumption that the costs would be equally apportioned.

**It should be noted that there has not been any adjustment for interest which may (if the aforementioned claims bear fruit) be charged on the capital of claims.**

5. *The ASE has not made a forecast of the possible loss, not collected during the current fiscal period, from long-overdue receivables due from debtors in respect of 30.7 million GRD, and from clients in respect of 78.5 million GRD*

The regular certified auditors of the company Messrs. Theodoros G. Litsioulis (ICAA (GR) No.1125) and Dimitrios Il. Ziakas (ICAA (GR) No.1063), upon order of the company dated 21.12.2001, have proceeded to the Off-book adjustment of consolidated results and consolidated equities of the HELEX Group dated 31.12.2000 and 30.9.2001.

Their work was based on the financial statements dated 31.12.2000 and 30.9.2001 of the companies in the Group. Having taken into account the notes of the companies presented below the balance sheet of each company and the notes - remarks mentioned on the certificates of the Auditors of such companies, as well as the letter of the ASE Legal Department dated 15.10.2001, have initially drawn up the tables for the companies ASE and CSD for which the adjustment of results and equities is likely (see details in chapter 15.2.1.15 for the ASE and chapter 15.3.1.7 for the CSD) and subsequently the consolidated tables of results and equities of the Group. Therefore, the regular auditors note the following:

1. *As regards the value of ASE's real estate property at 1 Pezmazoglou Street, Athens, the Company ASE with its agreement with NBG dated 7.6.2001, has paid the amount of 1,500 million GRD, for the acquisition of such property. The property is presented in the books of ASE dated 31.12.2000 with the undepreciated value of 1,275 million GRD Therefore, the total undepreciated value shall amount to 2,775 million GRD, while its current value as set on 25.8.2000 by the Institute of Chartered Assessors amounted to 2,231 million GRD and no relevant devaluation provision against the operating results has been made for the difference of 544 million GRD*
2. *As regards the actions pending against the ASE and CSD in relation to the KATSOU LIS BROKERS case, the assumption of the independent accounting and financial audit to the period 1999 was accepted and the amount claimed by third parties from ASE and CSD was divided by 50% against each company. Namely, of the amount of 4,880 million GRD of the*

*total disputed claims on behalf of third parties against the ASE, the amount of 4,615 million GRD corresponds to the KATSOULIS BROKERS case which shall be equally apportioned to the companies charged with 2,308 million GRD each and the remaining amount of 265 million GRD (4,880 million less 4,615 million) shall only be borne by ASE. Consequently, the total charge borne by the ASE amounts to 2,573 million GRD (2,308 million plus 265 million) and by CSD to 2,308 million.*

3. *In relation to the amount of taxes for the unaudited periods 2000 and 2001, it was estimated that, along with the tax amounts set for the same reason in previous periods, such amounts shall amount to 100 million GRD and 90 million GRD (120 million by 9/12) respectively for the ASE and to 190 million GRD and 90 million GRD respectively for the CSD.*
4. *Since the profits of the companies in the Group relating to the period from 1.1.2001 to 30.9.2001 have been included in the equities before taxation and in order to determine the amount of adjusted Equities dated 30.9.2001, the tax corresponding to such profits has been calculated with the factors set by each company in the Group as follows:*

	<i>GRD million</i>
<i>HELEX</i>	<i>360</i>
<i>ASE</i>	<i>2,050</i>
<i>CSD</i>	<i>1,100</i>
<i>ADEX</i>	<i>95</i>
<i>ASYK</i>	<i>125</i>
<i>ADECH</i>	<i>40</i>
<b><i>Total</i></b>	<b><i>3,770</i></b>

As regards the Off-book adjustments carried out in the independent accounting and financial audit for the periods to 1999 included and the adjustments carried out for the periods 2000 and 01.01.2001 – 30.09.2001 by the regular certified auditors, the following remarks are made:

1. As already mentioned, in relation to the property at 1 Pezmazoglou St., the independent accounting and financial audit has adjusted the operating results for 1999 and the equities of the ASE dated 31.12.1999 with the amount of 410 million GRD, based on the payment of 700 million GRD by the NBG to the ASE since the building would come to the NBG. Given the outcome of the case in 2001 with the settlement of the parties, on the basis of which the building becomes property of the ASE, the regular certified auditors adjust the equities dated 30.09.2001 with the total amount of 544 million GRD. Consequently, the results for the period 01.01.2001 – 30.09.2001 of the ASE are adjusted by the amount of 134 million GRD (difference of 544 million GRD and 410 million GRD already added to the results for the period 1999), while the equities of the ASE are adjusted with the total amount of 544 million GRD.
2. The independent accounting and financial audit carried out for the periods to 1999, has made a provision against the operating results for taxes of the period 1999 to the amount of 150 million GRD (80 million GRD for the ASE, 60 million GRD for the CSD and 10 million GRD for the remaining companies). Such provisions still apply since no tax audit has been carried out for the companies in the Group, ADEX excluded, for which no accounting discrepancy appeared, while there arose a tax from non paid up VAT amounting to 33 million GRD. Consequently, the amount of the provision is increased by 23 million GRD, reaching a total of 173 million GRD.

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3. As regards note 3 of the independent accounting and financial audit shown above, in relation to the potential loss arising from the recourse to the Council of State by the ASE members for the annulment of the Capital Market Commission decision on levies to the ASE for the modernization of the ASIS amounting to 1,336,648 GRD, it should be noted that the dispute ended upon rejection of the petition for annulment (a decision was issued by means of which the trial was quashed – Council of State 1588/2000 6<sup>th</sup> Division). Therefore, there is no note in the financial statements of the company for the period 2000 and the financial statement dated 30.09.2001. Consequently, the adjustment of the amount of 1.337 bn GRD is no longer valid and is reversed.
  4. As regards the pending cases for which the operating results of the ASE have already been charged for the period 1999 with 2.232 bn GRD, the operating results for the period 01.01.2001 – 30.09.2001 are charged with a further amount of 341 million GRD (2.573 bn GRD less 2.232 bn GRD). The operating results of the CSD have already been charged for the period 1999 with the amount of 1.968 bn GRD and therefore, the operating results for the period 01.01.2001 – 30.09.2001 are charged with a further amount of 340 million GRD (2.308 bn GRD less 1.968 bn GRD). It is also noted that, of the claims amounting to 4.615 bn GRD in relation to the KATSOULIS BROKERS case, the Athens Multi-Member Court of First Instance has already issued a decision rejecting two of the suits for the amount of 2,859,166,751, a fact which was not taken into consideration in the adjustments.

Therefore, the consolidated results of the ASE for the periods 1997-1999 and the consolidated results of HELEX for the periods 2000 and 01.01.2001 – 30.09.2001 are independently adjusted as follows:

TABLE OF OFF-BOOK ADJUSTMENT OF THE ASE CONSOLIDATED RESULTS	ASE Group			HELEX Group			
	1997	1998	1999	2000	2000 (thousand €)	01.01 – 30.09.2001	01.01 – 30.09.2001 (thousand €)
<i>(GRD million)</i>							
<b>Balance sheet profit before taxes</b>	<b>11,209</b>	<b>22,074</b>	<b>67,358</b>	<b>40,611</b>	<b>119,181</b>	<b>6,544</b>	<b>19,205</b>
Less Off-book adjustments of the companies in the Group							
ASE	0	0	4,088	0		(862)	(2,530)
CSD	0	0	1,968	0		340	998
ASYK	0	0	0	0		0	
TSEC	0	0	0	0		0	
ADECH	0	0	0	0		0	
<b>Total Off-book adjustments</b>	<b>0</b>	<b>0</b>	<b>6,056</b>	<b>0</b>		<b>(522)</b>	<b>(1,532)</b>
<b>Adjusted consolidated profit before taxes</b>	<b>11,209</b>	<b>22,074</b>	<b>61,302</b>	<b>40,611</b>	<b>119,181</b>	<b>7,066</b>	<b>20,737</b>
Less: Taxes for the period and other taxes	3,895	7,255	25,847	16,418	48,182	3,770	11,064
Less: Profit distributed to third parties	670	1,017	95	111	326	0	0
Less: Tax audit adjustments for the corresponding periods	136	127	173	290	851	230	675
<b>Adjusted consolidated profit after taxes</b>	<b>6,509</b>	<b>13,675</b>	<b>35,187</b>	<b>23,792</b>	<b>69,822</b>	<b>3,066</b>	<b>8,998</b>
Less: Adjusted minority profit proportion	2,462	3,674	12,396	4,665	13,690	813	2,386
<b>Adjusted consolidated profit of the Group after taxes for the period, tax audit and minority rights</b>	<b>4,047</b>	<b>10,001</b>	<b>22,791</b>	<b>19,127</b>	<b>56,132</b>	<b>2,253</b>	<b>6,612</b>

Accordingly, the total equities of the HELEX Group dated 30.09.2001 are independently adjusted as follows:

TABLE OF OFF-BOOK ADJUSTMENT OF TOTAL EQUITIES	01.01 – 30.09.2001	01.01 – 30.09.2001
	(GRD million)	(thousand €)
<b>GROUP EQUITIES</b>	<b>90,750</b>	<b>266,324</b>
Minority rights	23,830	69,934
<b>TOTAL EQUITIES</b>	<b>114,580</b>	<b>336,258</b>
Less Off-book adjustments	5,534	16,241
Less taxes for the period 01.01.2001 – 30.09.2001	3,770	11,064
Less taxes for the period 1999	173	508
Less Provision for tax audit adjustments for corresponding unaudited periods	520	11,526
<b>ADJUSTED TOTAL EQUITIES</b>	<b>104,583</b>	<b>306,920</b>
<b>Adjusted accounting value of share</b>	<b>1,992 (GRD)</b>	<b>5.85 (€)</b>



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The adjusted Equities are analyzed as follows:

<b>Adjusted Group capital</b>	<b>83,552</b>	<b>245,200</b>
Adjusted minority rights	21,031	61,720
<b>Adjusted equities</b>	<b>104,583</b>	<b>306,920</b>

The presentation of the Off-book adjustment of the equities of the companies included in the Consolidated Financial Statements of the ASE is shown in the relevant chapters for each company.

The aforementioned results adjustments are mainly related to provisions for obligations due to the potential unfavourable outcome for the total pending cases against the companies 'Athens Stock Exchange S.A.' and 'Central Securities Depository S.A.', and have only been carried out for reasons of moderate presentation of the financial status of the Issuing Company. Such adjustments shall in no case be construed as acceptance of liability on behalf of the company and the companies 'Athens Stock Exchange S.A.' and 'Central Securities Depository S.A.' in which it has holdings.

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## 5. INVESTMENT RISKS

*Apart from the information contained in this Prospectus, investors should also take into account the investment risks mentioned hereinafter before taking any decision in relation to a potential investment in shares of the company. The risks mentioned below may significantly affect the results and the financial status of the company.*

*The Prospectus also contains statements and estimates in relation to the future and market trends and the results of the company in the context of discussions about the future, the strategy, the planning and intentions of the company. Many of these statements are characterized by the use of phrases such as 'it is anticipated', 'it is expected', 'it is estimated', 'it is intended', derivatives of these words and synonyms. All such statements reflect the current views of the company in relation to future events, are based on certain assumptions and are subject to risks and uncertainty. There are several risk factors which could drive the effected results of the company and developments of the market in which it operates of course from such statements and estimates in the future. If any such risk or uncertainty becomes actually imminent or if the assumptions presented herein are not valid, the effected results may significantly differ from the ones estimated, expected, calculated and mentioned in this Prospectus*

### **Competition**

The companies 'Athens Stock Exchange S.A.' and 'Athens Derivative Exchange S.A.' in which the Company has shareholdings operate the only official transferable securities and derivatives markets in Greece. The shares of several major Greek companies are listed on the ASE, while today the ADEX is the only exchange where derivatives are traded with reference to rates and/ or securities traded on the ASE. To date the shares of foreign companies may be traded on the ASE.

Even though the Company avails of the only official transferable securities and derivatives in Greece through the companies in which it participates, it does not have the respective monopoly in trading transferable securities of Greek and foreign companies. Already the shares of some major companies listed on the ASE are also traded (directly or by means of titles) on foreign stock exchanges such as London and New York exchanges. In addition, there are Greek companies which have selected the trading of their shares on foreign stock exchanges and not on the ASE. The trading of such shares on foreign stock exchanges is not profitable for the Company but for the respective foreign exchanges.

The Company is subject to competition by other organized or otherwise securities markets abroad, since there is the legal and institutional possibility for Greek companies to list their shares on foreign stock exchanges. Furthermore, there is the possibility of an operating licence being issued for an organized capital market in Greece to another agency which would provide services competitive to the ones of the ASE and/ or the ADEX. In addition, investors and mainly international institutional investors have the option of selecting the stock exchange to which their dealings shall be directed. Competition between organized securities markets is focused on the following points: a) existence of satisfactory liquidity for the traded transferable securities, b) low trading and realization cost and c) available prompt and quality information about the companies dealings and activities. Competition at an international level is particularly high, while between developed markets is mainly focused on the two first points.

Competition has intensified especially in the past years with the development of e-trading, e-commerce and the Internet. The development of technology has reduced traditional limitations to the entrance of

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new players in the market of organized capital markets management, which led to the activation of alternative 'electronic' stock exchanges which allow a more direct approach of investors with the issuers of transferable securities (see also chapter 11.3 'COMPETITION- PROSPECTS'). These developments resulted among other things in the collapse of traditional geographic frontiers between markets and the establishment of transnational alliances by the 'traditional' stock exchanges. The management of the company and the ASE S.A. keeps up to date with such developments and is expecting the finalization of these alliances in order to take the final decisions about the framework to include the Greek stock market.

No guarantees may be given in relation to the ability of a company to maintain its market share in the trade of shares in Greek and/ or foreign companies. Any loss of the market share may negatively affect the revenues and results of the company. The ability of the company to maintain and/ or increase its market share shall depend on the strategy and effectiveness of the companies in which it participates in relation to the aforementioned points as well as on other business factors (see also chapter 17 'LONG-TERM GOALS - PROSPECTS') and the developments in the international competitive environment.

#### **Progress of operation of organized transferable securities markets in Greece**

Revenues, operating results and the financial status of the company mainly depend on the progress of activities of the Greek stock market. The higher rate of revenues of the company (through 'Athens Stock Exchange S.A.' and 'Central Securities Depository S.A.' in which the Company has shareholdings) depends on the course of the trading value and the total capitalization of listed securities. It is estimated that in 2000 approximately 87% of the consolidated turnover of the company came from revenues related to the trading value and the total capitalization of listed securities. It is noted that the mean trading value on the ASE in 2001 was, according to the available data, lower by 61% compared to the respective one for the period 2000.

No guarantees can be given in relation to the progress of the volume of dealings and the total capitalization of listed securities. The growth of such figures shall depend on factors such as the competitive environment, the macroeconomic and political environment, political developments in Greece and abroad and the progress of works of listed companies which are not subject to the control of the company. Any alterations to such figures may positively or negatively affect the results and the financial status of the company.

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### **Pending legal cases**

The Company through 'Athens Stock Exchange S.A.' and 'Central Securities Depository S.A.' in which it has shareholdings is the opposing party in a series of pending legal cases (see also chapter 20 'PENDING LEGAL CASES'). Suits of third parties raised against companies in which the Company has shareholdings relate to a series of actions during their normal operations. Any final decisions against those companies in which it participates may significantly affect its financial status. It cannot be guaranteed that no third party actions shall arise in the normal operations of the Company those companies in which it participates which may negatively affect the results and the financial status of the Company.

### **Institutional framework**

The operation of the company as regards its supervisory activities, its supervision by other authorities (Capital Market Commission and Ministry of National Economy) and its ability to establish its pricing policy is governed by a special legislative and institutional framework set by the relevant laws, community directives, presidential decrees and ministerial decisions (see also chapter 10 'LEGAL FRAMEWORK'). The Company through those companies in which it participates takes part in the process of establishment of a legislative and institutional framework submitting proposals and suggestions, but the ultimate structure will be decided by the legislative and executive authority of the country and the Capital Market Commission. No guarantees can be given in relation to the company's ability to promote or avoid legislative and institutional provisions which may positively or negatively affect its sales, results and financial status.

It is noted that today the Company is not in a position to autonomously set the pricing policy of those companies in which it participates, which is set upon initiative of the Capital Market Commission (see also chapter 12 'CONSOLIDATED FINANCIAL DATA FOR 1997 – 2000'). In addition, the Company today may not elect the Board of Directors of the 'Athens Stock Exchange S.A.' and may not intervene with its supervision operations even though the latter is a 100% subsidiary.

### **Relation with the Greek State**

The Greek State is the major shareholder of the company holding a percentage of approximately 45.23% (approximately 33.4% after this increase). The Greek State through the Ministry of National Economy has undertaken with the Capital Market Commission the supervision of transferable securities markets in Greece and is in a position to amend the legislative and institutional framework. In addition today the Greek State, on the basis of the applicable legislation and the Articles of Association of the company may directly appoint the Chairman of the Board of Directors of the company and two members of the Board of Directors of the subsidiary 'Athens Stock Exchange S.A.'. This ability of the State shall be maintained regardless of the percentage it holds in the share capital of the Company. No guarantees can be given in relation to the exercise of rights of the Greek State as a shareholder of the company on one hand and as a supervisory and legislative authority on the other. In addition no estimates can be made for the decision making or otherwise and any actions of regulatory and legislative nature on behalf of the Greek State, suggested by the need to exercise a wider economic policy which may not be in line with its interests as a shareholder of the company.

The Company, in accordance with Law 2778/99 (Government Gazette 295/30.12.99) is not a public enterprise and does not fall under the provisions providing for any restrictions on legal entities in the public sector. The subsidiary company 'Athens Stock Exchange S.A.', however, is subject to the provisions and restrictions of Law 2190/94 on recruitment in the public sector and on companies in which the Greek State holds an interest. Some of the employees of the 'Athens Stock Exchange S.A.' are working under the regime applying to civil servants with all subsequent obligations and rights. No

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guarantees can be given in relation to the ongoing ability of the ‘Athens Stock Exchange S.A.’ or other companies in which the company participates to implement a staffing policy according to their business needs.

**Degree of predictability of works**

By reference to the introduction of this chapter and the investment risks mentioned herein, the forecast about the progress of works of the company includes a significant margin of error and therefore, Investors are invited to form their own opinion on future works of the company.

**Impact on financial figures of the company due to less than full coverage of the increase**

Any incomplete coverage of this increase by third shareholders of the companies in the HELEX Group would result in keeping a number of third shareholders in such companies. Consequently, minority percentages would be maintained in these companies which would correspond to rights to the results and net equity of the company (on a consolidated basis). In addition, the ability of HELEX to drive business moves and / or corporate actions in the companies of the Group may decrease in case of not obtaining the necessary percentages in accordance with the Articles of Association of the companies (full majority, statutory majority, etc). No guarantees can be given as to whether this increase will be fully covered or as to whether HELEX will be in a position to easily drive business moves and/ or corporate actions in the Companies of the Group after the completion of such increase.

**Impact on the trading of HELEX shares due to the issue of new shares upon capital increase**

In case of full coverage of the increase, 18,683,617 new shares of the company will be issued, expressed as a 35.59% increase on the existing number of shares. These new shares shall not be subject to restrictions in relation to their trading. In spite of the fact that for certain shareholders the provisions of law on intended purchase or sale of HELEX shares apply, no guarantees can be given as to the behaviour of shareholders acquiring shares from this capital increase in the stock exchange. Any sales of such new shares may negatively affect the price of the HELEX share.

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## **6. INFORMATION ABOUT THE DRAWING UP OF THE PROSPECTUS AND ABOUT THE AUDITORS OF THE COMPANY**

### **6.1 General**

This Prospectus contains all information and financial data required for the correct assessment of the property, financial status and prospects of the company HELLENIC EXCHANGES HOLDING S.A. (hereinafter the 'Company' or 'HELEX') by the investors and investment consultants.

Investors interested in obtaining more information may contact the following offices during business days and hours:

- (i) Of the Issue Consultant, ALPHA FINANCE, 5 Merlin St., 106 71 Athens, tel. 36.77.500 (contacts Messrs I. Emiris, E. Kalamakis, E. Katopodi and I. Mihailidis)
- (ii) Of the Issue Consultant, ETEBA, 12-14 Amalias St., 102 36 Athens, tel. 32.96.200 (contacts Messrs. K. Bonatis and I. Kamrinos)
- (iii) Of the company, 9 Xenofondos St., 105 57 Athens, tel. 37.28.800 (contact Mr. Gikas Manalis).

The drawing up and distribution of this Prospectus was carried out in accordance with the provisions of the applicable legislation. The Board of Directors of the Capital Market Commission has approved that the content of the Prospectus meets the need of informing investors as defined in the provisions of Presidential Decree 348/1985.

Mr. P. Alexakis, Chairman of the Board of Directors of the Issuing Company, resident of Athens, 9 Xenofondos St., 105 57 Athens, tel. 37.28.800 and Mr. Gikas Manalis, member of the Board of Directors of the Issuing Company and General Director, resident of Athens, 9 Xenofondos St., 105 57 Athens, tel. 37.28.800 were in charge of the drawing up of the Prospectus and the accuracy of the information contained herein.

The Board of Directors of the company states that all its members of fully aware of the content of this Prospectus and, along with its authors, declare that:

- All information and data contained herein are complete and true.
- There is no further information and no events have taken place the non-disclosure or omission of which might render all or part of the data and information of the Prospectus misleading.
- There are no disputes or arbitrations pending against the company or its participation companies which might severely affect its financial status, with the exception of the ones mentioned in chapter 20 'PENDING LAWSUITS' of this Prospectus.

The Company is audited by certified auditors. The audit of the accounting statement from its establishment on 29.03.2000 to 30.09.01 was carried out by the certified auditors Messrs Theodoros G. Litsioulis (ICAA(GR) REG. NO. 11251) and Dimitrios Il. Ziakas (ICAA(GR) REG. NO. 10631). The notes of the company below its Financial Statement for the period 29.03.00 - 30.09.01 mention the following:

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1. *'The company was established on 29.03.2000 and the first financial year ends on 31.1.2001. Therefore, its operating accounts dated 30.09.01 include the sum of revenues- expenses from its establishment.*
  2. *The amount shown in the account CIII 'Participations in affiliated companies' corresponds to its participation by 100% in the share capital of the Company 'Athens Stock Exchange S.A.'.*
  3. *By means of decision of the BoD, made on 6.4.2000, in accordance with the provisions of Law 2778/1999, the shares of the company were listed on the Main Market of the ASE.*
  4. *Establishment Expenses, which relate to the cost of establishment of the company, expenses for the share capital increase and expenses for listing the shares on the Athens Stock Exchange, were depreciated by 100%, in order for the company to obtain the right to distribute profits, in accordance with article 43(3)(d) of Law 2190/1920.*
  5. *On 14.11.2000, by means of decision of the BoD of the company, the payment to the shareholders of an interim dividend was approved, equal to 65 drachmas per share.*
  6. *The amounts presented in the balance sheet and the results dated 30.09.2001 have been drawn from unadjusted balances and have been adjusted, where appropriate, with off-book data.*
  7. *The number of staff employed dated 31.12.2000, amounted to eleven (11) people.'*
  8. *The revenues of the company in accordance with STAKOD 91 fall under the category 741.5 'Management activities of controlling companies'.*

The aforementioned certified auditors mention in the audit certificate that 'the aforementioned financial statements arising from the books and records of the company represent the property and financial status of the company dated 30.9.2001 as well as its results for the period from 29.3.2000 to 30.9.2001, in accordance with the applicable provisions and accounting principles generally accepted'.

The audit of the consolidated accounting statement dated 31.12.2000 was carried out by the same auditors, Messrs Theodoros G. Litsioulis (ICAA(GR) REG. NO. 11251) and Dimitrios II. Ziakas (ICAA(GR) REG. NO. 10631). The notes of the accounting statement dated 31.12.2000 drawn by the Company, mention the following:

1. *'Consolidation was done with the method of full consolidation in accordance with the provisions of articles 90 109 included of Codified Law 2190/1920 on Public Limited Companies.*
2. *The above consolidated statements include the companies a) HELLENIC EXCHANGES HOLDING S.A. (parent) from its establishment on 29.3.2000. b) ATHENS STOCK EXCHANGE S.A., c) CENTRAL SECURITIES DEPOSITORY S.A. d) AYSK S.A. e) THESSALONIKI STOCK EXCHANGE CENTRE S.A. f) ATHENS DERIVATIVES EXCHANGE S.A and g) ATHENS DERIVATIVES EXCHANGE CLEARING HOUSE S.A.*
3. *During this period the shares of the company were listed on the Main Market of the Athens Stock Exchange.*

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4. *The ownership of the real estate property of the company (ASE) on 1 Pezmazoglou St. devolved to the National Bank of Greece for the amount of 700 million GRD, by means of decision of the Court of First Instance in 1999. Both sides are in negotiations aiming at reaching a settlement in order for the ownership of this real estate property (of undepreciated value amounting to 1,275,010,079 GRD dated 31.12.2000) to remain with the Company. The value of the above estate according to an assessment report by the Institute of Certified Assessors dated 25.08.2000, amounts to 2,231 million GRD.*
  5. *Third parties claims are pending against subsidiaries for the payment of various amounts reaching a total of approximately 4,880 million GRD. Of these claims, 4,615 million GRD correspond to the case of the company KATSULIS BROKERS and a decision of the Athens Court of First Instance has already been issued, rejecting the first of the aforementioned suits for the amount of 2,823,986,751GRD. The suits are also directed to the company Central Securities Depository S.A. and with the exception of one (of 272 million GRD), also to the Auxiliary Settlement Fund which is the only one liable by law for the compensation of investors when asset management companies fail to fulfill their obligations.*
  6. *The current value of listed shares held by the ASE S.A. as determined in accordance with article 43(6)(ba) of Codified Law 2190/1920 on 31.12.2000 is higher than the acquisition value by 21,996,516,178 GRD.*
  7. *The staff employed by the group dated December 31 2000 was 585 people.*
  8. *The parent company was established on 29.03.2000 and therefore there is no information about prior periods. (The balance sheet for the first period shall be drawn up on 31.12.2001).*
  9. *STAKOD 91 for Turnover 671.1 'Capital Markets Management'.*

The audit certificate issued for the Consolidated Financial Statement dated 31.12.2000 for HELEX, the aforementioned certified auditors note the following: *'We have not proceeded to the audit of financial statements of the companies included in the consolidation representing a percentage of 83.63% and 100% of consolidated total assets and turnover respectively, audited by other certified auditors, but our report was based on their relevant audit certificates. Our audit has shown that there were not any accrued provisions for any obligations due to claims of third parties mentioned in the notes above No. 4 and 5 of the company following the Consolidated Financial Statement.'*

The audit of the consolidated accounting statement for the period 1.1.2001 - 30.9.2001 was carried out by the same auditors Theodoros G. Litsioulis (ICAA(GR) REG. NO. 11251) and Dimitrios II. Ziakas (ICAA(GR) REG. NO. 10631). The notes of this accounting statement drawn up by the Company mention the following:

- (1) *The aforementioned Consolidated Statements include the companies a) HELLENIC EXCHANGES HOLDING S.A. (parent) and companies b) ATHENS STOCK EXCHANGE S.A. with a percentage of 100% (direct participation), c) CENTRAL SECURITIES DEPOSITORY S.A. with a percentage of 38.5% (indirect participation), d) AYSK S.A. with a percentage of 37.17% (indirect participation), e) THESSALONIKI STOCK EXCHANGE CENTRE S.A. with a percentage of 33.80% (indirect participation), f) ATHENS DERIVATIVES EXCHANGE S.A. with a percentage of 35.46% (indirect participation), and g) ATHENS DERIVATIVES*



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*EXCHANGE CLEARING HOUSE S.A. with a percentage of 35% (indirect participation). Consolidation was done with the method of full consolidation, in accordance with the provisions of articles 90 to 109 included of Codified Law 2190/20 on S.A.*

- (2) The parent company was established on 29.03.2000 and the first over-twelve-month period will end on 31.12.2001.*
- (3) Because the consolidated subsidiaries closed their balance sheets on 31.12.2000, the results before taxes of the parent company for the period from 29.3.2000 to 31.12.2000 (results before taxes 7,523,990,197GRD), were included in the account 'Results of parent company for the period 29.3.2000 to 31.12.2000 before taxes'.*
- (4) The amounts of the balance sheet and the results dated 30.0.2001, have been drawn from unadjusted balances, adjusted where appropriate with off-book information.*
- (5) Certain amounts of the previous period have been adjusted, where appropriate, for reasons of comparability with the current one.*
- (6) The ownership of the real estate property of the company (ASE) on 1 Pezmazoglou St. devolves to the National Bank of Greece for the amount of 700 million GRD, by means of decision of the Court of First Instance in 1999. Both sides have proceeded to the settlement of dispute by means of a private agreement dated 7.6.2001, in accordance with which the ASE has paid the additional amount of 1,500 million GRD and the contracting parties shall proceed to mutual disclaimer of the appeal proceedings and shall sign a relevant notarial deed, in order for the ASE to remain the owner of such real estate property. The value of the above real estate property according to an assessment report by the Institute of Certified Assessors dated 25.08.2000, amounts to 2,231 million GRD, whereas its undepreciated value dated 31.12.2000 amounted to 1,275,000,000 GRD.*
- (7) Third parties claims are pending against subsidiaries for the payment of various amounts reaching a total of approximately 4,880 million GRD. Of these claims, 4,615 million GRD correspond to the case of the company KATSOUKIS BROKERS and decisions of the Athens Court of First Instance have already been issued, rejecting two of the aforementioned suits for the amount of 2,859,166,751GRD. The suits are also directed to the company Central Securities Depository S.A. and with the exception of one (of 272 million GRD), also to the Guarantee Fund which is the only one liable by law for the compensation of investors when asset management companies fail to fulfill their obligations.*
- (8) The current value of listed shares held by the ASE S.A. as determined in accordance with article 43(6)(ba) of Codified Law 2190/1920 on 30.9.2001 is higher than the acquisition value by 3,044,000,000GRD.*
- (9) The staff employed by the group dated September 30 2000 was 604 people.*
- (10) The revenues of the Group in accordance with STAKOD 91 are analyzed are follows: a) Revenues of parent company 741.5 'Controlling companies management activities' 15,750,000,000 GRD, b) Turnover (through subsidiaries) 671.1 'Capital markets Management' 18,609,616,528 GRD and 72.20 'Consultancy and software supply' 139,980,703 GRD.*

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The audit certificate issued for the Consolidated Financial Statement dated 1.1.2001-90.09.2001 for HELEX, the aforementioned certified auditors note the following: *'We have not proceeded to the audit of financial statements of the companies included in the consolidation representing a percentage of 77.23% and 100% of consolidated total assets and turnover respectively. Our audit has shown that there were not any accrued provisions for any obligations due to claims of third parties mentioned in the notes above No. 6 and 7 of the company following the Consolidated Financial Statement.'*

It is noted that this Prospectus is not signed by an Issue Underwriter, and no intervention is required by Law, and that no legal and financial-accounting audit has been carried out by independent auditors.

The Company has not been subject to tax audit since it has not yet completed its first financial period in excess of twelve months. The companies in the HELEX Group have been audited for all manner of tax obligations (income, Accounting Books and Records Code, stamp duties, large property taxes, payroll income tax deductions, tax on compensation of third parties) up to the period 1998 and some companies up to the period 1999 included, as mentioned below, while their financial data have been considered as final, true and accurate.

The tax audit of the Athens Stock Exchange S.A. was completed in February 2000, related to the definition of all manner of tax obligations (income, VAT, Accounting Books and Records Code, stamp duties) by the National Audit Office for the periods 1996 to 1998 included (Order No. 670/10.12.99). The audit has shown the existence of accounting discrepancies of 471,672,480 GRD, while the total amount of taxes after the relevant total increments and the deposit of corresponding taxes amounted to 220,054,315 GRD. The amount of 209,051,600 GRD was paid in February, corresponding to a total tax of 220,054,315 GRD decreased by 5% due to payment in lump sum. The aforementioned amount was charged in whole on the distributable profits of the period 1999. The Company with its letter dated 27.06.00 (Ref. No. 675/27.06.00) has submitted an application for the tax audit of the period 1999 to the Athens FAEE Tax Office. The tax audit for the period 1999 has not yet been carried out. The Company with its letter dated 27.11.01 (Ref. No. 2036/27.11.01) has submitted and application for the tax audit of the period 2000 to the Athens FAEE Tax Office.

In accordance with the findings of the tax audit, the accounting discrepancies and the division of taxes corresponding to each financial year for the period 1996–1998 are presented in the following table:

Year	Results of tax audit of the ASE (in GRD)					
	Accounting discrepancies	Main tax	Added tax	VAT differences	Penalties	Total tax
1996	83,361,961	29,176,687	10,816,258	-	-	39,992,945
1997	236,310,519	94,524,207	14,887,563	-	-	109,411,770
1998	152,000,000	60,800,000	9,849,600	-	-	70,649,600
<b>Total</b>	<b>471,672,480</b>	<b>184,500,894</b>	<b>35,553,421</b>	-	-	<b>220,054,315</b>

The tax audit of the company Central Securities Depository S.A. was completed in January 2000, related to the definition of all manner of tax obligations (income, VAT, Accounting Books and Records Code, stamp duties) by the National Audit Office for the periods 1996 to 1998 included. The audit (Order No. 706/31.12.1999) has shown the existence of accounting discrepancies of 357,881,182 GRD, while the total amount of taxes after the relevant total increments and the deposit of corresponding taxes amounted to 170,209,683 GRD. The amount of 161,699,200 GRD was paid in January, corresponding to a total tax of 170,209,683 GRD decreased by 5% due to payment in lump sum. The aforementioned amount has charged in whole on the distributable profits of the period 1999. The Company with its letter dated 27.06.00 (Ref. No. 1658/27.06.00) has submitted an application for the tax audit of the period 1999 to the Athens FAEE Tax Office. The tax audit for the period 1999 is in progress, along with the tax audit for the period 2000.

In accordance with the findings of the tax audit, the accounting discrepancies and the division of taxes corresponding to each financial year for the period 1992–1998 are presented in the following table:

Year	Results of tax audit of the CSD (in GRD)					
	Accounting discrepancies	Main tax	Added tax	VAT differences	Penalties	Total tax
1992	18,053,943	6,318,880	3,198,933	-	-	9,517,813
1993	28,500,000	9,975,000	4,301,719	-	-	14,276,719
1994	33,250,000	11,637,500	4,239,063	-	-	15,876,563
1995	47,500,000	16,625,000	6,109,375	-	-	22,734,375
1996	52,250,000	18,287,500	6,732,813	-	-	25,020,313
1997	57,000,000	22,800,000	3,591,000	-	-	26,391,000
1998	121,327,239	48,530,895	7,862,005	-	-	56,392,900
<b>Total</b>	<b>357,881,182</b>	<b>134,174,775</b>	<b>36,034,908</b>	-	-	<b>170,209,683</b>

The tax audit of the affiliated company Systems Development and Capital Market Support S.A. was completed in March 2000, by the National Tax Office for the periods 1996 to 1998 included. This tax audit (Order No. 83/1.3.2000) has shown the existence of accounting discrepancies of 6,619,762, while the total amount of taxes after the relevant total increments and the deposit of corresponding taxes amounted to 3,074,932 GRD. The Company after the offsetting with the rebate to which it was entitled by the Athens FAEE Tax Office for the financial year 1997, has paid up its debt in lump sum with the amount of 744,666 GRD in March 2000. This amount was charged in whole on the distributable profits for 2000. The Company with its letters dated 27.06.00 (Ref. No. 25411/28.06.00) and 19.11.01 (Ref. No. PEK 1925/19.11.01) has submitted an application for the tax audit of periods 1999 and 2000 respectively to the Athens FAEE Tax Office. The tax audit of these periods has not yet been carried out.

In accordance with the findings of the tax audit, the accounting discrepancies and the division of taxes corresponding to each financial year for the period 1996–1998 are presented in the following table:

Year	Results of tax audit of the AYSK (in GRD)					Total tax
	Accounting discrepancies	Main tax	Added tax	VAT differences	Penalties	
1996	2,003,058	708,071	177,018	-	-	885,089
1997	2,204,116	881,646	152,084	-	-	1,033,730
1998	2,412,588	965,036	191,077	-	-	1,156,113
<b>Total</b>	<b>6,619,762</b>	<b>2,554,753</b>	<b>520,179</b>	-	-	<b>3,074,932</b>

The tax audit of the affiliated company Thessaloniki Stock Exchange Centre S.A. was completed in February 2000, related to the definition of all manner of tax obligations (income, VAT, Accounting Books and Records Code, stamp duties) by the National Audit Office for the periods 1996 to 1998 included. No accounting discrepancies have arisen from this tax audit (Order No. 15/2000). In accordance with the findings of such audit, the material audit of books and records kept by the company and the audit verifications provided have not shown any discrepancies or variations which may affect the validity of such books. In addition, no omissions or breaches were observed which could call into question the financial results of the company arising from the books and which were deemed to be true without the addition of accounting discrepancies and without any penalties or increments. The Company has submitted an application for tax audit of the periods 1999 (Ref. no. 12057/27.06.00) and 2000 (Ref. No. 22755/20.11.01) to the Thessaloniki FAEE Tax Office. The tax audit of such periods has not yet commenced.

It is finally noted that the companies in the Group, Athens Derivative Exchange S.A. (ADEX) and Athens Derivatives Exchange Clearing House S.A. (ADECH) closed their first financial period in excess of twelve months on 31.12.1999. From the tax audit of ADEX for the period 1999 (order No. 681/30.08.2000), no accounting discrepancies have arisen, while tax accrued from non paid up VAT. Therefore, the total amount of taxes with the relevant increments has reached the amount of 33,455,841GRD, payable in 12 monthly installments. The period 2001 shall be charged with the amount of 20,158,304 GRD and period 2002 with the amount of 13,297,537GRD. The Company has submitted an application for tax audit of the period 2000 (Ref. No. 7982/03.12.01).

ADECH with its letter dated 29.06.00 (Ref. No. 25648) has submitted an application for the tax audit of the period 1999 to the Athens FAEE Tax Office. The tax audit for the period 1999 has not yet been carried out. The Company has submitted an application for the tax audit of the period 2000 (Ref. No. 7981/03.12.01).

In total, the results of the tax audit of the companies in which the Issuer participates are:

Year	ASE		CSD		AYSK		ADEX		TOTAL	
	Accounting discrepancies	Total taxes	Accounting discrepancies	Total taxes	Accounting discrepancies	Total taxes	Accounting discrepancies	Total taxes	Accounting discrepancies	Total taxes
1992			18,053,943	9,517,813					18,053,943	9,517,813
1993			28,500,000	14,276,719					28,500,000	14,276,719
1994			33,250,000	15,876,563					33,250,000	15,876,563
1995			47,500,000	22,734,375					47,500,000	22,734,375
1996	83,361,961	39,992,945	52,250,000	25,020,313	2,003,058	885,089			137,615,019	65,898,347
1997	236,310,519	109,411,770	57,000,000	26,391,000	2,204,116	1,033,730			295,514,635	136,836,500
1998	152,000,000	70,649,600	121,327,238	56,392,900	2,412,588	1,156,113			275,739,826	128,198,613
<b>TOTAL</b>	<b>471,672,480</b>	<b>220,054,315</b>	<b>357,881,182</b>	<b>170,209,683</b>	<b>6,619,762</b>	<b>3,074,932</b>			<b>836,173,424</b>	<b>393,338,930</b>
1999							0	33,455,841		
<b>TOTAL</b>							<b>0</b>	<b>33,455,841</b>	<b>0</b>	<b>33,455,841</b>

The total amount of taxes arising from the tax audit of the companies in the Group to the period 1998 included, decreased by 5% due to payment in lump sum and after clearing from tax returns amounted to 371,495,466 GRD and was paid up in full within the first quarter of 2000. The Tax audit for the period 1999 has been completed as already mentioned only for the ADEX. The total amount of taxes with the relevant increments has amounted to 33,455,841 GRD, payable in 12 monthly installments. The payment commenced in July 2001. The period 2001 shall be charged with the amount of 20,158,304 GRD and the period 2002 with the amount of 13,297,537GRD.

## 6.2 Stock exchange information about the shares

The Company listed its shares on the Athens Stock Exchange on 21.08.00. The progress of HELEX shares in the stock exchange from the date of listing on the ASE to 26.11.2001 is presented in the following table:

STOCK EXCHANGE INFORMATION ABOUT THE SHARE 21.08.2000 TO 26.11.2001		
	(in GRD)	(in €)
Mean price	3,666	10.76
Minimum price (21.9.2001)	1,785	5.24
Maximum price (11.9.2000)	5,759	16.9
Mean trading volume per day (items)	120,541	
Mean trading value per day	509,686,694	1,495,779
Closing price (30.06.2001)	2,978	8.74
Stock exchange value (30.06.2001)	156,353,137,500	458,850,000
Closing price (27.12.2001)	2,665	7.82
Stock exchange value (27.12.2001)	139,894,912,500	410,550,000

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## 7. SHARE CAPITAL INCREASE

### 7.1 General information about the issue

The Extraordinary General Meeting of the company held on 28.12.2001, has decided the increase of the share capital of the company with the contribution of shares in the companies 'Athens Derivative Exchange S.A.', 'Central Securities Depository S.A.', 'Athens Derivatives Exchange Clearing House S.A.', 'Thessaloniki Stock Exchange Centre S.A.' and 'Systems Development and Capital Market Support S.A.' owned by third shareholders (outside the Group).

In particular, the Extraordinary General Meeting of the company dated 28.12.2001 has decided the following:

- a) approval of the report dated 4.12.2001 of the special evaluation committee provided for by article 14 of Law 2954/2001.
- b) decision on final exchange ratios of shares in subsidiaries with HELEX shares, as finalized by means of the decision of the Board of Directors of HELEX dated 29.11.2001, as follows:

	<b>One share</b>	<b>HELEX Shares</b>
<b>1</b>	CSD	2.50
<b>2</b>	ADEX	2.40
<b>3</b>	ADECH	0.87
<b>4</b>	TSEC	6.56
<b>5</b>	AYSK	3.76

- c) the increase of the share capital of HELEX as follows:

1. By the amount of 16,727,345,090.625 GRD, namely Euro 49,089,787.5 with the issue of 9,720,750 new registered shares and at par value of 11,486,929,592.78 namely Euro 33,710,725.1439, with the contribution of 3,888,00 registered shares of Central Securities Depository S.A.
2. By the amount of 6,303,451,107 GRD namely Euro 18,498,756 with the issue of 3,663,120 new registered shares and at par value of 5,347,300,472 GRD namely Euro 15,692,738, with the contribution of 1,526,300 registered shares of Athens Derivative Exchange S.A.
3. By the amount of 6,543,010,538.8125 GRD namely Euro 19,201,791.75, with the issue of 3,802,335 new registered shares and at par value of 5,093,445,711.19 namely Euro 14,947,749.7027, with the contribution of 4,370,500 registered shares of the company Athens Derivatives Exchange Clearing House S.A.
4. By the amount of 747,289,829.2 GRD namely Euro 2,193,073.6, with the issue of 434,272 new registered shares and at par value of 642,910,170.8 GRD, namely Euro 1,886,750.3178, with the contribution of 66,200 registered shares of Thessaloniki Stock Exchange Centre S.A.
5. By the amount of 1,829,438,022.75 GRD, namely Euro 5,368,857, with the issue of 1,063,140 new registered shares and at par value of 1,626,394,682.25 GRD, namely Euro 4,772,985.1277, with the contribution of 282,750 registered shares of Systems Development and Capital Market Support S.A.

corresponding to a total increase by 32,150,534,588.3875 GRD, namely Euro 94,352,265.85 with the issue of 18,683,617 new registered shares of nominal value of 1,720.7875 namely Euro 5.05 each and at par value of 24,196,980,629.0125 GRD namely Euro 71,010,948.2876

- d) that in case of partial coverage of the increase, the provisions of article 13a of Codified Law 2190/1920 shall apply.

e) that the period within which the capital of such increase will be paid shall be 22 calendar days, commencing on the day following the approval of the Prospectus of HELEX by the Capital Market Commission.

f) that in relation to the contribution of shares of the CSD, the following shall apply: The contributions of third shareholders of the CSD will be accepted up to the amount-ceiling of 90,000 shares for each shareholder, namely up to a total of 3,888,300 CSD shares. In case of certain shareholders not contributing their shares in order to reach the above amount, the contribution of interested shareholders shall be accepted in whole or in part with priority to the shareholders holding the lowest remaining number of shares of the CSD.

g) the relevant amendment of article 5 of the Company's Articles of Association

h) that the Board of Directors is authorized to proceed to all actions necessary for the completion of the procedure for the share capital increase by means of contribution, the listing and commencement of trading new registered shares, to sign without limitation contracts with third shareholders for the application of the decision of the General Meeting, to proceed to the registrations required in the Paperless Clearing System, to give any notices and applications to the competent supervising authorities, to proceed to the settlement of any fractional rights on HELEX shares and in general to any other action provided for by the applicable legislative and regulatory framework.

i) the approval of all relevant actions and decisions of the Board of Directors to date.

Upon the aforementioned increase, the number of shares of the company shall be as follows:

Existing shares	52,500,000 registered shares of nominal value 1,720.7875 GRD (€ 5.05)
Issue of new shares with contribution in kind <sup>(1)</sup>	18,683,617 registered shares of nominal value 1,720.7875 GRD (€ 5.05)
<b>TOTAL</b>	<b>71,183,617 registered shares of nominal value 1,720.7875 GRD (€ 5.05)</b>

*(1) The total number of new shares to be issued has been calculated on the assumption that the shareholders of the HELEX Group (ASE S.A. excluded) to whom this proposal is addressed, as provided for by the terms of the decision of the General Assembly, shall contribute their shares to be exchanged for HELEX shares.*

The following table presents in brief the increase of the HELEX share capital upon contribution of shares of the companies 'Athens Derivative Exchange S.A.', 'Central Securities Depository S.A.', 'Athens Derivatives Exchange Clearing House S.A.', 'Thessaloniki Stock Exchange Centre S.A.' and 'Systems Development and Capital Market Support S.A.' owned by third shareholders:

<b>Information about the share capital of the Company following the increase of share capital</b>	<b>(amounts in GRD)</b>	<b>(amounts in €)</b>
Share Capital prior to the capital increase	90,341,343,750	265,125,000
Capital increase with contribution of shares (maximum amount)	32,150,534,588	94,352,265
Share Capital following the capital increase (maximum amount)	122,491,878,338	359,477,265
Nominal value of share	1,720,7875	5.05
Number of Shares following the capital increase (maximum number)	71,183,617	
Trading unit on the ASE	Paperless certificate of 10 shares	

*(1) The amounts of this increase have been calculated on the assumption that third shareholders of the HELEX Group to whom this proposal is addressed, (the company and ASE S.A. excluded), shall contribute their shares to be exchanged for shares of HELEX (1)*

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The new shares of the company shall be registered in the accounts of beneficiaries in the Paperless Clearing System ('PCS') of the Central Securities Depository. Such shares shall be listed for trading on the Main Market of the Athens Stock Exchange upon termination of the contribution period and upon receiving the relevant approval by the Capital Market Commission.

## **7.2 Shares exchange procedure**

Following the approval of this Prospectus by the Capital Market Commission, the Company shall publish an announcement on the press, inviting third shareholders in subsidiaries to contribute the shares they hold. The period of acceptance of contributions shall commence on the business day following the approval of this Prospectus by the Capital Market Commission and shall have a duration of 22 calendar days. The announcement shall mention the points where the Prospectus shall be made available, the period during which contributed shares shall be accepted, as well as that interested persons may receive from ETEBA (at its central offices on 12-14 Amalias Avenue 102 36 Athens and its branch on 16-18 Katouni street, 546 25 Thessaloniki) an instruction guide and the following:

3. Private Agreement for the Participation in Share Capital Increase with the contribution in kind of Unlisted Shares;
4. The summaries of the valuation reports of PriceWaterhouseCoopers and the committee provided for in article 14 of Law 2954/2001.

Exceptionally and provided that the acceptance period commences on 31.12.2001, and only on that date, the relevant documents shall be available and shall be submitted at the offices of HELEX.

Until the last day of the acceptance period included, third shareholders shall submit at the ETEBA branches the aforementioned documents signed by their legal representatives. It should be noted that interested investors, upon signature of the Private Agreement for the Participation in the increase, declare that they have been informed about the Prospectus. Apart from the above forms, third shareholders shall also procure the following:

4. Document proving the legal representation of the shareholder for the signature of documents;
5. Copy of particulars in the Paperless Clearing System and a statement for the operator with which they wish the new shares of HELEX to be registered;
6. Certificates incorporating the contributed shares, legally endorsed.

Upon termination of the contribution period, HELEX shall proceed to the required certification of payment of its share capital increase and shall announce on the press the amount covered, as well as the commencement date for the trading of new shares arising from such increase, having obtained the necessary approvals from the competent authorities.

The shareholders contributing their shares may receive the signed contribution contracts and relevant annexes thereto from the third business day following the termination of the contribution period and thereafter at the branches of ETEBA where they submitted such documents. The shareholders shall have their contribution agreement attested at their local tax office within 10 days from the signature of the contribution contract and shall submit an attested copy at the branches of ETEBA.

## **7.3 Issue consultants– Issue expenses**

ALPHA FINANCE and ETEBA are the Issue Consultants. The total issue expenses which indicatively include the rights to the ASE and the Capital Market Commission, the banking network commission,



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expenses for the distribution of paperless certificate confirmations and the printing and distribution expenses of the Prospectus are estimated to approximately 630 million GRD and shall be borne by the Company in whole.

#### **7.4 Prior period capital use**

Capital drawn from the increase of the share capital increase by public subscription less issue expenses amount to 12,516,727,061GRD. Such capital will be used for the cofinancing of the construction of a building which will accommodate the services of the companies in the HELEX Group.

This is about the purchase of land and the construction of a 'Special requirements' building to accommodate the total activities of the participation companies (ASE, CSD, ADEX, ADECH, AYSK, ASE Training Centre). This building shall be owned by the Issuing Company which will lease the offices to the participation companies on purchase terms for similar buildings.

The construction of modern building installations is expected to cover the basic needs of the company and the participation companies and to serve core development orientations such as:

- Arrangement of modern and technologically advanced installations to accommodate the entire computational and network/ telecommunications infrastructure of the subsidiaries. Both today, and in the near future, such infrastructures are expected to support all provided services by the Company to members, investors, 'Information Suppliers', foreign collaborating stock exchanges, etc.
- Coverage of the increasing size and perplexity of the Greek Stock Market operation (trading volume, number of listed securities and members, new products and markets, etc.).
- Elimination of the current multiple division observed today in the services of subsidiaries (different areas are being used today).
- Establishment of synergies and decrease of operating expenses.
- Increase of security at all levels (physical, data, etc).

Today the services of various companies supporting the capital stock market operation are accommodated in more than 12, mainly very old, buildings lacking substantial provisions as to the effective operation of an organization with the diversity, the network and technological infrastructure of the company's participation companies. The unsatisfactory dealing with the problem of creating modern installations in the past five years is to a great extent due to the fact that it was not possible to accurately define the main elements and requirements for such an operation before the technological and institutional modernization could widely apply, so as to define main elements and characteristics of the necessary new installations on the basis of actual information.

The following table presents the space and different areas accommodating the company's participation companies having their offices in Attica.

Organization	Area (m2)	Number of different areas
ASE	6,288	5
CSD	3,326	5
ADEX	869	1
ADECH	461	1
AYSK	1,091	1
ASE Training Centre	268	1
<b>TOTAL</b>	<b>12,303</b>	<b>14</b>

The estimates of main areas and characteristics of the capital stock market building are summarized in the following table:

Main special characteristics	'Smart building', Diversity
Total useful workplace	20,000 m2
Auxiliary areas (basements, warehouses, parking areas, etc.)	15,000 m2
Total working positions	800 – 1000
Special requirement areas	<ul style="list-style-type: none"> <li>• Central Conference Room</li> <li>• computer &amp; telecommunications infrastructure rooms (Computer and Operation Rooms, etc.)</li> <li>• Training installations 'Computer Aided Training' (for members and investors' public)</li> </ul>
Special requirement operations	<ul style="list-style-type: none"> <li>• Structured cabling</li> <li>• Integrated security/ access system</li> </ul>

The budget of the project amounts to approximately 20 bn GRD (including the purchase of land).

Capital drawn from the listing of the company on the Main Market of the ASE, shall finance part of the total investment.

According to the initial budget of the project, the payment of capital was made as follows:

Year	2001	2002	2003	2004
Amount in GRD million	6	7	4	3

For the implementation of the project, HELEX, which does not avail of a technical service, appointed a Technical Consultant following an open tender. The Technical Consultant provides the company with complex support services aiming at meeting all preconditions for the safe and timely implementation of the project, also finding the appropriate land. On 28/05/2001 a contract was made with the companies KION Construction Company, ERNST & YOUNG FINANCE S.A., aa Associates St. Agiostratitit, A. Pandazis and Associates S.A., AMTE Technical Studies S.A. and DANOS & ASSOCIATES S.A.

According to the initial schedule of the project, the purchase of land should have been made until 31.12.2001. To this end, the Technical Consultant sought for a piece of land with the main characteristics defined in the needs of HELEX.

The search included a research in the database of the Consultant with the real estate properties available, publications on the press without the name of the final purchaser as well as mapping and collection of information about all available real estate properties which could meet the needs of HELEX. However, given that there was not much offer in terms of real estate properties with a satisfying land planning regime and dimensions satisfying the requirements of HELEX, more research was made through publication on the press.

Finally, 22 real estate properties have been found some of which are more appropriate for the basic requirements of HELEX. Today, the statutory and city planning study of the real estate properties found is under progress, as well as the drawing up of the comparative technical and economic preliminary study.

Consequently, the purchase of a real estate property will not have been completed in 2001 and is postponed for early 2002. Therefore, the new table for the payment of capital is adjusted as follows:

<b>Year</b>	<b>2002<sup>(1)</sup></b>	<b>2003<sup>(2)</sup></b>	<b>2004<sup>(3)</sup></b>
Amount in GRD million.	8	5.5	6.5

(1) purchase of land, studies, commencement of works

(2) progress of works

(3) completion of project

The capital drawn shall be distributed on a first come first served basis until the entire capital is used and is expected to cover the total or part of the payments provided for the years 2002 and 2003.

The following table presents the distribution of drawn capital from the previous increase to September 30, 2001, as published and certified by auditors Theodoros G. Litsioulis (ICAA(GR) REG. NO. 11251) and Dimitrios II. Ziakas (ICAA(GR) REG. NO. 10631), with the relevant notes:

<b>Distribution manner of drawn capital</b>	<b>Schedule approved by the BoD of the Stock Market Commission Prospectus</b>				<b>Distributed capital</b>		
	<b>Total in 2000</b>	<b>Total in 2001</b>	<b>Total in 2002</b>	<b>Total capital</b>	<b>To 31.12.2000</b>	<b>From 1.1.2001 to 30.9.2001</b>	<b>To 30.9.2001</b>
Issue expenses	509,835,439	-	-	509,835,439	509,835,439	-	509,835,439
Construction of building accommodating the services of the HELEX Group	-	6,000,000,000	6,516,727,061	12,516,727,061	-	-	-
Undistributed capital currently placed in repos	-	-	-	-	12,516,727,061	12,516,727,061	12,516,727,061
<b>Total</b>	<b>509,835,439</b>	<b>6,000,000,000</b>	<b>6,516,727,061</b>	<b>13,026,562,500</b>	<b>13,026,562,500</b>	<b>12,516,727,061</b>	<b>13,026,562,500</b>

In addition it should be noted that:

1. The date of certification of the last share capital increase in cash was August 9, 2000
2. Public subscription was made from 25.7.00 to 28.7.00
3. The increase resulted in 2,500,000 new shares
4. The date of listing of new shares on the ASE was August 21, 2000
5. Undistributed capital to 30.9.2001 from the amount of 12,516,727,061 were placed in repos, as mentioned in page 37 of the Prospectus.

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## 8. SHAREHOLDERS' RIGHTS

### 8.1 General information

- Following the share capital increase, approved at the General Meeting of shareholders held on 28.12.2001, the shares of the Company will be increased to 80,162,867 common registered shares with a par value of 1,720 drachmas each provided the shares of third shareholders are fully contributed.
- Each share of Company stock embodies all the rights and obligations provided for by legislation and the Articles of Association of the Company, which, however, do not contain any provisions more restrictive than those provided by Law. Possession of a share certificate automatically implies the acceptance by the bearer of the Company's Articles of Association and of all the legal decisions of the shareholders' general meetings.
- The Articles of Association of the company do not grant special rights in favour of particular shareholders, with the exception of the right of the Minister of National Economy to appoint the Chairman of the Board of Directors of the Company.
- The shares of the Company are traded freely. The trading unit is the paperless certificate of ten (10) shares.
- Shareholders' liability is limited to the par value of the shares they own. Shareholders participate in the management and the profits of the Company according to legislation and the Articles of Association. The rights and obligations that each share bears accompany that share to any new absolute owner or special successor of the shareholder.
- Shareholders exercise their rights in connection with the management of the Company only through the general meetings.
- Shareholders have options on all future share capital increases of the Company in proportion to their participation in the existing share capital, as defined in article 13(5), of Codified Law 2190/1920.
- Under no circumstances can a shareholder's creditors, or their successors, cause the seizure of, or the lien on, any property whatsoever of, or of the books of the Company, nor can they request its dispersal or liquidation, or become involved in any way whatsoever in its administration or management.
- All shareholders, no matter where they reside, are considered as having their legal residence at the headquarters of the Company with regard to their dealings with the Company and they are subject to Greek laws. Any dispute between the Company, on the one hand, and the shareholders or any other third party, on the other, falls exclusively under the jurisdiction of the regular courts, whereas the Company is liable only to the courts of its headquarters.
- Every share carries the right of one vote. Co-owners of a share, in order to have the right to vote, must indicate to the Company in writing a joint representative for that share who will represent them at the General Meeting, otherwise their rights are revoked until such appointment takes place.

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- Every shareholder is entitled to participate in the shareholders' General Meeting, either in person or by proxy. To take part in the General Meeting, shareholders should first have their shares blocked by the Central Securities Depository's Paperless Clearing System at least five (5) days before the day that has been decided for the General Meeting and they should surrender the certificate issued to them to that effect at the General Meeting, in accordance with article 51 of Law 2396/96, as currently in force.
  - Shareholders who do not comply with the above may participate in the General Meeting only by permission and only if there is a quorum.
  - Shareholders who represent 5% of the paid-up share capital:
    - a. have the right to request from the Court of First Instance where the seat of the company is located an audit of the Company according to articles 40 and 40e of Law 2190/1920, and
    - b. can request an Extraordinary General Meeting of the shareholders. The Board of Directors is under obligation to call the Meeting within a period of no more than thirty (30) days from the date the application for it was made to the Chairman of the Board of Directors. The applicants must mention in their application the items on which the General Meeting will decide.
    - c. may request the postponement of the decision by the General Meeting (either ordinary or extraordinary) for all or certain issues on the agenda, setting a date for the continuation of the meeting, which, however, may not be set to more than thirty (30) days from the date of the postponement.
  - Ten (10) days prior to the ordinary General Meeting any shareholder can request the annual financial statements and the related reports of the Board of Directors and the Auditors of the Issuing Company.
  - Every shareholder is entitled to a dividend providing his name has been entered in the Shareholders' Register kept by the Company on the date of approval of the annual financial statements by the ordinary General Meeting of shareholders or whenever that is decided.
  - The dividend of a share is to be paid within two (2) months of the date of the ordinary General Meeting which approved the annual financial statements. The manner in which it will be paid and the place will be announced through the press.
  - Dividends not claimed within five years are credited to the Greek State.
  - With regard to the procedure of the shareholders having their shares blocked in order for them to participate in shareholders' General Meetings and with regard to the procedure for dividend payments, the provisions of the Central Securities Depository Paperless Clearing System Operating and Clearance Regulation as in force, will also apply as a supplement to the rules and regulations of the Articles of Association.

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## **8.2 Taxation of dividends**

In accordance with current legislation (Law 2238/94, article 109), companies whose stock is listed on the Athens Stock Exchange (excluding credit institutions) are charged with 35% tax on their taxable profits before any distribution. Thus, dividends are distributed from profits on which tax has already been paid by the company and therefore the shareholder has no tax obligation on the amount of the dividend which he receives.

The date of acquisition of income from dividends is deemed to be the date of approval of the Balance Sheet by the General Meeting of the Company's shareholders.

The legislation provides that, where a dividend is to be paid out of the profits made by subsidiary companies in any given financial year, that part of the dividend which is due to the parent company is paid during the following financial year (unless an interim dividend is to be paid in the same financial period) and therefore it becomes income for the parent company in the following financial period.

Furthermore, dividends from the profits of the parent company, which are derived in part from the profits of the companies in which it participates, if they are distributed, are paid in the financial year following that in which they are received.

In addition, profits of the parent company which are derived from dividends are taxed at source at the rate of 5% and subsequently, again, at the rate of 35%.

The profits of the parent company, to the extent they arise from dividends of Greek subsidiaries, shall not be subject to further taxation at parent company level. However, at the same time, by means of such exemption, an accounting discrepancy arises at parent company level, equal to at least 5% of dividends of the subsidiaries, which is subject to taxation at the parent company tax rate, which in this case amounts to 35%.

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## 9. INFORMATION ABOUT THE COMPANY

### 9.1 General Information

The Company ‘HELLENIC EXCHANGES HOLDING S.A.’, trading as ‘HELLENIC EXCHANGES’, was established in 2000 (Government Gazette 2424/31.3.2000) with Companies’ Register No. 45688/06/B/00/30 and its head-office is in the Municipality of Athens at 9 Xenofondos St.

The duration of the company in accordance with its Articles of Association is 200 years, in other words up to 2200.

The objective of the company, according to Article 51 of Law 2778/1999 and Article 2 of its Articles of Association is ‘participation in any legal form of company carrying on activities relating to the support and operation of organized capital markets.’

In order to fulfill the aforementioned objective the Company may:

- a. be involved in any form or support or related activity
- b. enter into any form of co-operation with natural persons or legal entities.
- c. participate in any form of commercial undertaking with similar or related objectives
- d. participate in collaborations involving Greek or foreign persons.
- e. provide guarantees for the obligations of its subsidiaries and / or affiliated companies.

HELEX currently has a single shareholding, its ownership of 100% of the share capital of Athens Stock Exchange S.A. According to the classification used by the National Statistical Service of Greece (STAKOD 91) the Company falls within the following sector of economic activity coded as 74 “Other Business Activities” and sub-sector 741.5 “Management Activities of Controlled Companies”.

### 9.2 Company Background

The holding company was recently established, as described in chapter 1 “Profile of the issuing company, Hellenic Exchanges Holding S.A.”. It owns 100% of the share capital of Athens Stock Exchange S.A., whose history is described below.

Stock market activities began unofficially in Greece during the second half of the 19th century. The first people to take advantage of the unofficial markets for currency exchange and securities in Ermoupolis and Athens were Greek traders and ship owners.

The Athens Stock Exchange was founded in 1876 through the issue of a founding regulation based on the French commercial code and it began operations as a self-governing public body. The first securities to be traded on the new market were Greek state bonds and shares in the National Bank of Greece. The first board of directors was elected four years later, after which ASE operated officially.

Until 1917 there was no supervisory authority overseeing the activities of ASE and issuers of securities had a limited understanding of their roles and responsibilities. Law 3632/1928 prescribed the roles and responsibilities of contracting parties.



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Presidential decree 348/85 transposed into Greek law EU directive 80//390/EEC and defines the type and extent of information that must be included in prospectuses published prior to the sale of securities to the investing public. Presidential Decree 350/85 laid down certain requirements applying to public listing of companies on the stock exchange, in line with the provisions of directive 79/279/EEC.

The next major step in ASE's history was Law 1806/1988 which provided the legal basis for the exchange to be able to compete with other European exchanges. This law introduced new concepts into the operation of the ASE and also provided a legal basis for the foundation of the Parallel Market and the securities depository company (now the Central Securities Depository S.A.).

Law 1892/1990 provided the detailed arrangements for the establishment of a securities depository company while (new the Central Securities Depository S.A.), while Law 1969/1991 established the Hellenic Capital Market Commission as the primary supervisory public body with responsibility for oversight and regulatory powers.

At the end of 1992, an electronic system for the automation of transactions ("ASIS") began operation. For the first time this offered all interested parties accurate information and secure and transparent transactions and increased investor confidence in the capital market.

Law 2166/1993 strengthened the role of the Hellenic Capital Market Commission while Law 298/1994 provided for the dematerialization of interest-bearing securities and government bonds.

Law 2324/1995 converted ASE into a limited company and introduced a range of measures designed to modernize the capital market. These covered: new requirements applying to company listings and private placements of tradable securities, providing for a broadening of activity of stock exchange companies, removal of controls on trading commissions and changes to the responsibilities of the Hellenic Capital Market Commission.

Thessaloniki Stock Exchange Centre S.A. was established in September 1995 (Gov. Gazette 5493/29.9.1995) with its base in Thessaloniki and its objectives being the organisation of stock exchange transactions in northern Greece and thus the decentralization of Greek capital market activities.

Systems Development and Capital Market Support S.A. was established in 1995 (Gov. Gazette 5612/29.9.1995) with the objective of bringing the capital market's technological infrastructure up-to-date and the development of software which would allow the introduction of new stock exchange products and systems.

Law 2396/1996 transposed into Greek law EU directive 93/96/EEC on the provision of investment services. This legislation also provided the basis for dematerialization of listed securities.

Law 2533/1997 provided the legal framework for the establishment of the Athens Derivatives Exchange (ADEX) and the Athens Derivatives Clearing House (ADECH). It also includes provisions relating to investor protection, transparency of transactions and the multiple obligations and rights of members of the Exchange, of ADECH and of contracting parties. Law 2533/1997 also anticipated the establishment of the Greek Market for Emerging Capital Markets, which has yet to be activated.

In December 1997 the Greek state sold by private placement 1,983,270 shares in the Athens Stock Exchange S.A. (i.e. 39.67% of the share capital) to institutional investors.

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In October 1998 Law 2651/1998 was passed which brought requirements applying to the listing of companies on the Athens Stock Exchange into line with those applying in most other European countries. Among the most significant changes was the removal of requirements relating to share capital increases and five successive years of profitability as conditions for listing on the Main Market of the ASE, and also the introduction of the procedure for determination of issue price through the book building procedure.

In December 1998 the Greek state made a second private placement of ASE shares totalling 600,000 shares (i.e. 12% of the share capital) to institutional investors.

The New Stock Exchange Market (NEHA) was established by Law 2733/99 with the objective of giving small, dynamic and innovative companies not meeting the conditions for listing on the Main or Parallel Market but with significant investment programmes for their size the possibility of raising capital on the capital market.

In November 1999, the ASIS system was replaced by an Integrated Automatic Electronic Trading System (OASIS) which allows all users with terminals to have direct access to the markets for shares and for derivatives products.

In March 2000 HELEX was established as a holding company whose share capital was formed from contributions of shares from the shareholders of ASE S.A.. In August 2000 the shares of HELEX was listed on the Main Market of the Stock Exchange.

In December 2000 the Board of Directors of HELEX decided to pay an interim dividend of 65 GRD per share of shareholders on 14th December 2000.

The first Extraordinary General Meeting of the company was held in 2001 with the main item being the purchase of own shares to boost the market price.

The Company operates as the command centre for its groups of companies marking out its development strategy and monitoring competition.

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### **9.3 Description of business activities**

HELEX was established with the main objective of participating in companies providing support services to organised capital markets.

The company's only shareholding is its ownership of 100% of the share capital of Athens Stock Exchange S.A. Thus the company's source of income derives from ASE's activities, which are described in detail in section 14.2.1, "ATHENS STOCK EXCHANGE".

HELEX plans to examine its participation in other companies acting in the business of support and operation of organised capital markets.

### **9.4 Intra-group contracts**

On 28.12.2000 the Company signed a contract with Systems Development and Capital Market Support S.A. (ASYK), pursuant to which the latter undertook to develop software relating to the following phases:

- Analysis of requirements and planning for installation and daily management and operation of HELEX's website.
- Organization, development and implementation of required applications and page content for the installation and daily management and operation of HELEX's website.
- Installation, trial operation and appropriate preparation of HELEX's website during the pilot operation period.
- Pilot operation period and finalization of installation of HELEX's website for the normal operating period.
- Daily management and operation of HELEX's website during normal operation (1 year from completion of pilot operation).

The price paid by the Company to ASYK for implementation of the project is 8,500,000 GRD plus VAT, payable as follows:

- 4,250,000 plus VAT upon signing of the contract
- The remaining sum of 4,250,000 plus VAT upon completion and delivery of the project.

### **9.5 Main contracts with third parties**

#### **Technical Consultancy Service Contract**

On 28.5.2001 the Company signed a contract for providing technical consultancy services for the research, design and construction of the building will house HELEX's services with a group of companies including KION, ERNST & YOUNG S.A., AA ASSOCIATES, St. Agiostratitis, A. PANTAZIS & ASSOCIATES S.A., AMTE S.A. Technical Consultants, and DANOS & ASSOCIATES S.A.

The main obligations of the technical consultant set out in the text of the contract are:

- To assist in finding a plot where the HELEX building could be constructed
- To prepare a design for the construction of the building

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- To establish a group of executives within 5 days in order to transfer the necessary information relating to the requirements and specifications of the building in due time.
  - To undertake all liability relating to the injury of labourers during work.

HELEX is obliged to issue instructions and decisions in due time relating to matters reported to it by the technical consultant.

The technical consultant's fee is payable in two stages. The first stage relates to the project design budget and has been estimated at 140 million GRD approximately. The second stage relates to around 199 million GRD which is the overall lump sum fee of the technical consultant.

The initial duration of the contract, according to the tender notice, was 3 years. In all events contract duration will be determined depending on the progress of work.

#### **Service contract**

On 21.9.2000 the Company signed a service contract with PriceWaterhouseCoopers (PWC) on the determination of a fairness option for the shares in the subsidiaries on the HELEX Group with the shares of the parent company which intends to exchange the shares held by third party investors with HELEX shares.

The main obligations of PWC set out in the text of the contract are:

- Valuation of the companies in the HELEX Group using specific valuation methodology which will include a) analysis of comparable companies, b) discounted cash flows and c) net worth valuation.
- Analysis of the economic environment in Greece
- Analysis of the current position of the companies and their prospects
- Analysis of other factors and data related to valuation of the companies.

The company's fee is approximately 19.8 GRD. The initial duration of the contract is 8 weeks from the commencement of work.

#### **Computer equipment technical support and maintenance**

On 1.6.2001 the Company signed a contract with INLINE TECHNOLOGY CONSULTANTS TECHNICAL AND COMMERCIAL S.A for technical support and maintenance for its computer equipment pursuant to which the latter undertook to provide consultancy services on matters of upgrades, improvements, computer operating systems and in general on matters concerning new technologies in computing.

The contract was initially to expire on 21<sup>st</sup> May 2002 and may be renewed by signing a new agreement.

The total fee for the Company for maintenance and technical support of HELEX's computer equipment is 1,600,000 GRD.

### **9.6 Fixed assets, warranties and collateral security**

#### ***Land – Buildings***

The Company does not have any real estate assets in its possession.

The Company rents the following offices which it has laid out appropriately. These appear in the balance sheet in the account "Buildings – technical works". These premises cover 190m<sup>2</sup> and house the

head-offices of the Company (9 Xenofondos St., Syndagma). The lessor in Singapore Airlines and the monthly rental fee is 1,187,880 GRD plus stamp duty at 3.6%.

REAL ESTATE RENTED BY HELEX				
Address	Lessor's Name	Monthly rental fee (GRD)	Period of lease	area (m <sup>2</sup> )
9 Xenofondos St., Athens	Singapore Airlines Limited	1.187.880	17.5.2000 – 16.5.2012	190.0

### **Equipment**

The Company has nine workstations (**COMPAQ DESKPRO EX**), each of which works in collaboration with an **EIZO FLEXSCAN F520** screen. These stations operate in collaboration with a **COMPAQ ML350 800MHz** server. There is also one **COMPAQ ARMADA E 500** portable computer.

The operating system used is **MS WINDOWS NT4.0 WORKSTATION** with **SERVICE PACK 4.0** apart from three stations which use **MS WINDOWS 2000**.

In order to create security copies there is a magnetic tape copier (**COMPAQ 20/40GB DAT TAPE DRIVE**) with a 20-40 GB capacity.

The printers used on the network are:

- **HEWLETT PACKARD LASERJET 2100 TN**
- **EPSON ACCULASER 2000**
- **OKI MICROLINE 3320**

The Company's equipment is presented in detail in the table below:

TYPE	QUANTITY	EQUIPMENT	YEAR ACQUIRED	UNDEPRECIATED VALUE (GRD)
SCREENS	8	EIZO FLEXSCAN F 520	2000	816,951
PCs	2	COMPAQ DESKPRO EX PIII/650 MHz	2000	828,819
	6	COMPAQ DESKPRO EX PIII/650 MHz	2000	2,495,797
PC & SCREEN	2	COMPAQ DESKPRO EX PIII/800 MHz-EIZO FLEXSCAN F 520	2001	1,067,574
PRINTERS	1	HP LASERJET 2100TN	2000	247,040
	1	EPSON ACULASER C 2000	2000	619,613
	1	OKI ML 3320	2000	124,721
PORTABLE COMPUTER	1	COMPAQ ARMADA E 500	2000	948,895
COMPUTER SERVER	1	COMPAQ PROLIANT ML 350-COMPAQ DAT TAPE DRIVE	2001	2,317,588

There are no mortgages, mortgage prenotations or other encumbrances affecting the assets described above.

The Company has provided warranties to the following companies:

1. SINGAPORE AIRLINES (warranty for rented building) 2,280,000 GRD
2. REUTER'S (warranty for use of software) 387,000 GRD

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The Company has received warranties from the company KION S.A. - ERNST & YOUNG FINANCE S.A. whose main features are:

1. Letter of guarantee (No. 51240 GENERAL BANK) of good performance 16,950,000 GRD
2. Letter of guarantee (No. 102/957183 EUROBANK) of receipt of advance payment 41,500,000 GRD
3. Letter of guarantee (No. 23257 BANK OF CYPRUS) of receipt of advance payment 8,500,000 GRD.

### ***Insurance coverage***

The building as well as its contents (equipment) have been insured against fire, sabotage – terrorism, natural phenomena as well as car / airplane collisions with ALPHA Insurance (Contract No. 645334-4/16-7-01). The total insured capital is 83,194,668 GRD. The contract is valid from 6/7/01-6/1/02. The total premiums are 126,892 GRD per half-year (the net premium is 102,059 GRD).

## **9.7 Share Capital Development**

The share capital of the Company stands at ninety billion three hundred and forty one million three hundred and forty three thousand seven hundred and fifty (90,341,343,750) drachmas or two hundred and sixty five million one hundred and twenty five thousand (265,125,000) euro divided into fifty two million five hundred thousand (52,500,000) registered shares with a face value of one thousand seven hundred and twenty drachmas approximately each (1720.7875) or five euro and five cents (5.05) each.

The aforementioned Share Capital was covered as follows:

a) The company's share capital, according to article 5 of its corporate charter, was initially set at eighty six billion drachmas (86,000,000,000) and is divided into fifty million (50,000,000) registered shares of face value one thousand seven hundred and twenty drachma (1,720) each (Government Gazette 2424/31. 31/03/2000). The company's share capital comprises the total number of shares of ASE S.A. plus a cash amount of one billion drachmas (1,000,000,000).

b) By means of decision of the Board of Directors of the Company dated 6<sup>th</sup> April 2000 (Government Gazette 7457/8.8.00) taken in accordance with Article 5(2)(c) of the Company's Articles of Association and Article 51 of Law 2778/1999, it was decided to increase the share capital by 4,300,000,000 GRD through public and private placement for listing the shares on the Main Market of the Athens Stock Exchange. To this end 2,500,000 new common registered shares with a face value of 1,720 GRD each were issued of which 2,375,000 were issued to the public and the remaining 125,000 issued through private placement. The premium on capital stock, namely 8,762,562,500 GRD was credited to the account "premium from sale of shares above par".

c) By means of decision of the Extraordinary General Meeting of Shareholders held on 12<sup>th</sup> September 2001 (Decision K2 – 13208/18.10.01 of the Minister of Development) an increase in the share capital by capitalizing reserves worth 41,343,750 GRD was decided with the corresponding increase in the face value of the share from 1,720 GRD to 1720.7875 GRD and the conversion of the company's share capital and the face value of the share into Euro.

By means of decision of the Extraordinary General Meeting of Shareholders held on 28.12.01 it was decided to increase the share capital of the company by contributing shares from the companies 'Athens Derivative Exchange S.A.', 'Central Securities Depository S.A.', 'Athens Derivatives

exchange Clearing House S.A.’, ‘Thessaloniki Stock Exchange Centre S.A.’ and ‘Systems Development and Capital Market Support S.A.’ belonging to third party shareholders up to the upper sum of 32,150,534,588 GRD divided into 18,683,617 new common registered shares with a face value of 1,720,7875 GRD (€ 5.05) each. The premium on capital stock, namely 24,196,980,629 GRD will be credited to the account “Premium from shares sold above par”.

Following this, the share capital of the Company will stand at 122,491,878,338 GRD (€ 359,477,265) divided into 71,183,617 common registered shares with a fact value of 1,720.7875 GRD each.

The development in the Company’s share capital from establishment to date as well as how they have been covered as shown in the following table:

HELEX SHARE CAPITAL DEVELOPMENT								
Increase method								
GOVERNMENT GAZETTE	Date of General Meeting	Cash	Contribution of ASE’s shares	Capitalization of reserves	Contrib. Of third party s/holders in the HELEX Group	Total number of shares	Face value	Total share capital
2424/31.3.2000	Founding equity	1,000,000,000	85,000,000,000			50,000,000	1,720	86.000.000.000
7457/8.8.2000	6.4.2000	4,300,000,000				52,500,000	1,720	90.300.000.000
9336/22.10.2001	12.9.2001			41,343,750		52,500,000	1,720,7875	90.341.343.750
<b>TOTAL BEFORE CURRENT INCREASE</b>						<b>52,500,000</b>		<b>90,341,343,750</b>
<b>CURRENT INCREASE (G.M. 28.12.2001 )</b>					18,683,617	71,183,617	1,720,7875	122,491,878,338
<b>TOTAL AFTER CURRENT INCREASE</b>						<b>71,183,617</b>		<b>122,491,878,338</b>

## 9.8 Shareholders' equity – Nominal value of shares

The following table presents the shareholders' equity of the company HELEX both on 30.9.2001 and following the increase and the nominal / book value of the share is calculated.

SHAREHOLDERS' EQUITY BEFORE AND AFTER INCREASE			
<i>Amounts in GRD</i>	Before the increase	Upper amount of increase (1)	Upper amount after increase
Number of Shares	52,500,000	18,683,617	71,183,617
Par value (GRD)	1,720.7875	1,720.7875	1,720.7875
Share Capital	90,341,343,750	32,150,534,588	122,491,878,338
Reserve from paid-up capital above par	8,685,218,750	24,196,980,629	32,882,199,379
Profits carried forward for the period 29.3.2000-30.9.2001	14,257,785,508		14,257,785,508
Less: provision for tax for the period 29.3.2000-30.9.2001	(300,839,274)		(300,839,274)
<b>Total shareholders' equity</b>	<b>112,983,508,734</b>		<b>169,331,023,951</b>
<i>Book value of share (GRD)</i>	<i>2,152.07</i>		<i>2,378.79</i>

(1) The amounts in this increase have been calculated on the assumption that the third party shareholders in the HELEX Group (apart from ASE S.A. itself), to whom this offering is addressed, will contribute their shares in order to exchange them with shares of HELEX.

The following table presents total shareholders' equity of the HELEX GROUP as well as off-book adjustments thereto at 30.9.2001.

ADJUSTED SHAREHOLDERS' EQUITY	01.02 – 30.09.2001	01.02 – 30.09.2001
	(GRD Million)	(€ '000)
<b>GROUP SHAREHOLDERS' EQUITY</b>	<b>90,750</b>	<b>266,324</b>
Minority interests	23,830	69,934
<b>TOTAL SHAREHOLDERS' EQUITY</b>	<b>114,580</b>	<b>336,258</b>
Less non-accounting adjustments	5,534	16,241
Less taxes for the period 01.01.2001 – 30.09.2001	3,770	11,064
Less taxes for 1999	173	508
Less provision for tax liabilities for unaudited years	520	11,526
<b>ADJUSTED TOTAL SHAREHOLDERS' EQUITY</b>	<b>104,583</b>	<b>306,920</b>
<b>Adjusted book value of share</b>	<b>1,992 (GRD)</b>	<b>5,85 (€)</b>

The adjusted shareholders' equity can be broken down as follows:

<b>Adjusted group capital</b>	<b>83,552</b>	<b>245,200</b>
Adjusted minority interests	21,031	61,720
<b>Adjusted shareholders' equity</b>	<b>104,583</b>	<b>306,920</b>

Note that HELEX at its established valued the shares of ASE S.A. in its possession at acquisition value which was then 85 billion GRD. This value corresponds to the sale price at which the second share issue by ASE S.A. in 1998 was held (17,000 GRD) and on the basis of this price all shares of ASE S.A. were contributed in kind (5,000,000 shares) to HELEX. On the basis of Article 29(7) of Law 2579/1998 by way of deviation from Article 43(6) of Law 2190/1920 the 'current price of the Athens Stock Exchange S.A.'s shares which were acquired by the Company through private placement from the Greek State is considered to be their acquisition price at the aforementioned date of the private placement'. If valuation had been done in accordance with Article 43 of Law 2190/1920 the shares



would have been valued on the basis of the financial statements dated 30.09.2001 at 53.8 billion GRD and a valuation difference of 31.2 billion GRD would have arisen.

## 9.9 Shareholders

The ownership of the company share capital before and after completion of the capital increase was as follows:

SHAREHOLDERS	BEFORE THE CAPITAL INCREASE (at 20.12.2001)		AFTER THE CAPITAL INCREASE	
	Number of Shares	(%)	Number of Shares	(%)
DEKA and Greek Government	23,746,210	45.23%	23,746,210	33.36%
Credit institutions	11,254,230	21.44%	18,325,840	25.74%
ASE-listed companies	3,192,950	6.08%	3,192,950	4.49%
Brokerages	1,095,301	2.09%	8,741,243	12.28%
Social insurance funds	2,074,850	3.95%	2,238,350	3.14%
Mutual funds/ MF management companies	2,766,450	5.27%	4,140,955	5.82%
Insurance Companies	708,200	1.35%	1,091,900	1.53%
Investment companies	2,362,170	4.50%	4,107,330	5.77%
Other companies	440,190	0.84%	489,390	0.69%
Companies from abroad	529,118	1.01%	529,118	0.74%
HELEX Group employees	200,984	0.38%	450,984	0.63%
Investing public	4,129,347	7.87%	4,129,347	5.80%
<b>Total shareholders</b>	<b>52,500,000</b>	<b>100.00%</b>	<b>71,183,617</b>	<b>100.00%</b>

*The percentage of shareholders after this increase has been calculated on the assumption that the HELEX Group shareholders (apart from those of ASE S.A. itself), to whom this offering is addressed, as provided for in the terms of the General Meeting decision will contribute their shares in order to exchange them with HELEX shares.*

*The ownership of share capital following the increase in capital decided on by the Extraordinary General Meeting on 28.12.2001 will be finalized upon certification of payment of any shareholders who exchange in return for the increase decided on in accordance with Article 13a of Codified Law 2190/1920.*

The shareholding figures following the increase in capital derive from the exchange ratio of shares in the companies ‘Athens Derivative Exchange S.A.’, ‘Central Securities Depository S.A.’, ‘Athens Derivatives exchange Clearing House S.A.’, ‘Thessaloniki Stock Exchange Centre S.A.’ and ‘Systems Development and Capital Market Support S.A.’ with those of HELEX.

Shareholders with holdings in excess of 2% of the company’s capital before the capital increase were:

Shareholders	Number of Shares	(%)
Greek State and DEKA	23,746,210	45.2309%
Agricultural Bank of Greece	2,515,770	4.7919%
Post Office Savings Bank	1,855,000	3.5333%
Alpha Bank	1,833,350	3.4921%
Deposits and Loans Fund	1,346,950	2.5656%
Hellenic Telecommunications Organization	1,225,000	2.3333%
ARMOS Investment S.A.	1,118,900	2.1312%
Civil Servants Share Fund	1,060,550	2.0201%
Bank of Greece	1,000,000	1.9048%
<b>Total</b>	<b>35,701,730</b>	<b>68.0032%</b>

The total number of shares held by members of the BoD of the company including senior management (see Ch. 9.10 'ADMINISTRATION – MANAGEMENT') stands at 16,000 shares, namely 0,03% of the share capital.

Note that on 21.12.01, 2,3000,000 shares of the company were transferred by National Capital Asset and Liabilities Management S.A. to the Greek State.

#### 9.10 Administration – Management

HELEX is managed by a nine-member Board of Directors. The Chairman of the Board of Directors is appointed by the Minister of National Economy. The remaining members of the Board of Directors are elected by secret ballot by the Company's General Meeting.

The composition of the Company's first Board of Directors was altered by the decisions of the BoD taken on 19.5.2000 and 4.8.2000 following the resignation of Messrs/ S. Travlos and S. Kouniakos respectively who were replaced by Messrs. G. Zantias and P. Alexakis. By means of the decision of the BoD taken on 16.11.2001 Mr. G. Manalis replaced Mr. G. Zantias who resigned. Consequently the composition of the Board of Directors today is as follows:

COMPOSITION OF THE BOARD OF DIRECTORS			
	Member of the Board	Board Position	Profession
1.	Panagiotis Dimitris Alexakis	Chairman	University Professor
2.	Apostolos Stavros Tamvakakis	Vice-Chairman	Economist
3.	Marinos Stamatis Giannopoulos	Member	Private employee
4.	Alexios Andreas Pilavios	Member	Economist
5.	Christos Ioannis Kazantzis	Member	Economist
6.	Christos Ioannis Kaklamanis	Member	University Professor
7.	Anastasios Panagiotis Stamatopoulos	Member	Stock Exchange representative
8.	Gikas Georgos Manalis	Member	Economist
9.	Angelos Dimitrios Chronis	Member	Retired (former CEO of OTE)

The Board of Directors convened as a body on 16.11.2001. The aforementioned Board of Directors will manage the Company up until the first Annual General Meeting which will be convened by 30.6.2002 in order to approve the financial statements of the first company year which ends of 31.12.2001.

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Mr. Angelos Chronis is the only independent member of the BoD in the sense that he does not have other relations with the issuing company and its shareholders apart from this participation in the BoD of the company and does not have a holding greater than or equal to 0.002% of the share capital himself or cumulatively with his relatives in the 1<sup>st</sup> or 2<sup>nd</sup> degree. The Board of Directors of the company undertakes to propose the election of two independent members at the 1<sup>st</sup> Ordinary General Meeting.

On the basis of its decision taken on 16.11.2001 the Board of Directors of HELEX, assigned the Chairman of the Company, Mr. Panagiotis Alexakis the right to exercise all powers and competences of the BoD apart from those requiring collective action or belonging to the exclusive competence of the General Meeting of the company in accordance with the legislation in force and the Articles of Association of the company. By means of the same decision the Board of Directors of HELEX, granted the Chairman of the BoD, Mr. Panagiotis Alexakis the power to assign the exercise of specific competences and powers granted to him and to grant further authorizations if required to members of the Board of Directors or other persons, to employees of the Company and to assign representation of the company to authorized lawyers.

Where the Chairman is absent or unable the Vice-Chairman Mr. Apostolos Tamvakakis shall take over his duties..

The salaries and remuneration of the members of the BoD in their capacity as such stood at 21,800,100 GRD for the year 2000 (highest salary 2,647,155 GRD and lowest salary 778,575 GRD). The salaries and remuneration of the members of the BoD in their capacity as such are expected to be 22,734,390 GRD for the current year (2001) (highest salary 3,114,300 GRD and lowest salary 934,290 GRD) while for 2002 they are expected to be 29,897,280. Note that since 1.1.2001 the Chairman of the BoD has not received a salary for services provided to HELEX or remuneration for attending the BoD.

Of the members of the BoD only Mr. Gikas Manalis, General Manager, has a contract of work with the Company.

Note that for the year 2000 the total salaries paid to members of the BoD for their overall shareholdings (including those relating to full-time jobs) on the BoD of companies in which the Issuing Company participates directly or indirectly stood at 41,536,962 GRD (highest salary 11,162,489 GRD and lowest salary 778,575 GRD) while for the year 2001 they are expected to be 30,542,038 GRD (highest salary 5,833,170 and lowest salary 934,290).

The company's management structure envisages only one senior executive position. This position is held by the General Meeting of the company, Mr. Gikas Manalis.

Mr. Gikas Manalis studies Business Administration at the University of Piraeus, did his postgraduate studies at the University of Sheffield in finance and received his Ph.D. in Finance from the City University of London. He has published many studies and articles in financial journals. He commenced his professional career in the National Bank of Greece in 1981 where he remained until 1999 holding vital posts in significant sectors. Since July 2000 he has served as General Meeting of Hellenic Exchanges while in October 2000 he was elected Lecturer at the Athens Economic University – Accounting and Finance Department.

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The total pay of the General Manager of the company stood at 8,192,654 GRD for 2000. It is estimated that for 2001 the total pay of the General Meeting of the Company will be 21,377,079 GRD.

Note that during the current financial year there have been no commercial contacts or transactions between members of the management or administration and supervisory organs of the Issuing Company and the Company itself nor with all businesses which depend on it apart from the contract of work between the Chairman of the BoD of the company Mr. Panagiotis Alexakis and the company 'Athens Stock Exchange S.A.', the participation of the member of the BoD, Mr. C. Kaklamanis on the BoD of the company ASYK S.A., and the transactions between shareholders of the company and businesses depending on it in the context of their normal activities.

All members of the BoD of the company are of Greek origin and their address for correspondence is that of the company, 9 Xenofondos St., GR-105 57 Athens.

Note that no member of the BoD of the company has been convicted of any criminal offence or is involved in any outstanding legal proceedings relating to bankruptcy or criminal offences or which might restrict their carrying on of:

- Commercial activity
- Stock Exchange transactions
- The profession of investment advisor, senior bank or insurance company executive, underwriter or official of a brokerage company.

Note that there are no family relations to the 2<sup>nd</sup> degree by affinity between members of the BoD and the senior executives of the Company.

#### **9.11 Shareholdings of Members of the BoD and Main Shareholders in the management and / or Capital of other companies**

The following table shows board member interests in management or in the capital with a shareholding greater than 3% in other companies and public law bodies corporate.

Note that the single main shareholder of the company is the Greek State (via D.E.K.A) which has numerous other shareholdings in companies and public law bodies corporate. These shareholdings are too numerous to be included in this prospectus.

<b>Board members of issuing company</b>	<b>Company in which shareholding exists</b>	<b>Board Position</b>	<b>Extent of shareholding (where &gt;3%)</b>
Panagiotis Alexakis	Hellenic Exchanges Holdings S.A.	Chairman	-
	Athens Stock Exchange S.A.	Chairman	-
	Athens Derivatives Exchange S.A.	Chairman & Managing Director	-
	Athens Derivatives Exchange Clearing House S.A.	Chairman & Managing Director	-
	Thessaloniki Stock Exchange Centre S.A.	Chairman & Managing Director	-
	Capital Market Commission	Member	-
Apostolos Tamvakakis	Hellenic Exchanges Holding S.A.	Vice-Chairman	-
	Ethniki Management & Organization S.A. (Ethnocard)	Chairman	-
	Ethniki Brokerage S.A.	Chairman	-
	NBG Greek Fund	Chairman	-
	NBG Balkan Fund	Chairman	-
	Interlease S.A.	Chairman	-
	Southern European Board of Europay International	Chairman	-
	Ethniki Insurance S.A.	Vice-Chairman	-
	United Bulgarian Bank, Sofia	Vice-Chairman	-
	Stopanska Bank A.S.	Vice-Chairman	-
	Diethniki Mutual Funds Management S.A.	Vice-Chairman	-
	Greek Financing and Leasing Group S.A.>	Vice-Chairman	-
	ETEBA S.A.	Vice-Chairman	-
	NBG International	Member	-
	National Bank of Greece	Member & Deputy Governor	-
	National Bank of Greece (Canada)	Member	-
	National Bank of Greece (Cyprus) Ltd.	Member	-
	Atlantic Bank of New York	Member	-
	National Bank of Greece (France)	Member & Permanent Representative	-
	Europay International	Member	-
	Delta Holdings S.A.	Member	-
Action Plan Commercial & Advertising S.A.	Member	-	
European Federation of Mortgage Banks (EMF)	Executive Committee Member	-	
Marinos Giannopoulos	Hellenic Exchanges Holding S.A.	Member	-
	Alpha Private Bank S.A.	Chairman	-
	Alpha Asset Management S.A.	Vice-Chairman	-
	Delta Singular S.A.	Vice-Chairman	-
	EMA S.A.	Member	-
Alexios Pilavios	Hellenic Exchanges Holding S.A.	Member	-
	Alpha Asset Management S.A.	Managing Director	-
Christos Kazantzis	Hellenic Exchanges Holding S.A.	Member	-
	Agricultural Bank of Greece	Vice-Chairman	-

	ATE LEASING	Chairman	-
	ATE Mutual Fund Management S.A.	Chairman	-
	First Business Bank	Chairman	-
	ATE Holdings	Vice-Chairman & Managing Director	-
Christos Kaklamanis	Hellenic Exchanges Holdings S.A.	Member	-
	Systems Development and Capital Market Support S.A.	Member	-
	Computer Technology Institute (ITY.)	Member	-
Anastasios Stamatopoulos	Hellenic Exchanges Holding S.A.	Member	-
	Kyklos Securities S.A.	-	74%
	U-Trade Holding S.A.	Managing Director	-
	Compro IT Systems S.A.	Member	-
Gikas Manalis	Hellenic Exchanges Holding S.A.	Member	-

The members of the BoD declare that they do not have shareholdings greater than 3% in the management or capital of other companies nor do they exert management influence nor do they have relations with other companies other than the above.

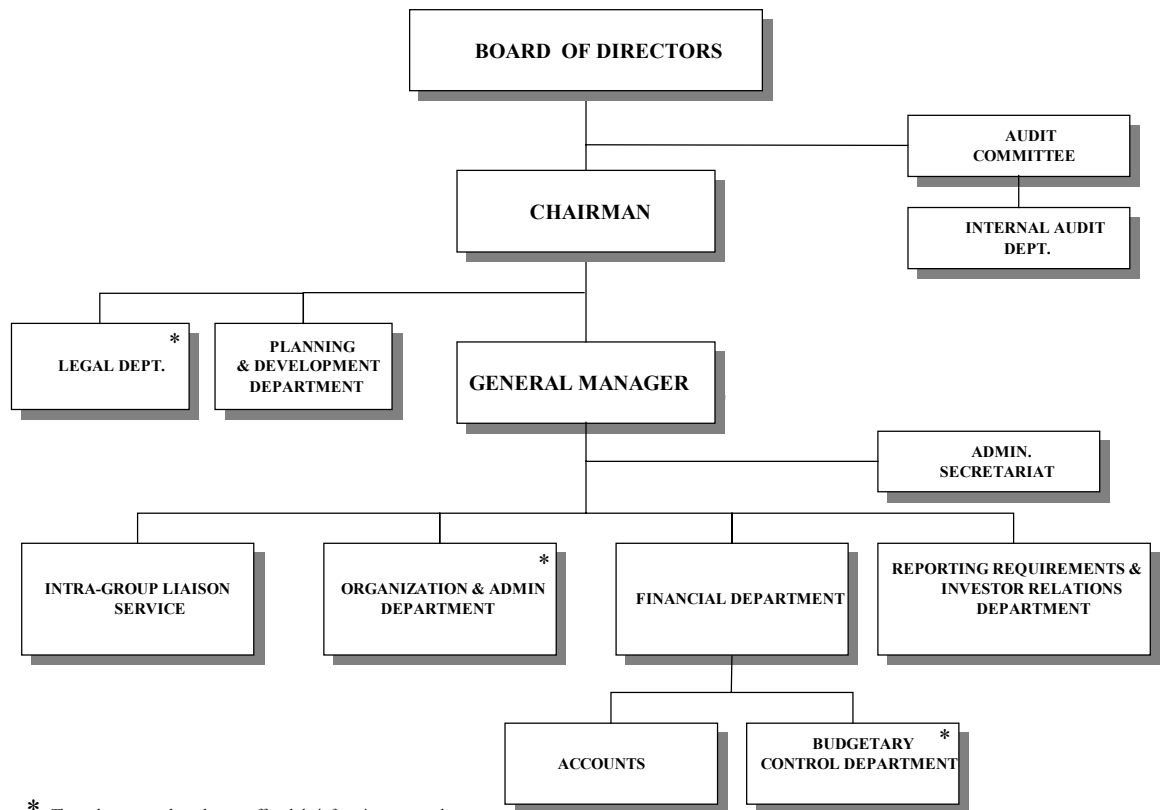
In addition, the members of the BoD and / or the main shareholders of the company declare that no commercial relationship, agreement, contract or transaction exists between the company and the companies in which they have interests or executive positions which are not part of their normal activities other than those referred to in the section on affiliated companies and those referred to below.

More specifically, the following points should be noted in relation to members of the BoD of HELEX coming from the Alpha Bank, National Bank of Greece and Agricultural Bank Groups (Messrs. A. Pilavious, M. Giannopoulos, A. Tamvakakis and C. Kazantzis) and Mr. A. Stamatopoulos and Mr. C. Kaklamanis:

The Company HELEX, in the context of its normal activities holds accounts with the following banks: National Bank of Greece, Alpha Bank and the Agricultural Bank of Greece and has entered into Stock Exchange service contracts with ALPHA FINANCE S.A., Ethniki Brokerage S.A., Agricultural Brokerage and Kyklos Securities S.A.. Moreover the Company has entered into an investment service contract with Ethniki Brokerage S.A., while also having signed financial advisor contracts with ETEBA S.A. and ALPHA FINANCE S.A. Finally, the Company has entered into a contract with ASE for the allocation of the fee of the Computer Technology Institute for the preparation of a business plan and Group reorganization plan.

## 9.12 Organizational Chart

The organizational structure of the Company is as follows:



\* These department have been staff and their functions covered  
 Either by an external associate or  
 By existing HELEX personnel.

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The company's senior staff including the General Manager are shown in the following table:

<b>POSITION</b>	<b>NAME</b>
GENERAL MANAGER	GIKAS MANALIS
HEAD OF INTERNAL AUDIT DEPARTMENT	NIKOS VASILATOS
HEAD OF PLANNING & DEVELOPMENT DEPT.	GIORGOS PITTAS
HEAD OF INTRA-GROUP LIAISON SERVICE	JULIA KORAKI
HEAD OF FINANCIAL DEPARTMENT	DIMITRIS KONTOGIANNIS
HEAD OF REPORTING REQUIREMENTS DEPT.	DIMITRIS PAPAGEORGOPOULOS
HEAD OF INVESTOR RELATIONS DEPARTMENT	IOANNA MICHELI

### **Audit Committee**

The Audit Committee operates as a sub-committee of the Board of Directors and its main aim is to supervise the quality and integrity of the accounting and auditing mechanism as well as the processes for generating the financial statements. The Audit Committee consists of three members of the Company' Board, Messrs. Angelos Chronis (Chairman), Christos Kazantzis and Christos Kaklamanis and reports to the Board of Directors. Its main responsibilities are:

- To supervise the mechanisms for ensuring agreement between the financial statements and the accounting standards, the taxation principles and the provisions laid down by the Capital Market Commission as well as the provisions of Codified Law 2190/1920.
- To ensure that the work done by external auditors is adequate and to evaluate their performance.
- To check for the existence of systematic and adequate review of the company's auditing mechanisms.
- To ensure that each of the company's activities is audited when there are suspicions of fraud.
- To evaluate the adequacy and quality of the internal auditing system.
- To review the auditing reports produced by the Internal Audit Department.

### **GENERAL MANAGER**

The General Manager is responsible for ensuring the smooth, problem free and effective day to day operation of the company based on its strategic goals, business plans and action programme as determined in decisions of the Board of Directors. The General Manager reports to the Company's Chairman.

Some of the General Managers responsibilities are that he is authorized to represent and bind the company solely by placing his signature on all company affairs in dealings with public, administrative, taxation, customs, police, judicial or other authorities included public corporations and public utilities such as the Hellenic Social Insurance Foundation (IKA), the Public Power Corporation, the Hellenic Telecommunications Organization (OTE), the Athens Piraeus Water Supply Company and so on and in relation to all natural persons and legal entities in general, to sign, enter into and amend all manner of contracts with natural persons and / or legal entities of public or private law, to appear as the legal representative of the company before all levels of court regardless of jurisdiction including the administrative courts, to file petitions relating to taxes and other duties and to collect monies unduly paid, to receive and to respond to all correspondence, telegrams or other communications, to collect



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and to receive from the relevant offices all manner of letters, securities, money orders, cash and parcels and to provide the necessary powers of attorney to lawyers, attorneys and representatives.

In addition, the signature of the General Manager alone is needed for dealings involving the company's accounts with any bank, the opening of new accounts as well as the timely issuing, endorsing, and acceptance of cheques, securities, bills of exchange, promissory notes and other payment orders, for the withdrawal of monies and the collection of monies as well as for the valid issuing of guarantees for the company, the taking out of loans or credit facilities with banks for sums up to twenty five million (25,000,000) drachmas.

For amounts greater than twenty five million (25,000,000) drachmas and in all cases where the above acts involve the entry into obligations above twenty five million (25,000,000) drachmas two signatures are required, namely that of the General Manager and that of the Chairman of the Board of Directors.

### **INTERNAL AUDIT DEPARTMENT**

The Internal Audit Department is independent from the other administrative units of the company and is not subject in administrative terms of the General Manager and the Chairman so as to ensure the objectiveness and effectiveness of its work. The Department reports to the Audit Committee. Its main responsibilities are:

- To carry out audits, either following a specific order from the Chairman of the Audit Committee or the Chairman of the Board of Directors or based on a specific regular audit plan.
- To monitor and certify the proper management of resources (material and human) as well as its cash assets in accordance with the decisions of the Investment Committee.
- To prepare audit reports submitted to the Audit Committee setting out in detail findings, describing deviations and making proposals for improvements in handling problems, in collaboration with the General Manager and Departmental Managers.
- To re-audit in order to ascertain compliance with the decisions of the Audit Committee and the Board of Directors.
- To review the reliability and integrity of financial and other information as well as the means used for the recognition, counting and classification of such types of information.
- To review the means for protecting assets and to confirm the existence thereof.
- To participate in the planning and implementation of audits for possible purchase of fixed assets for the company whose value does not exceed 25,000,000 GRD.
- To audit observance of the obligations for listed companies laid down by the Capital Market Commission in accordance with Decision No. 5/204/14.11.2000.
- To audit the observance of commitments contained in company prospectuses and business plans relating to the use of capital raised on the Stock Exchange.
- To audit the legality of salaries and all manner of benefits to members of the company's management in accordance with the decisions taken by the competent company bodies.
- To audit the relations and transactions of the company with the company affiliated to it in the sense of Article 42e of Codified Law 2190/1920 as well as the relations between the company and other companies in whose capital members of its Board or shareholders have participating interests of at least 10%.

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### **PLANNING AND DEVELOPMENT DEPARTMENT**

The Planning and Development Department is involved with the analysis and development of the company's external and internal environment, with submitting proposals for the development of Group strategy and is also responsible for monitoring and evaluating implementation of the goals which have already been set by subsidiaries and the Group as a whole. The Planning and Development Department reports directly to the company Chairman. Its main responsibilities are:

- To study and analyze the trends emerging on the domestic and international capital markets, and the organization and operation of Stock Exchange internationally.
- To monitor the conduct of the investing public and all factors affecting the activities of the company on the domestic market in general.
- To organize a system for collecting, receiving and processing information of issues relation of Group company operations.
- To explore in-house capabilities and the comparative advantages of the Group for responding to the requirements laid down by the external environment.
- To development a monitoring system for major Group projects.
- To develop a Group Strategic Model based on management guidelines and an analysis of the internal and external environment.
- To continuously monitor trends on foreign Stock Exchange markets in relation to organization, operations and products in order to ascertain whether procedures are adequate.
- To ensure internal organization as well as the availability of Group resources.

### **INTRA-GROUP LIAISON SERVICE**

The Intra-Group Liaison Service is involved with examining the development of the Group's subsidiaries by carrying out analyses of quantitative and qualitative data on company results and comparing these with the forecasts made at the beginning of the year. This service reports to the General Manager. Its main responsibilities are:

- To analyze HELEX's performance and that of the Group's subsidiaries via financial and quality analyses.
- To collect and process financial data and draw up financial indices relating to the Group and the subsidiary companies at least every three months.
- To analyze income, expenses and the costs of companies in the Group.
- To examine the strategic plans of all subsidiary companies and to monitor progress in implementing these plans.

### **THE REPORTING REQUIREMENTS AND INVESTOR RELATIONS DEPARTMENT**

The Reporting Requirements and Investor Relations Department has two functions:

1. to monitor the company's obligations to the Capital Market Commission, the Ministry of National Economy, the Ministry of Development and the ASE.
2. to support shareholders and promote the company to the wider investing public.

This department reports to the General Manager.

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Its main responsibilities are:

1. TO MONITOR Stock Exchange OBLIGATIONS

- To monitor observance of the obligations listed companies from the provisions laid down by the supervisory authorities and set out in the current legislation.
- To prepare company notices, press releases and to dispatch these.
- To provide information to the public on the implementation of company investments as described in the Prospectus.

2. SHAREHOLDER SERVICES AND PROMOTING THE COMPANY

- Share register management
- Provision of information to shareholders on the distribution of dividends, new share issues, distribution, registration, waiver and conversion transactions, time periods for exercising the relevant rights or changes to the initial deadlines.
- Provision of information to shareholders on Annual or General Meetings as well as decisions taken. The department also provides information on the acquisition of own shares and their distribution or cancellation.
- Preparation of a marketing plan.
- Promotion of the company both in Greece and abroad via publications, meetings with Stock Exchange players as well as organization of events such as one day meetings, conferences, road shows, etc.)
- Coordination and supervision of the work of the company's external associates (advertising firms, graphic designers, hotels, conference centres, etc.)
- Updating the company's website with financial data, company news and press releases.
- Publications of company documents.

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## **FINANCIAL DEPARTMENT**

This Department reports to the General Manager. Its main responsibilities are:

- To audit the annual and quarterly financial statements.
- To enter into financial transactions and relations between the company and third parties, be they public or private sector bodies.
- To collect monies and make payments for the company.
- Staff payrolling.
- To observe and monitor the company's taxation and other obligations.
- To prepare and draw up financial studies.
- To receive and evaluate supplier bids and submit proposals to management.

The following services are part of this department:

### 1. **THE ACCOUNTS OFFICE**

The Accounts Office is mainly responsible for the financial supervision and control of the company's taxation and other obligations as well as for handling all accounting affairs in accordance with the law and existing internal procedures. It reports to the head of the Financial Department and is responsible for:

- Auditing, preparing and analyzing the annual and quarterly financial statements of the company and the Group, preparing the appropriation account and the notes.
- Entering and monitoring the company's fixed assets.
- Auditing and entering all accounting transactions relating to general and itemized accounting (where required) as well as monitoring their correct presentation in the accounting books and records required by law in accordance with the General Accounting Plan.
- Making payments relating to the Company.
- Monitoring and paying the company's tax and other obligations (taxes payable to the State and third parties, stamp duty, income returns, VAT, etc.)
- Accounting entry and monitoring of all transactions deriving from management of the company's cash assets.
- The planning, purchase and receipt of supplies for the smooth operation of the company.

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## 2. BUDGETARY CONTROL OFFICE

The Budgetary Control Office reports to the Financial Department Manager and is responsible for:

- drawing up the annual budget for the company's departments in collaboration with departmental managers.
- Drawing up the annual budget for the Group.
- Monitoring progress in implementing approved company budgets as well as auditing expenditure.
- Monitoring progress in implementing the approved Group budget.
- Preparing regular reports to management setting out in detail findings, deviations and making proposals on how to confront them.

## ADMINISTRATIVE SUPPORT DEPARTMENT

The Administrative Support Department provides the following support functions : (a) human resource management, (b) computer support. The department reports to the General Manager.

### 1. HUMAN RESOURCE MANAGEMENT

The Chairman of the company is responsible for engaging and dismissing employees and for the terms on which they are engaged following a relevant decision taken by the Board of Directors. Other responsibilities in this field are carried out by the General Manager since it is not deemed necessary to have a specific employee dealing with this matter on a daily basis.

This field of activity involves:

- Studying and monitoring the legal and insurance provisions relating to staff and observation thereof.
- Observance and monitoring of staff files as well as data relating to their service and employment status.
- Monitoring and submitting necessary data relating to staff to external bodies (the Labour Inspectorate, IKA, the Organization for the Employment of the Workforce, etc.).
- Developing and implementing a staff career development and evaluation system and procedures.
- Staff training via appropriate, specialized courses.
- Monitoring of leave as well as employee working hours.
- Issuing payroll slips, calculating severance pay, withholdings and all other relevant employee benefits.
- Preparing recommendations on engagements of new staff and the better use / promotion of existing staff.
- Issuing certificates and other documents on staff service status.

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2. COMPUTER SUPPORT

- The Company collaborates with an external associate who provides the necessary computer support to enable the company to go about its day to day business. The external associate is paid on the basis of a contract which will expire in May 2002.

## 9.13 Company and Group Personnel

### Company personnel

On 31.12.2000 the Company employed a total of 7 personnel on contracts of work. The table below shows in detail the HELEX's personnel composition per department on 31.12.2000.

DEPARTMENT	NUMBER OF PERSONNEL 31.12.2000
GENERAL MANAGER	1
INTERNAL AUDIT DEPARTMENT	External associate <sup>(1)</sup>
PLANNING & DEVELOPMENT DEPT.	0
INTRA-GROUP LIAISON SERVICE	1
FINANCIAL DEPARTMENT	2
REPORTING REQUIREMENTS DEPT.	1
LEGAL DEPARTMENT	External associate
COMPUTERS	External associate
MANAGEMENT SECRETARIAT	1
CLEANING STAFF	1
<b>TOTAL</b>	<b>7</b>

(1) Since 20.2.2001 the internal auditor has been employed by the Company on the basis of a contract of work.

All personnel are on private law indefinite contracts apart from one who is on a fixed term contract. Personnel are insured with the Hellenic Social Insurance Foundation (IKA). The Company's contributions for all staff account for 27.96% of their pay apart from one employee where the figure is 30.11% of his pay.

The Company has entered into a contract with the insurance company ALICO AIG LIFE, providing Medicare and hospital coverage for its personnel. The level of coverage is 166,800,000 GRD. The contract is renewed every quarter and the current premiums stand at 566,322 GRD.

### Group personnel

Below the development in the annual average number of staff in the companies in the ASE Group from the establishment of ASE as a limited company per company for the financial years 1996-1999 and for the HELEX Group for the period 1.1.2000 – 31.12.2000, based on data from the notes to the financial statements.

	ASE Group				HELEX Group
	1996	1997	1998	1999	2000
Hellenic Exchanges Holding S.A.	-	-	-	-	7
Athens Stock Exchange S.A.	54 <sup>(1)</sup>	63	64	68	101
Central Securities Depository S.A.	96	141	214	302	339
Athens Derivatives Exchange S.A.	-	-	-	20 <sup>(2)</sup>	22
Athens Derivatives Exchange Clearing House S.A.	-	-	-	20 <sup>(3)</sup>	22
Thessaloniki Stock Exchange Centre S.A.	3 <sup>(4)</sup>	3	3	3	11
Systems Development & Capital Market Support S.A.	12 <sup>(5)</sup>	25	44	60	83
<b>TOTAL</b>	<b>166</b>	<b>232</b>	<b>325</b>	<b>473</b>	<b>585</b>

(1) 1<sup>st</sup> financial year 17.7.95-31.12.96

(2) 1<sup>st</sup> financial year 6.4.98-31.12.99

(3) 1<sup>st</sup> financial year 17.5.98-31.12.99

(4) 1<sup>st</sup> financial year 16.9.95-31.12.96

(5) 1<sup>st</sup> financial year 6.10.95-31.12.96

Staffing levels of HELEX Group companies at 30.09.2001 were as follows:

	<b>30.09.01</b>
Hellenic Exchanges Holding S.A.	11
Athens Stock Exchange S.A.	109
Central Securities Depository S.A.	331
Athens Derivatives Exchange S.A.	26
Athens Derivatives exchange Clearing House S.A.	23
Thessaloniki Stock Exchange Centre S.A.	12
Systems Development & Capital Market Support S.A.	92
<b>TOTAL</b>	<b>604</b>

#### 9.14 HELEX Group Investments 1997-2000

The table below summarizes investments made by group companies for the period 1997 –2000.

HELEX investments (GRD million)	29.3.00- 31.12.00	29.3.00- 31.12.00 (€ '000)	Total	Total (€ '000)
<b>A. Establishment Expenses</b>				
Initial establishment expenses	867.3	2,545.3	867.3	2,545.3
Other establishment expenses	929.0	2,726.3	929.0	2,726.3
<b>Total establishment expenses</b>	<b>1,796.3</b>	<b>5,271.6</b>	<b>1,796.3</b>	<b>5,271.6</b>
<b>B. Intangible Assets</b>				
Research & Development expenses	<b>0.0</b>	<b>0.0</b>	<b>0.0</b>	<b>0.0</b>
<b>C. Tangible Assets</b>				
Fields - lots	0.0	0.0	0.0	0.0
Buildings	41.0	120.3	41.0	120.3
Machinery - Tech. Equipment	0.0	0.0	0.0	0.0
Transportation Equipment	0.0	0.0	0.0	0.0
Furniture and other equipment	19.6	57.5	19.6	57.5
<b>Total</b>				
<b>Tangible Assets</b>	<b>60.6</b>	<b>177.8</b>	<b>60.6</b>	<b>177.8</b>
<b>D. Participations</b>	<b>85,000.0</b>	<b>249,449.7</b>	<b>85,000.0</b>	<b>249,449.7</b>
<b>Total (A+B+C+D)</b>	<b>86,856.9</b>	<b>254,899.2</b>	<b>86,856.9</b>	<b>254,899.2</b>

*Note.: The Company has not closed its financial year and the figures refer to the Financial Statement 29.3.2000-31.12.2000*



<b>ASE Investments</b> <i>(GRD million)</i>	<b>1997</b>	<b>1998</b>	<b>1999</b>	<b>2000</b>	<b>2000</b> <i>(€ '000)</i>	<b>Total</b>	<b>Total</b> <i>(€ '000)</i>
<b>A. Establishment Expenses</b>							
Initial establishment expenses	2.7	3.5	28.7	0.0	0.0	34.9	102.4
Other establishment expenses	777.8	298.2	995.4	1,719.8	5,047.1	3,791.2	11,126.0
<b>Total establishment expenses</b>	<b>780.5</b>	<b>301.7</b>	<b>1,024.1</b>	<b>1,719.8</b>	<b>5,047.1</b>	<b>3,826.1</b>	<b>11,228.5</b>
<b>B. Intangible Assets</b>							
Research & Development expenses	0.0	0.0	0.0	0.0	0.0	0.0	0.0
<b>C. Tangible Assets</b>							
Fields - lots	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Buildings	0.0	0.0	220.8	308.7	905.9	529.5	1,553.9
Machinery - Tech. Equipment	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Transportation Equipment	0.0	8.3	20.0	5.4	15.8	33.7	98.9
Furniture and other equipment	300.7	553.0	2,198.2	768.2	2,254.4	3,820.1	11,210.9
<b>Total</b>							
<b>Tangible Assets</b>	<b>300.7</b>	<b>561.2</b>	<b>2,439.1</b>	<b>1,082.3</b>	<b>3,176.1</b>	<b>4,383.3</b>	<b>12,863.7</b>
<b>D. Participations</b>	<b>849.8</b>	<b>3,863.7</b>	<b>770.0</b>	<b>1,155.0</b>	<b>3,89.6</b>	<b>6,638.5</b>	<b>19,482.0</b>
<b>Total (A+B+C+D)</b>	<b>1,931.0</b>	<b>4,726.6</b>	<b>4,233.1</b>	<b>3,957.1</b>	<b>11,612.9</b>	<b>14,847.9</b>	<b>43,574.2</b>
<b>CSD Investments</b> <i>(GRD million)</i>	<b>1997</b>	<b>1998</b>	<b>1999</b>	<b>2000</b>	<b>2000</b> <i>(€ '000)</i>	<b>Total</b>	<b>Total</b> <i>(€ '000)</i>
<b>A. Establishment Expenses</b>							
Initial establishment expenses	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Other establishment expenses	142.1	252.8	196.5	570.9	1,675.4	1,162.3	3,411.0
<b>Total establishment expenses</b>	<b>142.1</b>	<b>252.8</b>	<b>196.5</b>	<b>570.9</b>	<b>1,675.4</b>	<b>1,162.3</b>	<b>3,411.0</b>
<b>B. Intangible Assets</b>							
Research & Development expenses	265.7	401.8	973.5	1,269.4	3,725.3	2,910.3	8,540.9
<b>C. Tangible Assets</b>							
Fields - lots	0.0	0.0	0.0	58.1	170.5	58.1	170.5
Buildings	27.5	51.2	138.3	730.8	2,144.7	947.8	2,781.5
Machinery - Tech. Equipment	21.4	41.4	10.3	0.1	0.3	73.2	214.8
Transportation Equipment	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Furniture and other equipment	641.4	1,023.9	1,966.4	626.4	1,838.3	4,258.1	12,496.3
<b>Total</b>							
<b>Tangible Assets</b>	<b>690.3</b>	<b>1,116.5</b>	<b>2,114.9</b>	<b>1,415.4</b>	<b>4,153.8</b>	<b>5,337.1</b>	<b>15,662.8</b>
<b>D. Participations</b>	<b>0.0</b>	<b>500.4</b>	<b>0.0</b>	<b>0.0</b>	<b>0.0</b>	<b>500.4</b>	<b>1,468.5</b>
<b>Total (A+B+C+D)</b>	<b>1,098.0</b>	<b>2,271.5</b>	<b>3,284.9</b>	<b>3,255.7</b>	<b>9,554.5</b>	<b>9,910.1</b>	<b>29,083.2</b>

<b>TSEC Investments</b> <i>(GRD million)</i>	<b>1997</b>	<b>1998</b>	<b>1999</b>	<b>2000</b>	<b>2000</b> <i>(€ '000)</i>	<b>Total</b>	<b>Total</b> <i>(€ '000)</i>
<b>A. Establishment Expenses</b>							
Initial establishment expenses	2.0	0.0	0.0	0.0	0.0	2.0	5.9
Other establishment expenses	137.6	0.0	0.0	0.0	0.0	137.6	403.8
<b>Total establishment expenses</b>	<b>139.5</b>	<b>0.0</b>	<b>0.0</b>	<b>0.0</b>	<b>0.0</b>	<b>139.6</b>	<b>409.7</b>
<b>B. Intangible Assets</b>							
Research & Development expenses	<b>0.0</b>	<b>0.0</b>	<b>0.0</b>	<b>0.0</b>	<b>0.0</b>	<b>0.0</b>	<b>0.0</b>
<b>C. Tangible Assets</b>							
Fields - lots	124	0.0	0.0	0.0	0.0	124.0	363.9
Buildings	713.9	0.0	0.0	3.6	10.7	717.5	2,105.6
Machinery - Tech. Equipment	100.6	0.7	13.4	1.0	3.0	115.7	339.5
Transportation Equipment	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Furniture and other equipment	6.8	3.6	3.9	28.5	83.6	42.8	125.6
<b>Total</b>							
<b>Tangible Assets</b>	<b>945.3</b>	<b>4.3</b>	<b>17.3</b>	<b>33.1</b>	<b>97.2</b>	<b>1,139.6</b>	<b>3,344.4</b>
<b>D. Participations</b>							
	<b>0.0</b>	<b>0.0</b>	<b>0.0</b>	<b>0.0</b>	<b>0.0</b>	<b>0.0</b>	<b>0.0</b>
<b>Total (A+B+C+D)</b>	<b>1,084.8</b>	<b>4.3</b>	<b>17.3</b>	<b>33.1</b>	<b>97.1</b>	<b>1,142.7</b>	<b>3,353.5</b>
<b>ADEX Investments</b> <i>(GRD million)</i>							
			<b>6.4.98 –</b>	<b>2000</b>	<b>2000</b> <i>(€ '000)</i>	<b>Total</b>	<b>Total</b> <i>(€ '000)</i>
			<b>31.12.99</b>				
<b>A. Establishment Expenses</b>							
Initial establishment expenses			406.5	15.7	46.1	422.2	1,239.0
Other establishment expenses			0.5	7.4	21.7	7.9	23.2
<b>Total establishment expenses</b>			<b>407.0</b>	<b>23.1</b>	<b>67.8</b>	<b>430.1</b>	<b>1,262.2</b>
<b>B. Intangible Assets</b>							
Research & Development expenses			<b>0.0</b>	<b>0.0</b>	<b>0.0</b>	<b>0.0</b>	<b>0.0</b>
<b>C. Tangible Assets</b>							
Fields - lots			0.0	0.0	0.0	0.0	0.0
Buildings			74.7	6.2	18.2	80.9	237.4
Machinery - Tech. Equipment			35.0	11.2	32.9	46.2	135.6
Transportation Equipment			9.1	0.0	0.0	9.1	26.7
Furniture and other equipment			112.1	27.0	79.2	139.1	408.2
<b>Total</b>							
<b>Tangible Assets</b>			<b>230.9</b>	<b>44.4</b>	<b>130.3</b>	<b>275.3</b>	<b>807.9</b>
<b>D. Participations</b>							
			<b>739.5</b>	<b>0.0</b>	<b>0.0</b>	<b>739.5</b>	<b>2,170.2</b>
<b>Total (A+B+C+D)</b>			<b>1,377.4</b>	<b>67.5</b>	<b>198.1</b>	<b>1,444.9</b>	<b>4,240.4</b>

<b>ADECH Investments</b> <i>(GRD million)</i>	<b>17.5.98 –</b> <b>31.12.99</b>	<b>2000</b>	<b>2000</b> <b>(€ '000)</b>	<b>Total</b>	<b>Total</b> <b>(€ '000)</b>
<b>A. Establishment Expenses</b>					
Initial establishment expenses	316.0	15.7	46.1	331.7	973.4
Other establishment expenses	8.7	15.2	44.6	23.9	70.1
<b>Total establishment expenses</b>	<b>324.7</b>	<b>30.9</b>	<b>90.7</b>	<b>355.6</b>	<b>1.043.6</b>
<b>B. Intangible Assets</b>					
Research & Development expenses	<b>0.0</b>	<b>0.0</b>	<b>0.0</b>	<b>0.0</b>	<b>0.0</b>
<b>C. Tangible Assets</b>					
Fields - lots	0.0	0.0	0.0	0.0	0.0
Buildings	49.2	0.7	2.1	49.9	146.4
Machinery - Tech. Equipment	26.1	12.9	37.9	39.0	114.5
Transportation Equipment	0.0	0.0	0.0	0.0	0.0
Furniture and other equipment	120.0	18.1	53.1	138.1	405.3
<b>Total</b>					
<b>Tangible Assets</b>	<b>195.3</b>	<b>31.7</b>	<b>93.0</b>	<b>227.0</b>	<b>666.2</b>
<b>D. Participations</b>					
	<b>0.0</b>	<b>0.0</b>	<b>0.0</b>	<b>0.0</b>	<b>0.0</b>
<b>Total (A+B+C+D)</b>	<b>520.0</b>	<b>62.6</b>	<b>183.7</b>	<b>582.6</b>	<b>1.709.8</b>

<b>ASYK Investments</b> <i>(GRD million)</i>	<b>1997</b>	<b>1998</b>	<b>1999</b>	<b>2000</b>	<b>2000</b> <b>(€ '000)</b>	<b>Total</b>	<b>Total</b> <b>(€ '000)</b>
<b>A. Establishment Expenses</b>							
Initial establishment expenses	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Other establishment expenses	6.2	10.3	1.7	9.6	28.2	27.8	81.6
<b>Total establishment expenses</b>	<b>6.2</b>	<b>10.3</b>	<b>1.7</b>	<b>9.6</b>	<b>28.2</b>	<b>27.8</b>	<b>81.6</b>
<b>B. Intangible Assets</b>							
Research & Development expenses	<b>0.0</b>	<b>0.0</b>	<b>0.0</b>	<b>0.0</b>	<b>0.0</b>	<b>0.0</b>	<b>0.0</b>
<b>C. Tangible Assets</b>							
Fields - lots	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Buildings	1.4	0.7	3.6	1.0	2.9	6.7	19.7
Machinery - Tech. Equipment	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Transportation Equipment	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Furniture and other equipment	27.3	23.4	32.8	63.0	184.9	146.4	429.6
<b>Total</b>							
<b>Tangible Assets</b>	<b>28.6</b>	<b>24.0</b>	<b>36.4</b>	<b>64.0</b>	<b>187.8</b>	<b>153.0</b>	<b>449.0</b>
<b>D. Participations</b>							
	0.0	0.0	35.0	15.0	44.0	50.0	146.7
<b>Total (A+B+C+D)</b>	<b>34.8</b>	<b>34.3</b>	<b>73.1</b>	<b>88.6</b>	<b>260.0</b>	<b>230.9</b>	<b>677.6</b>

*Note.: Discrepancies between totals in the tables are due to rounding off figures.*

Based on the data above Group investments for the period 1997-2000 were as follows:

<b>Investments</b> <sup>1,2</sup> <i>(GRD million)</i>	<b>1997</b>	<b>1998</b>	<b>1999<sup>3</sup></b>	<b>2000</b>	<b>2000</b> <b>(€ '000)</b>	<b>Total</b> <b>1997-2000</b>	<b>Total</b> <b>1997-2000</b> <b>(€ '000)</b>
<b>A. Establishment Expenses</b>							
Initial establishment expenses	4.7	3.5	751.2	898.7	2.637.4	1.658.1	4.866.0
Other establishment expenses	1.063.7	561.3	1.202.8	3.251.9	9.543.4	6.079.7	17.842.1
<b>Total establishment expenses</b>	<b>1.068.3</b>	<b>564.8</b>	<b>1.954.0</b>	<b>4.150.6</b>	<b>12.180.8</b>	<b>7.737.8</b>	<b>22.708.1</b>
<b>B. Intangible Assets</b>							
Research & Development expenses	<b>265.7</b>	<b>401.8</b>	<b>973.5</b>	<b>1.269.4</b>	<b>3.725.3</b>	<b>2.910.3</b>	<b>8.540.9</b>
<b>C. Tangible Assets</b>							
Fields - lots	124.0	0.0	0.0	58.1	170.5	182.1	534.4
Buildings	742.8	51.8	486.7	1.092.0	3.204.7	2.373.3	6.964.9
Machinery - Tech. Equipment	122.0	42.1	84.7	25.2	74.0	274.1	804.4
Transportation Equipment	0.0	8.3	29.1	5.4	15.8	42.8	125.6
Furniture and other equipment	976.1	1.603.9	4.433.3	1.550.8	4.551.1	8.564.2	25.133.4
<b>Total</b>							
<b>Tangible Assets</b>	<b>1.964.9</b>	<b>1.706.1</b>	<b>5.033.8</b>	<b>2.731.5</b>	<b>8.016.1</b>	<b>11.436.5</b>	<b>33.562.7</b>
<b>D. Participations<sup>4</sup></b>							
	<b>680.8</b>	<b>0.0</b>	<b>35.0</b>	<b>15.0</b>	<b>44.0</b>	<b>730.8</b>	<b>2.144.7</b>
<b>Total (A+B+C+D)</b>	<b>3.979.7</b>	<b>2.672.6</b>	<b>7.996.3</b>	<b>8.166.5</b>	<b>23.966.3</b>	<b>22.815.4</b>	<b>66.956.4</b>

1. Discrepancies between totals in the tables are due to rounding off figures.

2. In the calculation of group investments no account has been taken of intra-group transactions relating to tangible and intangible assets and establishment expenses incurred between companies in the Group.

3. Group investments for 1999 include all investments made by the companies 'Athens Derivative Exchange S.A.' and 'Athens Derivatives exchange Clearing House S.A.' during their first financial year in excess of 12 months which ended on 31.12.1999 (from 6.4.1998 to 31.12.1999 and from 17.5.1998 to 31.12.1999 respectively).

4. The figure of 680.8 million GRD in 1997 relates to participation by the Company ASE S.A. in the Auxiliary Fund established that year and the figures of 35 million GRD for 1999 and 15 million GRD for 2000 relate to acquisition of ASYK S.A.'s shareholding in the company FORTH e-com (1999) and further participation in the latter's share capital increase (2000).

Group investments during the period 1997-2000 relate in their majority to the development and modernization of information technology and network / telecommunications infrastructures for the companies 'Athens Stock Exchange S.A.' and 'Central Securities Depository S.A.' and in particular the purchase of computers, other IT equipment and software required for commissioning the ASIS, OASIS and PCS systems.

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## 10. LEGAL FRAMEWORK

### 10.1 Main Legal Framework governing HELEX and companies in its group

#### 10.1.1 HELEX Legal Framework

HELEX is a limited company governed by Codified Law 2190/1920 as in force from time to time. Furthermore, due to its relations with ASE, HELEX is governed by the provisions of Article 51 of Law 2778/1999, which provides that:

- Scheduled and unscheduled audits be carried out by two certified auditors,
- HELEX's activities are controlled and supervised by the Minister of National Economy, in accordance with Article 1 of Law 1806/1988,
- The Chairman of HELEX's BoD is appointed by the Minister of National Economy,
- In order to list HELEX's shares on the ASE no approval from the BoD of ASE is required, rather the decision to this effect is taken by the BoD of the Capital Market Commission,
- Supervision and control of HELEX in relation to observance of all manner of obligations as the issuer of shares listed on an organized Stock Exchange market belongs solely to the Capital Market Commission,
- The involvement of the BoD of HELEX in any manner in the supervisory competences of the ASE as well as in the determination of pricing policy for all manner of services provided by ASE is prohibited.

#### 10.1.2 ASE Legal Framework

The ASE is a limited company and its operation is mainly governed by Law 1806/1988, Law 2324/1995 and Codified Law 2190/1920 as in force today. Supervision of the ASE in relation to observance of the Stock Exchange legislation in force is done by the Minister of National Economy and the Capital Market Commission. The ASE is run by an 11 member Board of Directors. The Minister of National Economy appoints five of the members of the BoD including the Chairman of the ASE, two members are elected by the members of the ASE, one member by the Bank of Greece, one member by the Athens Chamber of Commerce and Industry and one by the employees of the ASE.

The ASE operates the following organized markets in Greece:

- **Main market** (Main legal framework, as amended and in force today: Presidential Decree 348/1985, Presidential Decree 350/1985, Decision No. 57/2000 of the BoD of ASE)
- **Parallel market:** (Main legal framework, as amended and in force today: Law 1806/1998 Article 32, Presidential Decree 489/1989 and Decision No. 2063/B 69/19.1.1999 of the Minister of National Economy)
- **New Market ('NEHA')** (Main legal framework, as amended and in force today: Law 2733/1999 Articles 1-11, Decision No. 16704/927 B/24.4.2000 of the Minister of National Economy, Decision No. 7C/182/25.1.2000 of the BoD of the Capital Market Commission, Decision No. 7D/182/25.1.2000 of the BoD of the Capital Market Commission, Decision No. 14/207/19.12.2000 of the BoD of the Capital Market Commission, Decision No. 2/211/19.2.2001 of the BoD of the Capital Market Commission, Decision No. 49/25.10.2000 of the BoD of the ASE, Decision No. 50/25.10.2000 of the BoD of the ASE).
- **Fixed income Securities Market ('AASE')** (Main legal framework, as amended and in force today Law 2533/1997, Articles 53-60, Decision No. 33738/1301-B/5.8.94 of the Minister of National Economy, Decision No. 54/14.12.2000 of the BoD of the ASE)

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- **Greek Market of Emerging Capital Markets ('EAGAK')** (Main legal framework, as amended and in force today Law 2396/1996 Article 59, Law 2533/1997 Articles 34-51, Law 2733/1999 Article 12, Decision No. 6173/86/8.10.1996 of the BoD of the Capital Market Commission, decision No. 55 of the BoD of ASE)

In addition the main laws governing the aforementioned markets are Law 3632/1928, Law 1806/1988, Presidential Decree 360/1985, Presidential Decree 50/1992, Presidential Decree 51/1992, Presidential Decree 52/1992, and Presidential Decree 53/1992.

The ASE exercises control and supervision over its members, monitors companies issuing shares traded on the aforementioned markets and lays down rules for the listing of securities, trading and the operation of each market by issuing regulatory decisions where the law provides the relevant competences.

### ***10.1.3 CSD Legal Framework***

Central Securities Depository S.A. operates as a public limited company and has undertaken the task of clearing Stock Exchange transactions on the ASE markets by organizing and operating the Paperless Clearing System (PCS) which is the 'System' within the meaning of Law 2789/2000. Furthermore, CSD supports the physical delivery of securities during the clearing of ADEX derivatives while also providing margins with transferable securities to ADECH and to the members of the ASE with the context of Law 2843/2000. the operation of the CSD and the PCS is mainly governed by the following provisions, as amended and in force today: Law 2396/1996 Articles 39-58, Law 2789/2000 and Decision No. 9820/154/16.3.1999 of the BoD of the Capital Market Commission (PCS Regulation).

Following the introduction of Article 16 of Law 2954/2001, the PCS will also support the clearing of bonds traded on the ASE.

### ***10.1.4 ADEX and ADECH Legal Framework***

ADEX is a public limited company operating in accordance with the provisions of Codified Law 2190/1920 and the special provisions of Law 2533/1997 which stipulate that:

- The Scheduled and unscheduled audits required be carried out by two certified auditors,
- The activities of ADEX be checked and supervised by the Minister of National Economy in accordance with Article 1 of Law 1806/1988,
- It be run by a 9 member BoD, three (3) of which are appointed by the Minister of National Economy,
- Supervision and control of ADEX in relation to observance of the capital market legislation be carried out by the Capital Market Commission.

The objective of ADEX is to organize and support trading on the derivatives market and its basic competences are to determine which derivatives are to be traded on it, to control and supervise its members in relation to whether they observe their obligations under the Stock Exchange legislation in relation to their transactions on ADEX, and to issue regulatory decisions where this power is provided for by law.

ADECH is a public limited company operating in accordance with the provisions of Codified Law 2190/1920 and the special provisions of Law 2533/1997 which stipulate that:

- The Scheduled and unscheduled audits required be carried out by two certified auditors,
- ADECH's activities be controlled and supervised by the Capital Market Commission.

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ADECH's objective is to participate as the main contracting party in contracts entered into on ADEX constituting the 'System' within the meaning of Law 2789/2000. Furthermore ADECH's objective is to clear transactions entered into on ADEX or transactions entered into on other markets, to ensure the due fulfillment of the obligations by other contracting parties and to issue regulatory decisions where this is provided for by law.

The main provisions in force which govern the operation of ADEX and ADECH are as follows: Law 2533/1997 Articles 1-32, Law 2733/1999 Article 16, Law 2789/2000, Law 2836/2000 Article 28, Decisions Nos. 154/16.3.1999, 6/194/4.7.2000, 4/196/28.7.2000, & 5/196/28.7.2000 of the BoD of the Capital Market Commission, and Decision No. 53/25.7.2000 of the BoD of ADEX, and Decision No. 48/25.7.2000 of the BoD of ADECH.

#### ***10.1.5 TSEC Legal Framework***

The Thessaloniki Stock Exchange Centre is a public limited company established by means of the decision of the BoD of ASE taken on 3.8.1995 and in accordance with the provisions of Codified Law 2190/1920, as in force today. The TSEC is run by an 11 member Board of Directors. The Articles of Association of the company provide that 9 members are to be elected by the General Meeting, one by the Prefect of Central Macedonia and one by the Minister of National Economy. The TSEC allows members of the ASE the opportunity to enter into transactions via the terminals on its premises. Furthermore, the TSEC has undertaken to support the operation of the EAGAK.

#### ***10.1.6 ASYK Legal Framework***

ASYK is a public limited company which operates in accordance with the provisions of Codified Law 2190/1920 as in force today and its scope is to develop support systems for the capital market.

### **10.2 Legal Framework governing the Greek Capital Market**

#### ***10.2.1 European Law***

In large part Greek law on the capital market is based on the transposition and harmonization of Community Directives into national law with the aim of achieving a harmonized field of European law relating to the provision of investment services, the prevention of money laundering and the protection of persons investing in transferable securities. The main Community Directives transposed into Greek law regulating issues associated with the ASE markets are as follows:

- 89/298/EEC coordinating the requirements for the drawing-up, scrutiny and distribution of the prospectus to be published when transferable securities are offered to the public
- 89/592/EEC coordinating regulations on insider dealing
- 91/308/EEC on the prevention of money laundering
- 93/22/EEC on investment services in the securities field
- 98/26/EC on the irreversibility of settlements in the payments system and the financial instruments settlement system
- 2001/34/EC on the admission of securities to official stock exchange listing and on information to be published on those securities codifying Directives 79/279/EEC, 80/390/EEC, 82/121/EEC and 88/627/EEC.

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### **10.2.2 Supervision of the Greek Capital Market**

#### **The Minister of National Economy – Directorate of Credit and Fiscal Affairs**

The supervisory powers of the Minister of National Economy referred to above is exercised via the Directorate of Credit and Fiscal Affairs. This Directorate within the Ministry of National Economy consists of the Department of Monetary Policy and Financing, the Department of Fiscal Planning, the Department of Capital Markets and Credit Institutions and the Department of Securities Exchanges. Those responsibilities of the Directorate of Credit and Fiscal Affairs relating to the capital market are divided between the Department of Capital Markets and Credit Institutions and the Department of Securities Exchanges and relate to monitoring and analysis of developments in the domestic and international capital markets, the preparation and fine-tuning of proposals for government policy of matters affecting the capital market and the harmonization of legislation with EU law. within the constraints of the legal framework the Directorate makes recommendations to the Minister of National Economy on those policy measures necessary for the normal development of the capital markets and monitors compliance on the part of capital market and Stock Exchange players.

#### **Capital Market Commission**

The Hellenic Capital Market Commission is an autonomous supervisory and regulatory authority which operates in the form of a public law body corporate. Its responsibilities and operation are mainly governed by Laws 1969/91, 2166/93, 2324/95, 2396/96 and 2533/97. as a public law body corporate the Commission falls under the supervision of the Ministry of National Economy. Its primary role is to ensure the smooth, problem-free operation of the capital market, to bolster trust in the institutions of the marketplace and to protect the investing public. In order to achieve these objectives, the Commission lays down rules on the operation of the market and takes all measures necessary in order to implement the laws and regulations which have been enacted.

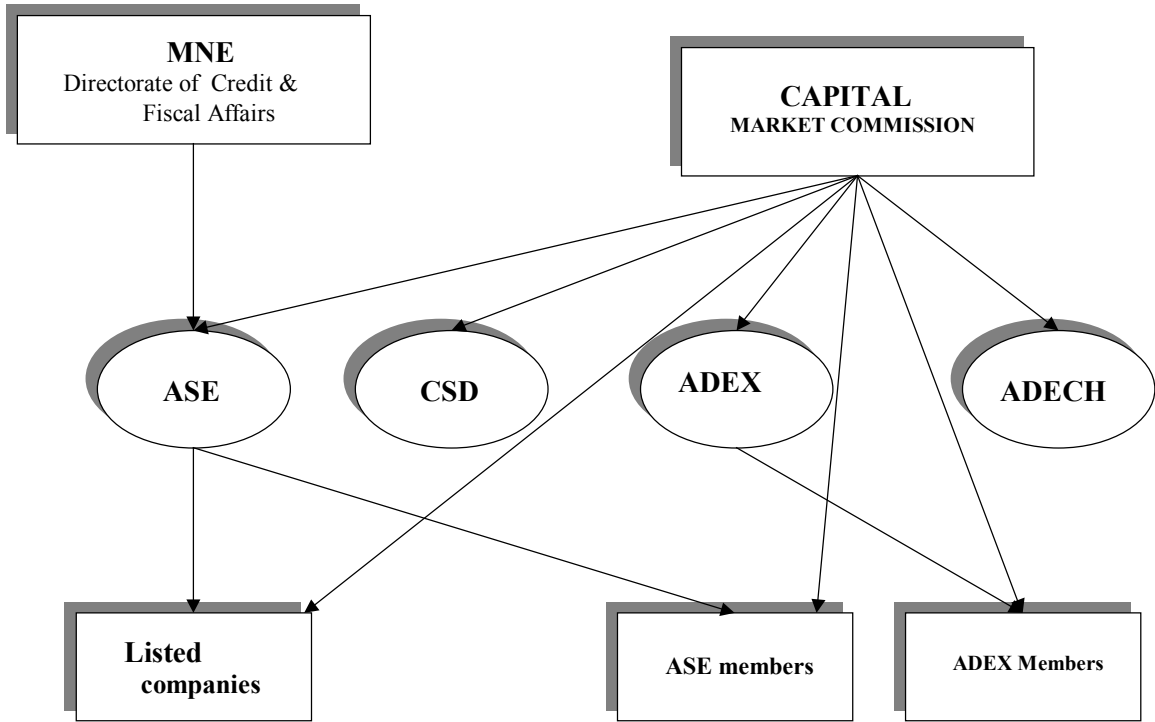
More specifically, the Commission approves the sale of transferable securities through public offerings, grants and revokes licences and checks the operations of brokerage firms, investment firms, mutual fund management firms, investment portfolio firms and introducing brokers, supervises listed companies on matters of Stock Exchange legislation and conduct and decides on the delisting of transferable securities and the listing of new products on the ASE.

To discharge its supervisory function the Commission monitors and analyzes developments in the capital market and intervenes preventatively when this is deemed necessary. The main frame of reference for taking preventative measures is the Commission's regulatory decisions.

The Commission is responsible for imposing administrative sanctions of natural persons and legal entities supervised by it where they breach the Stock Exchange legislation and the regulations enacted by the supervisory bodies for the smooth operation of the market. it is also responsible for to bring to the attention of the public prosecutor any criminal breaches of the Stock Exchange legislation it becomes aware of.

Below is a schematic diagram of the main supervisory relations affecting the Greek Capital Market.





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## 11. SECTOR DATA

### 11.1 Sector definition from the NSSG (National Statistical Service of Greece)

According to the classification used by the NSSG (STAKOD 91) the Company falls within the following sector of economic activity coded as 74 “Other Business Activities” and subsector 741.5 “Management of Controlled Companies”.

### 11.2 General information about the sector

The unification of the European markets, as well as the imminent introduction of the euro have played a catalytic role in the development of capital markets in the European Union. A few years ago, most European companies financed their investments, to a large degree, through loans from the domestic and international banking market. On the other hand, Europeans used to invest their capital mainly in savings accounts and government bonds. A relatively small percentage of the European population invested its savings in shares. Conditions for the development of a more uniform European capital market, with greater depth and liquidity, were created following the introduction of the single currency. With the creation, for example, of a corporate bond market in euro, European businesses are now able to diversify the sources from which they draw capital, they have access to a market with a high degree of liquidity and can reduce the cost of their capital.

A brief description of the forces of supply and demand which come into play in the development of the EU securities and corporate bonds markets following the adoption of a common monetary policy by most member states is given below. Those markets today constitute the most dynamic and fastest growing areas of the European capital market.

#### **The securities market**

##### *The supply side of securities*

- Privatizations and stock offers by corporations that have been controlled by governments are a source for stock. Today, a large number of European national enterprises have been privatized. Supply of securities from privatizations and related stock issues is expected to continue in the foreseeable future as national governments proceed with further reducing their participation in former government monopolies and with secondary offers of securities of their own. Characteristic examples of the trend are Deutsche Telecom, Eni, France Telecom and OTE.
- Another source of stock is the creation of a business climate in Europe which has led many young individuals, as well as proven professionals, to found their own companies, which at some point in the future are expected to be listed so that they may be in a position to finance the next phase of their development. Many European stock exchanges, in support of such efforts, have developed new stock markets for fast growing companies, through which new businesses with substantial prospects for development have the capability to finance their investment programmes.
- Until recently, many companies in Europe had expanded their activities to a variety of fields of business. With the advent of the euro and the creation of a single European market, the need for considerable size and specialization has led to an unprecedented wave of reorganization. Much of

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this reorganization concerns the breaking away of particular fields from groups of companies and in turn to their listing in the form of new companies. A further supply of securities exists in the form of the reorganization of the fixed assets of companies, a phenomenon seen today in the EU in buy outs and mergers. Listed companies proceed with increases of their share capital to finance buy outs and to position themselves strategically in the new pan-European market.

#### *Demand for securities*

- With the implementation of national convergence programmes in the economies of members of the euro-zone and with the resultant creation of stable economic development conditions (falling interest rates, more controlled rates of inflation, etc) there has been a shift in sources of capital from traditional investments (such as bonds and savings accounts) to shares. European investors, following the reduction of interest rates, place an ever-increasing portion of their savings in securities with greater investment risk, such as stocks, expecting to secure higher returns in the medium-to-long term.
- With the lowering birth rates and the gradual ageing of the population seen in Europe today, the social insurance systems of many European countries are in danger of economic deadlock. In order to restore to health their insurance systems, many European governments removed previous legal restrictions and allowed the public social insurance organisations to invest their available capital in shares of companies listed on the stock exchange of their country, as well as of other European countries.

#### **The corporate bond market**

##### *Supply of corporate bonds*

- With the creation of a market for corporate bonds, European companies are now able to vary the sources from which they can raise capital, reducing their dependence on the banking system. With the adoption of a common currency and the elimination of the foreign exchange risk, the foundations of a pan-European market for corporate bonds has been laid, with beneficial consequences for both investors and issuing companies.
- Resorting to the capital market for borrowing as an alternative to traditional borrowing from banks provides the borrower with the ability to draw capital for a longer time span, with fewer limiting conditions and potentially at a lower cost.
- The wave of reorganization, mergers and buy outs seen in Europe today has created a huge need for financing those activities. Corporate bonds will cover only part of that demand since neither bank loans nor the securities market will suffice for that purpose (or, in some cases, they do not constitute the most advisable way of drawing the required capital).
- Many businesses, pressured by their shareholders and/or by the fear of a hostile takeover, proceed with reorganization of their capital structure (by increasing their indebtedness rather than shareholders' capital) in order to reduce the after-tax medium-term cost of their capital and to increase their stock market value.
- As in the case of listing of stocks on a stock exchange, issuing corporate bonds, in contrast to borrowing from a bank, contributes to the promotion of the name and the products of the issuing company to the broader investing public.

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### *Demand for corporate bonds*

- Before the advent of the euro, managers of European mutual funds in bonds used to invest as a rule in government bonds. In order to increase the return of their investment capital, they used to take advantage of changes in the exchange rates of the currencies of EU countries and of the differences between the interest rates of those countries. With the adoption of Economic and Monetary Union and the single currency, those investment opportunities ceased to exist. To increase their returns, European fund managers began to place part of the capital they managed in products which have “credit risk“, such as corporate bonds.
- Demand for corporate bonds will also be created by the lifting/relaxing of certain limiting regulations concerning the investment categories in which social security organisations are allowed to invest.

The expected blossoming of capital markets in Europe will result in the increase of trading volume and the appearance of a substantial flow of new securities listings on European stock markets. Consequently, the total business turnover of European stock markets is also expected to show a significant middle-to-long term rise. The expected income increase of stock markets, however, will not automatically bring about an increase in their profit making. The technological developments in the internet, which allow the creation of alternate electronic stock exchanges, have contributed to bringing about conditions of intense competition. The large multinational investment houses, which produce the largest part of the trading volume in securities in the European market and have the most to gain from the reduction in the cost of transactions which electronic stock markets promise to bring about, are also pressing in the direction of creating new electronic stock markets. More generally, the extended use of high technology computing and telecommunications, in combination with the globalisation of national economies and the virtual elimination of financial borders between countries have contributed to the immediate conversion of the ‘traditional’ stock markets from powerful monopoly mechanisms to simple service providers, which are required to operate within an intensely competitive environment.

### **11.3 Competition and Prospects**

The new technologies are expected to influence the structure and operation of the European money markets in two ways:

- On the one hand by accommodating direct access of small investors to the money markets they will contribute to an increase in business turnover due to an increase trading volume.
- On the other hand, they will provide the ability, mainly to institutional investors, to set up from scratch organized electronic stock exchanges properly supervised within which they will trade with one another directly at a lower cost.

In London in September 1995 *Tradepoint*, an alternative electronic stock exchange, started to operate which addresses itself exclusively to institutional investors in America, Hong Kong, Switzerland and EU countries who wish to invest in securities listed on the stock exchanges of Great Britain. It constitutes a secondary capital market where trading takes place only on shares of already listed companies. *Tradepoint* aims to reduce costs and increase the transparency and effectiveness of the execution and clearing of transactions, taking advantage of the considerable progress in the field of electronic networks and telecommunications. Its major characteristic is the absence of agents such as

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brokerage firms, as the institutional investors themselves send their orders through the system. Today, investors have access to transactions involving more than 2,000 stocks listed on the stock exchanges of Great Britain while *Tradepoint* has put forward plans to extend its activities so as to cover international money markets and products. During 2001 the creation of *Virt-x*, a new pan-European market for high cap shares was announced. *Virt-x* is the result of collaboration between Tradepoint and the Swiss SWX exchange. A similar example of new organized capital markets being created on the Internet is *Jiway* which was created in February 2000 following collaboration between the Swedish firm OM Group and Morgan Stanley. *Jiway*, through its uniform trading and clearing platforms allows brokers to trade 6,000 stocks from Europe and the USA.

Recently the first stock exchange network created in Europe was installed in Greece by joint initiative of the single exchange Euronext and the Reuters organization. This is the GL Trade network which has already installed the necessary infrastructure in Greece and is currently in trial operation while following official opening of the network Greek brokerage firms will be able to directly trade on the Euronext exchanges and on several other markets with which GL Trade has been connected. In parallel, brokerage firms and banks which are members of the GL Trade network exchanges will be able to trade directly on Sofokleous via any Greek brokerage firm within GL Trade.

Recently, too, networks for the execution of transactions on bonds have started operating in Europe. Two such electronic platforms are *EuroMTS* and *BondClick*. On-line transactions are executed on European government bonds in these markets which originated from the cooperation of the largest investment banks in the world.

Not only is there competition between traditional European Stock markets on the one hand and the new electronic securities markets on the other, but also among traditional stock markets themselves. With the adoption of a single currency, the complete opening up of capital markets and the gradual internationalization of activities of many companies in the Euro Area, an intense race is on between European stock markets to attract investors and issuing companies.

The biggest challenge of the European stock markets today concerns their ability to accommodate simultaneously both the requirements of multinational companies and international investors. With the creation of a unified market, investors have the capability to maximize the yield of their placements (that is, getting higher return for their investments with the same investment risk), by investing in company shares which constitute trading objects in stock markets of other countries. Internet technology accommodates this procedure by creating new channels of communication between users and providers of capital. On the other hand, European businesses, in an effort to reduce the cost of getting capital, are able to issue securities (shares of stock and/or bonds) not in the stock exchange of their home country but on that stock exchange where they will attract the highest number of investors and will receive the highest valuation.

It is obvious that in such a competitive environment only those Stock Exchanges which offer the highest liquidity, the safest and most effective execution and clearance of transactions at the lowest cost will survive. In order to cope with the new market conditions many European Stock Exchanges have started negotiations for the creation of alliances and collaborations and have decided to change their legal status, convert to public limited companies and list themselves on their own exchanges.

Recent examples of listing on exchanges are the Stock Exchange of Germany which commenced trading in February 2001, Euronext which made its shares available to the general public in July 2001 and the London Stock Exchange which made its shares available to the general public during the same

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year. The Stock Exchanges of Milan, Sydney, Amsterdam and Stockholm had listed their shares earlier. The Athens Stock Exchange began trading on the Main Market in August 2000.

The major European Stock Exchanges are seeking collaboration and alliances among themselves via state of the art telecommunications networks. An example of plans for alliance between Stock Exchanges are the discussions held during 2000 for the merger of the London and Frankfurt Stock Exchanges which aimed at establishing a single Stock Exchange market entitled *iX* (international exchange). This market would be one of the largest stock exchange organizations provide low cost services and creating significant benefits for its clients. This merger broke down in September 2000 mainly due to the differences in the clearing systems used by both exchanges and differences in currency (Great Britain had not adopted the euro), taxation policy and fees policy of the two exchanges.

On the other hand, the creation of Euronext showed that an alliance can be an effective means of collaboration between stock exchanges. Euronext, which resulted from an alliance between the three major Stock Exchanges of Paris, Brussels and Amsterdam, is the first fully integrated, transborder, European stock, bond, derivatives and commodities market. It was established in July 2000 in response to increasing demand for Stock Exchange securities and the wish to achieve greater liquidity as well as lower cost transactions. Euronext has its legal base in Amsterdam. All transactions are carried out via a single platform. In October 2001 Euronext announced the acquisition of the London Derivatives Market (LIFFE) which is the second largest derivatives exchange in Europe after EUREX which was created in September 1998 in the context of collaboration between the Frankfurt Stock Exchange and the Swiss Derivatives Market SOFFEX. With the acquisition of LIFFE, Euronext has acquired greater reliability as a multinational brokerage market and is expected to develop into a pole of attraction for other markets in Europe which will prefer to participate in an integrated market operating beyond the boundaries imposed by the borders of one country.

The stance of mid cap European exchanges to the rapid development and reorganization of world capital markets differs from that of the major exchanges. In order to ensure their sustainability in the future they are implementing two types of strategies:

- Several exchanges have sought out alliances with other exchanges located in the same geographical area. The Stock Exchanges of Scandinavia, for example, have created an alliance known as NOREX, participated in by the Copenhagen, Iceland, Stockholm and Oslo Stock Exchanges. This alliance allows access to the Scandinavian capital markets via a single trading system and a harmonized regulatory framework for transactions. The logic underlying this strategy is that the mid cap exchanges seek to retain the securities of major companies (blue chips) on their capital markets, facilitating access for executing transaction of investors from other countries and this increasing the marketability of these companies.
- Other exchanges in their effort to ensure a future for themselves faced with international changes have chosen absorption via major mergers. A representative example is that of the Warsaw Stock Exchange which believes that in the future the European capital market will consist of three or four large alliances and that it is vital to participate in one of these. Consequently all Stock Exchanges following this line have compatibility with international trading and clearing standards as their main goal.

Small stock exchanges fear competition from larger exchanges, which will have repercussions on them in three ways:

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- Registration of blue chips on foreign exchanges
  - Parallel trading of blue chips (domestic and foreign capital markets)
  - Acquisition of listed companies by major multinational companies (mainly listed on major exchanges) and deletion of acquired companies from the exchange (an example is the recent deletion of INTERAMERICAN from the ASE).

The European Union can play a significant role in the future character of the European capital market. The creation of collaborations and alliances between European Stock Exchanges will have grave significance for those participating in the market and for local economies since the investors will be in a position to trade securities from all European countries using simple procedures.

The future of these alliances is uncertain. One possible scenario is that the intense competition between these alliances will lead to certain of them being bolstered and other, less powerful alliances, going bankrupt. In the final phase of mergers, according to this scenario, the weaker groups of exchanges will be absorbed by the more powerful creating an oligopoly in the European capital market. For this reason the European Union has been attempting to protect its Member States by acting as legislator and pressing its members to adopt rules and procedures proposed by it. The members in turn by implementing common laws iron out the differences in their regulatory framework, which were a significant barrier to the achievement of collaborations. Nonetheless, there are two prevailing views on the process of harmonizing the regulatory and normative frameworks for the individual members:

- The European Union will impose a common regulatory plan for all Stock Exchanges.
- The Stock Exchanges via their alliances will have the opportunity to establish their own rules and procedures.

In addition, there is also a difference of opinions about the level of harmonization of laws:

- Top level harmonization which refers to the establishment of a common legal framework for all Member States of the European Union
- Low level harmonization which refers to a common core of laws but also the parallel existence of the possibility of each exchange adjusting to local needs.

At this point it should be noted that the future objective of the European Union is to establish a single European Capital Market. The European Commission's Financial Services have drawn up a European Commission Financial Services Action Plan for this purpose which includes data on the creation of such an integrated European capital market by the end of 2005.

As part of the process of establishing this integrated Stock Exchange market in Europe a Committee of Wise Men chaired by Mr. Lamfalussy. The Lamfalussy Committee has set forth a plethora of ideas which relate to harmonizing European legislation on Stock Exchanges. According to the committee, the existing legislative framework is ineffective for the following main reasons:

- The legislative framework is inflexible. It is well known that from the moment that Directives are enacted until they are implemented requires at least seven years. This is in conflict with the rapid developments in the Stock Exchange markets sector.
- The legislative framework in Europe is often unbending, a fact which hinders capital markets and companies from developing.
- The legislative framework is not always clear cut resulting in difficulties in implementation arising.

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In parallel with the ongoing meetings on possible collaboration and alliances, each European Stock Exchange itself is making intense efforts to increase its share of the European capital market. the more powerful a stock exchange the more favourable a position it will hold in negotiations about possible future alliances.

From the above it is obvious that doubts about the future of the European capital market in relation to the opportunities and threats from internationalization remain. Nonetheless, today one thing is certain. Over the last four years the capital markets in Europe have been going through a transitional stage. The future of the European capital markets has attracted a great deal of interest and the view that the present, liquid state of the exchanges will take a more permanent form in the near future is widely accepted.



## 11.4 The Company's position in the sector

The tables below show capitalizations, the value of transactions and the number of listed stock exchanges for the period 1999-2000.

Stock Exchange	CAPITALIZATION PROGRESS – Main and Parallel Markets for securities (in millions of dollars on 31/12)*										Mean Annual change	
	1990	1991	1992	1993	1994	1995	1996	1997	1998	1999		2000
Athens	15,308.8	12,921.5	10,724.5	13,596.5	12,819.3	16,526.9	23,558.1	33,783.7	80,125.8	196,846.9	107,499.2	21.52%
Vienna	26,319.8	26,039.7	21,679.9	28,321.5	30,792.1	32,513.2	33,629.2	37,280.5	35,543.5	33,023.0	29,935.2	1.30%
Euronext Amsterdam	119,825.4	135,982.7	134,930.8	182,629.0	224,500.7	286,651.5	375,357.2	468,630.7	600,484.1	695,196.0	640,456.3	18.25%
Euronext Brussels	65,449.1	71,113.6	64,088.9	78,206.9	84,421.6	101,752.3	119,124.5	138,938.2	244,037.8	184,135.5	182,481.0	10.80%
Euronext Paris	311,687.3	373,357.0	349,608.0	455,484.6	452,049.8	499,989.6	586,962.6	676,310.5	984,949.7	1,496,938.0	1,446,634.1	16.59%
Switzerland	157,634.6	173,765.7	189,117.1	270,879.1	284,721.3	398,088.1	400,285.4	575,338.7	701,576.3	693,133.0	792,316.4	17.52%
Helsinki	22,721.3	14,236.7	12,205.4	23,595.2	38,307.6	44,137.5	62,579.3	73,322.2	153,811.0	349,393.6	293,634.7	29.16%
Ireland	-	-	-	-	-	25,835.9	34,737.6	49,371.4	66,596.2	68,773.2	81,882.5	25.95%
Italy	148,765.5	158,811.1	123,659.4	145,299.6	185,970.7	209,521.9	256,595.3	344,665.0	565,974.5	728,240.4	768,363.4	17.84%
Copenhagen	39,062.5	44,792.5	30,140.2	41,650.5	48,784.4	57,691.7	71,074.3	93,766.4	98,881.0	105,292.7	111,818.5	11.09%
Lisbon	9,201.0	9,613.0	9,213.0	12,417.0	16,249.0	18,361.8	24,451.7	38,953.9	62,539.1	68,147.4	60,680.5	20.76%
London	850,011.8	986,107.2	928,392.6	1,150,557.3	1,145,290.4	1,346,640.7	1,642,582.4	1,996,225.1	2,372,738.1	2,855,351.2	2,612,230.2	11.88%
Luxembourg	10,455.5	11,275.8	11,920.9	19,314.4	28,518.4	30,443.3	32,410.6	33,892.2	37,930.7	35,938.7	34,016.4	12.52%
Madrid	111,449.0	127,297.1	98,846.7	118,869.1	123,616.5	150,914.2	241,028.1	290,354.8	399,847.6	431,649.2	504,221.9	16.29%
Oslo	26,129.8	21,997.2	17,840.4	27,541.7	36,458.6	44,587.0	56,879.1	66,502.6	46,272.6	63,695.3	65,774.0	9.67%
Stockholm	92,014.7	97,055.3	78,079.3	106,968.0	130,602.6	172,550.3	240,382.1	264,710.6	278,707.6	373,277.7	328,339.0	13.57%
Frankfurt	355,310.8	392,470.1	346,891.0	460,753.6	499,278.4	577,364.8	664,913.2	825,232.7	1,086,748.5	1,432,167.0	1,270,243.2	13.59%

\* Portfolio Investment Companies are not included in the capitalization of the stock exchanges and neither are the rights from capital increases, the options for the purchase of shares, convertible bonded loans nor stock of foreign companies. The capitalizations refer to common and preference shares and to shares without voting rights of domestic listed companies.

Source: FIBV - International Federation of Stock Exchanges

Stock Exchange *	PROGRESS IN TRADING VALUE – Main and Parallel Markets of securities (in millions of dollars)										Mean Annual Change	
	1990	1991	1992	1993	1994	1995	1996	1997	1998	1999		2000
Athens (TSV)	3,840.1	2,400.6	1,612.1	2,779.0	5,186.8	6,076.9	8,234.4	21,136.6	50,019.5	189,280.0	94,162.7	37.7%
Barcelona (REV)	-	-	-	-	-	37,273.5	71,557.0	150,455.3	216,158.9	196,541.5	274,677.8	49.1%
Barcelona (TSV)	4,574.6	5,101.7	4,189.6	3,197.1	6,291.7	5,571.7	9,815.1	22,464.9	32,608.8	33,073.2	45,556.7	25.8%
Vienna (TSV)	11,222.7	7,233.3	5,155.3	7,296.8	8,741.9	13,357.5	10,692.4	12,723.8	18,677.2	12,733.9	9,641.6	-1.5%
Euronext Amsterdam (REV)	40,822.5	38,915.6	45,727.7	66,368.1	85,262.9	124,324.1	191,101.9	279,688.1	409,520.4	471,226.3	678,763.7	32.5%
Euronext Brussels (REV)	-	-	-	-	-	-	-	-	228,264.9	228,364.9	232,773.9	1.0%
Euronext Brussels (TSV)	9,110.1	8,225.5	9,753.7	13,960.9	16,112.5	18,342.9	25,414.8	33,867.4	60,928.4	58,628.6	43,787.1	17.0%
Euronext Brussels (REV)	-	-	-	-	628,610.8	716,507.6	982,172.0	1,414,135.9	2,053,299.8	2,892,301.5	3,988,736.6	36.1%
Euronext Brussels (TSV)	-	-	-	-	-	-	-	-	-	-	-	-
Euronext Brussels (REV)	121,063.7	116,649.0	124,879.1	170,361.5	202,069.6	213,161.0	282,014.4	414,320.9	587,853.8	770,075.6	1,064,866.0	24.3%
Switzerland (REV)	-	83,080.0	117,752.3	209,884.5	261,607.7	340,114.4	443,030.5	568,882.4	689,169.9	561,894.1	638,706.8	25.4%
Heisinki (TSV)	3,975.1	1,552.8	2,181.9	7,859.2	13,297.9	19,206.5	21,961.2	36,251.9	61,116.9	109,901.6	208,326.1	48.6%
Ireland (REV)	-	-	-	-	-	-	11,794.4	17,300.9	39,865.4	47,611.2	14,380.8	5.1%
Italy (TSV)	42,172.0	23,448.2	27,659.5	66,040.0	119,389.3	87,117.6	102,568.0	203,280.0	486,506.7	539,449.2	1,019,625.3	37.5%
Italy (REV)	-	-	-	-	-	-	-	-	-	-	1,987,064.4	0.0%
Copenhagen (REV)	11,349.4	10,499.4	22,435.1	23,674.9	27,404.5	28,336.4	36,439.6	46,731.5	64,954.1	66,605.0	102,636.1	24.6%
Lisbon (TSV)	-	-	-	2,438.9	5,176.9	4,240.9	7,244.6	20,808.1	50,076.8	40,479.3	54,896.6	56.0%
London (REV)	543,392.5	553,922.0	662,990.9	865,906.7	1,029,278.3	1,153,221.3	1,413,236.3	1,989,489.3	2,887,989.7	3,399,381.1	4,558,662.9	23.7%
Luxembourg (TSV)	108.0	235.5	291.6	1,100.6	1,030.7	486.5	785.6	1,048.1	1,672.5	1,421.1	1,660.8	31.4%
Madrid (REV)	-	-	-	-	-	162,812.2	238,410.4	424,287.2	640,320.3	739,670.1	985,401.5	43.3%
Madrid (TSV)	35,953.4	35,337.8	34,564.4	42,468.4	54,860.1	54,029.0	79,912.7	138,736.9	-	-	-	21.3%
Bilbao (TSV)	2,237.2	4,691.3	3,453.8	4,154.7	6,658.6	4,474.6	9,816.7	18,128.9	28,653.1	-	-	37.5%
Bilbao (REV)	-	-	-	-	-	34,573.9	66,533.9	148,435.1	200,710.7	214,731.0	271,423.2	51.0%
Oslo (REV)	14,065.2	11,639.2	10,133.2	17,576.4	17,693.6	24,926.2	36,345.7	49,601.2	42,944.0	56,719.2	69,241.7	17.3%
Stockholm (REV)	15,738.0	20,568.2	28,650.4	42,746.3	86,087.0	94,209.9	136,741.0	175,821.8	229,960.6	313,677.9	485,288.3	40.9%
Frankfurt (TSV)	508,706.7	404,648.8	454,205.5	563,961.5	592,103.9	593,936.2	811,626.0	1,067,688.3	1,491,795.7	1,551,467.4	2,119,784.7	15.3%

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*\* The International Federation of Stock Exchanges (FIBV), following the regulations of the Federation of European Stock Exchanges, distinguishes between two categories of members on the basis of the method they use to calculate the value of their transactions in Stock Exchanges: TSV (Trading System View) and REV (Regulated Environment View). The TSV stock exchanges add to the value of their transactions only those that take place in their trading hall or through the electronic trading system they use. The REV stock exchanges calculate the total value of their transactions based on all the transactions which are subject to supervision by the authorities of the country which is the home of the stock exchange of the trading authorities (which includes the transactions made within and outside of the exchange by the Members and non-Members as well as the trading in foreign markets which are referred to the domestic market).*

*Source: FIBV - International Federation of Stock Exchanges*

Stock Exchange	DEVELOPMENT IN THE NUMBER OF COMPANIES LISTED – Main and Parallel Markets <sup>1,2</sup>										
	1990	1991	1992	1993	1994	1995	1996	1997	1998	1999	2000
Athens	140	151	156	145	173	186	200	210	229	262	310
Barcelona	366	377	353	346	335	324	318	337	392	500	583
Vienna	151	151	160	155	153	148	142	138	128	114	111
Euronext Amsterdam <sup>3</sup>	498	412	498	482	466	432	356	345	371	387	392
Euronext Brussels	341	345	334	304	295	279	269	265	268	278	265
Euronext Brussels	804	1,074	1,008	934	922	904	891	924	1,097	969	966
Switzerland	422	424	470	464	457	449	436	428	424	412	416
Helsinki	77	65	62	58	65	73	71	126	131	150	158
Ireland	-	-	-	-	-	89	86	102	100	101	96
Italy	220	267	258	259	260	254	248	239	243	270	297
Copenhagen	284	271	219	257	251	252	249	249	254	242	235
Lisbon	-	-	-	-	195	169	158	148	135	125	110
London	2,559	2,572	2,440	2,412	2,416	2,502	2,623	2,513	2,423	2,274	2,374
Luxembourg	732	218	221	217	272	283	278	284	276	277	270
Madrid	429	436	404	379	378	366	361	388	484	727	1,036
Oslo	121	112	123	135	146	165	172	217	235	215	215
Stockholm	132	127	205	205	228	223	229	261	276	300	311
Frankfurt	-	-	-	-	-	-	-	-	662	851	989

1. Portfolio investment companies are not included in the number of listed companies.

2. The number of listed companies refers to both foreign companies which are listed on each particular stock exchange as well as to companies whose home base is the country where their stocks are being traded.

3. For the Amsterdam Stock Exchange, data for 1996 and thereafter is not directly comparable with that of previous years.

Source: FIBV - International Federation of Stock Exchanges

Stock Exchange	CAPITALIZATION PROGRESS - Bonds (in millions of dollars on 31/12)										Mean annual change	
	1990	1991	1992	1993	1994	1995	1996	1997	1998	1999		2000
Athens	n.a.	n.a.	n.a.	n.a.	49,215.9	72,204.9	70,936.7	48,410.3	81,416.8	79,482.0	n.a.	10.1%
Barcelona	59,811.0	37,302.9	27,743.7	20,445.4	16,599.1	16,599.3	16,362.9	13,051.2	13,169.2	10,583.3	8,866.8	-17.4%
Vienna	76,343.8	82,490.1	83,556.6	91,311.1	103,346.0	122,959.2	117,295.9	106,557.1	122,919.5	111,691.9	114,109.5	4.1%
Euronext Amsterdam	166,308.3	182,777.7	197,523.9	223,030.6	239,203.6	320,197.1	341,153.3	334,786.4	379,939.6	347,947.3	248,697.8	4.1%
Euronext Brussels	129,849.9	151,898.2	371,097.7	170,876.2	178,737.4	239,808.8	237,909.2	210,811.2	247,043.0	210,527.0	205,958.0	4.7%
Euronext Brussels	504,769.5	558,668.4	576,553.5	656,588.5	691,872.5	845,078.2	878,151.2	777,524.4	886,771.8	765,089.7	731,449.6	3.8%
Switzerland	158,487.1	166,984.7	185,635.0	195,972.4	216,777.1	279,469.0	248,229.7	243,411.5	282,389.5	249,783.2	246,307.3	4.5%
Helsinki	n.a.	19,623.5	17,888.8	20,444.8	29,209.8	33,220.8	45,486.2	47,235.2	51,649.1	n.a.	n.a.	14.8%
Ireland	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	29,140.0	29,814.7	28,980.5	16,835.7	19,481.7	-12.8%
Italy	n.a.	681,058.7	640,448.8	584,436.3	685,692.7	831,885.7	1,206,109.0	1,069,368.0	NA	1,030,892.3	1,001,586.3	4.4%
Copenhagen	229,345.6	249,869.1	248,219.0	293,779.2	279,700.3	337,603.8	329,254.8	291,643.5	323,199.0	265,628.1	253,760.6	1.0%
Lisbon	n.a.	n.a.	n.a.	n.a.	n.a.	39,850.2	42,868.3	38,687.6	49,604.3	47,569.9	49,009.1	4.2%
London	576,291.0	597,306.0	599,847.7	875,953.1	909,535.1	997,945.5	1,162,796.0	978,000.2	1,232,655.2	1,363,347.3	1,423,663.0	9.5%
Luxembourg	1,004,607.8	1,177,481.9	1,207,764.0	1,249,183.3	1,470,630.9	1,622,801.7	1,649,720.5	1,787,454.2	2,173,260.3	2,582,259.0	3,155,766.3	12.1%
Madrid	55,642.8	46,961.8	37,739.0	30,585.5	30,256.3	29,115.4	25,452.3	22,092.7	19,580.8	17,109.9	16,786.7	-11.3%
Oslo	47,839.4	44,543.2	37,837.5	44,964.3	46,944.5	52,675.0	53,723.6	52,335.2	55,157.6	46,460.1	42,171.1	-1.3%
Stockholm	n.a.	105,863.9	96,574.0	120,453.0	121,872.5	n.a.	257,771.6	201,018.3	n.a.	n.a.	n.a.	11.3%
Frankfurt	n.a.	1,281,371.6	1,390,413.6	1,546,466.8	1,886,436.2	2,180,550.6	2,182,353.4	2,021,783.0	2,480,188.0	2,076,464.9	n.a.	6.2%

n.a. = not available

Source: FIBV - International Federation of Stock Exchanges

The most important stock markets in Southeastern Europe besides that of Greece are those in Cyprus and Romania.

The Cyprus capital market was founded in 1963, when few shares would change hands among very few investors. In 1979 the capital market was placed under the auspices of the Cyprus Chamber of Commerce and Industry which, with the cooperation of finance companies, developed a simple regulatory framework of operation. In July of 1995 the Regulations for the Operation of the Cyprus Stock Exchange (CSE) were put in effect and on March 29 1966 the CSE began its official operation with 18 finance companies as its members.

The legal framework of the CSE is based to a large extent on related guidelines and practices of the European Union, which were adapted, wherever that was thought necessary, to harmonize with the conditions in Cyprus. On May 7 1999, the CSE applied for the first time the system of automatic trading of securities, replacing the traditional open outcry procedure for determining prices on the floor of the exchange. The system increased to a considerable degree the capacity for executing trading orders and led to a huge increase in trading volume in the year 1999. It is pointed out, finally, that to date no centralised system of clearance of trading operating in the Cyprus capital market although legislation which provides for the creation of a central depository was passed by the House of Representatives of the Cypriot Parliament in March of 1996.

The table below presents the progress of the main parameters of the Cypriot Capital Market over the period 1997-2000.

	1997	1998	1999	2000
Number of companies listed	49	54	60	120
Financial market value (31 Dec. – C£ million)	1,422.0	2,001.0	14,676.0	8,296.0
Volume of trade (C£ million)	170.8	347.3	3,858.5	6,265.8

*Source: Cyprus Stock Exchange*

The capital market of Romania consists of the Bucharest Stock Exchange (BSE) and the unofficial (OTC) financial market Rasdaq. BSE commenced trading in November 1995 and one year later transactions commenced on Rasdaq.

The table below shows the progress in the number of listed companies, the total capitalization and the value of transactions on BSE for the period 1996-2000.

	1996	1997	1998	1999	2000
Number of companies listed	17	75	126	127	115
Financial market value (31 Dec. – USD million)	60.8	632.4	357.1	316.8	745.7
Volume of trade (USD million)	5.28	260.43	193.40	67.95	59.72

During the first half of 1997, with the completion of the first phase of the Romanian economy's reorganization plan, the volume of trade on the BSE showed a steep rise which however proved temporary. The economic crisis in Southeast Asia at the end of 1997 and in Russia in 1998 as well as

delay in implementing privatization plans and ongoing economic and political instability in the country negatively influenced the Romanian financial market which is today in recession.

## 12. CONSOLIDATED FINANCIAL DATA FOR 1997 - 2000

As mentioned earlier, HELEX is a holding company with a single participating interest – its ownership of a 100% shareholding in ASE S.A. which in turn holds strategic shareholdings in the affiliated companies that support the organization and operation of the Greek capital market.

HELEX was established in 29.3.2000 and therefore has not yet published a statement of accounts. The first financial period in excess of 12 months will end on 31.12.2001 and its income will come to a large degree from dividends.

In order for investors to form a representative picture of the historical development of the HELEX Group, this chapter presents and analyzes the consolidated accounting data covering ASE S.A. activities per consolidated company for the period 1997-1999 as well as the corresponding consolidated accounting data for HELEX for the year 2000.

ASE is surrounded by a group of companies whose role is the supervision and organization of the Greek capital market as well as the clearing of transaction which take place on it. ASE is the major shareholder in all these companies and the relevant legislation permits it to exercise effective control over their activities in contrast with HELEX, which on the basis of its Articles of Association may not become involved in any manner in the supervisory competences of ASE and pricing policy for the services it provides.

The company ASE S.A. has prepared Consolidated Financial Statements profit and loss accounts for the year ending on 31.12.1997 up until the year ending on 31.12.1999. The companies included in the consolidation for the period 1997-2000 are the following:

CONSOLIDATED COMPANIES	Extent of direct participation			Total direct and indirect participations	
	1997	1998	1999	2000 <sup>(1)</sup>	At 31.12.2000
ASE S.A. <sup>(2)</sup>				100%	100%
CENTRAL SECURITIES DEPOSITORY S.A.	38.50%	38.50%	38.50%	38.50%	38.50%
ATHENS DERIVATIVES EXCHANGE S.A. <sup>(3)</sup>	-	-	35.46%	35.46%	40.73%
ATHENS DERIVATIVES EXCHANGE CLEARING HOUSE S.A. <sup>(3)</sup>	-	-	35.00%	35.00%	39.20%
SYSTEMS DEVELOPMENT AND CAPITAL MARKET SUPPORT S.A.	37.17%	37.17%	37.17%	37.17%	37.17%
THESSALONIKI STOCK EXCHANGE CENTRE S.A.	33.80%	33.80%	33.80%	33.80%	33.80%

(1) HELEX published a pro forma Consolidated Financial Statement for the year 2000. Consolidation includes ASE S.A. 100% consolidated as well as direct and indirect participations as set forth in the table above.

(2) The Company ASE S.A. did not publish Consolidated Statements with profits and losses for the year 2000. ASE is not obliged to publish Consolidated Financial Statements given that pursuant to Articles 93-95 of Codified Law 2190/1920 the parent company HELEX S.A. published a consolidated financial statement for the said year.

(3) Note that the companies ADEX S.A. and ADECH S.A., which were established in 1998 and in which ASE held shareholdings of 35.46% and 35% respectively on 31.12.998 were included for the first time in the consolidated financial statement for 1999. An analytical presentation of the companies in the Group is given in Chapter 15 'AFFILIATED COMPANIES'.

Consolidation was done using the total incorporation method in accordance with the provisions of Articles 90 to 109 of Codified Law 2190/1920. The aforementioned companies are included in the Consolidated Financial Statements of the HELEX Group by virtue of the provisions of Article 42e(dd)



## HELLENIC EXCHANGES HOLDING S.A.

of Codified Law 2190/1920, due to the dominant influence exerted by ASE, directly or indirectly, on the management and operation of these companies.

ASE's participation in the Auxiliary Stock Exchange Transactions Settlement Fund to the extent of 680,761,359 GRD is not included in the consolidation since this is not a legal entity but represents the total assets of which ASE is manager and trustee. ASE's participations in the non-profit-making companies, ASE Training Centre (a 40% participation with an acquisition value of 16 million GRD) and Stock Market Studies Company (a 33.33% participation with an acquisition value of 1 million GRD) are not included in the consolidation because of the insignificant activity and assets.

### 12.1 Business Activity

The consolidate turnover of the HELEX Group for the year 2000 results almost entirely from the turnover of the companies ASE S.A. and CSD S.A. Growth in consolidated turnover, per company, the ASE Group for the three-year period 1997 – 1999 and the HELEX Group for 2000 is presented in the following table:

ANALYSIS OF CONSOLIDATE TURNOVER (GRD million)	ASE Group <sup>(1)</sup>						HELEX Group <sup>(2)</sup>		
	1997	%	1998	%	1999	%	2000*	2000 (€ 000)	%
Turnover from:									
ATHENS STOCK EXCHANGE S.A.	3,984	30%	10,094	41%	32,786	43%	28,754	84,384	53%
CENTRAL SECURITIES DEPOSITORY S.A.	9,140	68%	13,827	56%	39,970	53%	21,597	63,381	40%
ATHENS DERIVATIVES EXCHANGE S.A.	0	0%	0	0%	690	1%	1,236	3,628	2%
ATHENS DERIVATIVES EXCHANGE CLEARING HOUSE S.A.	0	0%	0	0%	179	0%	708	2,077	1%
SYSTEMS DEVELOPMENT AND CAPITAL MARKET SUPPORT S.A.	288	2%	577	2%	989	1%	1,608	4,718	3%
THESSALONIKI STOCK EXCHANGE CENTRE S.A.	82	1%	263	1%	1,076	1%	675	1,980	1%
<b>Turnover</b>	<b>13,494</b>	<b>100%</b>	<b>24,760</b>	<b>100%</b>	<b>75,690</b>	<b>100%</b>	<b>54,578</b>	<b>160,169</b>	<b>100%</b>
Less intra-group transactions	260		689		1,912		1,968	5,776	
<b>Total Turnover</b>	<b>13,234</b>		<b>24,071</b>		<b>73,778</b>		<b>52,609</b>	<b>154,393</b>	

(1) Audited ASE Consolidated Financial Statements. The Company ASE S.A. did not publish Consolidated Statements of account for the year 2000. ASE is not obliged to publish Consolidated Financial Statements given that pursuant to Articles 93-95 of Codified Law 2190/1920 the parent company HELEX S.A. published a consolidated financial statement for the said year.

(2) Audited *pro forma* Consolidated Financial Statement of HELEX for the year 2000. The Consolidated Financial Statement of HELEX for the period 1.1 - 31.12.2000 includes the results of the 100% consolidated company ASE S.A. and its direct and indirect shareholdings..

The table above shows that consolidated turnover rose steadily and rapidly between 1997 and 1999 while falling off significantly at the end of 2000. characteristics of this trend is that during 1999 the consolidated turnover more than tripled in relation to the total for the financial year 1998, climbing to 73.778 million GRD while on 31.12.2000 it stood at 52.609 million GRD (€ 154,393,000).

The changes in turnover are due to the fluctuation in all parameters which substantially influence the shaping of ASE's and CSD's activities and in particular the increases in the value of transactions, share prices and by extension the capitalization of listed companies, the listing of new companies on the ASE and share capital increases implemented by already listed companies.

## HELLENIC EXCHANGES HOLDING S.A.

The table below sets out indicative parameters of the Greek Stock Exchange market which clearly show the reasons for the fluctuations in the income of the company ASE S.A. and its affiliated companies.

<i>(GRD billion)</i>	1996	1997	1998	1999	2000	2000 (€ million)
<b>Annual value of transactions</b>						
- Main market	1,818	5,540	13,323	52,420	28,827	84,599
- Parallel market	172	262	761	6,534	5,733	16,825
<b>Total annual value of transactions</b>	<b>1,990</b>	<b>5,802</b>	<b>14,084</b>	<b>58,954</b>	<b>34,560</b>	<b>101,424</b>
<b>Stock value of companies</b> <i>(on 31/12)</i>						
-Main market	5,753	9,483	21,862	60,616	35,557	104,350
- Parallel market	192	328	977	6,695	3,637	10,674
<b>Total capitalization</b>	<b>5,945</b>	<b>9,811</b>	<b>22,839</b>	<b>67,311</b>	<b>40,194</b>	<b>117,958</b>
<b>Number of listed companies</b>						
-Main market	198	193	207	224	238	698
- Parallel market	37	44	51	70	104	305
<b>Total number of listed companies</b>	<b>235</b>	<b>237</b>	<b>258</b>	<b>294</b>	<b>342</b>	<b>1,004</b>

The activities of the companies in the HELEX Group, and in particular those of ASE and CSD, are interrelated as the services they provide are complementary and interdependent. An analytical presentation of the turnover per activity is offered in the relevant chapters dealing with the individual companies in the Group.

During the financial year 2000, the largest part of the HELEX Group's consolidated turnover was a result of the activity of ASE. In particular ASE's turnover for 2000 was 28.754 million GRD (€ 84,384,000) namely 53% of consolidated turnover while CSD's turnover was 21,597 million GRD (€ 63,381,000) or 40% of consolidated turnover.

Intra-group transactions came to approximately 2.2 billion GRD and mainly relate to transactions between TSEC and ASYK with ASE and other companies in the HELEX Group.

**12.2 Growth of Business Activity – Results**

Consolidated turnover and consolidated financial results for the period for the ASE Group for the period 1997-1999 and for the HELEX Group for 2000 are shown in the table below (Consolidated Financial Statements for the two Groups for the period under examination are presented in the relevant Appendix).

	ASE Group <sup>(1)</sup>			HELEX Group <sup>(2)</sup>	
	1997	1998 <sup>(4)</sup>	1999	2000	2000 (€ 000)
<b>CONSOLIDATED FINANCIAL RESULTS (GRD million)<sup>(3)</sup></b>					
<b>Turnover</b>	<b>13,235</b>	<b>24,071</b>	<b>73,778</b>	<b>52,609</b>	<b>154,393</b>
Less: Capital Market Commission Levy under Law 2471/97	0	0	2,798	1,512	4,437
Less: Cost of Sales (before depreciation)	2,553	3,786	7,261	7,344	21,554
<b>Gross operating result (profit)(before depreciation)<sup>(5)</sup></b>	<b>10,681</b>	<b>20,285</b>	<b>63,719</b>	<b>43,753</b>	<b>128,403</b>
<i>(as a % of turnover)</i>	<i>81%</i>	<i>84%</i>	<i>86%</i>	<i>83%</i>	<i>83%</i>
Plus: Other operating income	177	106	216	110	322
<b>Total</b>	<b>10,859</b>	<b>20,391</b>	<b>63,936</b>	<b>43,863</b>	<b>128,725</b>
Less: Management expenses(before depreciation) <sup>(5)</sup>	1,475	1,980	4,352	4,874	14,303
Less: Research & Development expenses (before depreciation) <sup>(5)</sup>	0	0	94	142	418
Less: Listing expenses (before depreciation)	0	0	384	412	1,209
Less: Expenses not included in cost of sales	0	0	117	0	0
Total expenses	1,476	1,980	4,946	5,428	<b>15,930</b>
<i>(as a % of turnover)</i>	<i>11%</i>	<i>8%</i>	<i>7%</i>	<i>10%</i>	<i>10%</i>
<b>Operating income (before depreciation)<sup>(5)</sup></b>	<b>9,383</b>	<b>18,411</b>	<b>58,989</b>	<b>38,435</b>	<b>112,795</b>
<i>(as a % of turnover)</i>	<i>71%</i>	<i>76%</i>	<i>80%</i>	<i>73%</i>	<i>73%</i>
Plus: Income from participating interests	315	969	0	0	0
Plus: Income from other investments	1,307	1,282	6,964	8,472	24,862
Plus: Profits from sale of participating interests and other investments	341	2,486	3,085	46	135
Less: Expenses & losses from participating interests/investments	0	2	29	27	79
Less: Provisions for devaluation of participating interests/investments	0	4	26	334	981
Plus: Extraordinary & non-operating income	678	995	1,243	733	2,152
Less: Extraordinary & non-operating expenses	19	336	258	116	342
<b>Profits before interest, depreciation and taxes</b>	<b>12,004</b>	<b>23,800</b>	<b>69,969</b>	<b>47,208</b>	<b>138,542</b>
<i>(as a % of turnover)</i>	<i>91%</i>	<i>99%</i>	<i>95%</i>	<i>90%</i>	<i>90%</i>
Plus: Interest & related income	210	305	854	345	1,013
Less: Interest charges & related expenses	3	4	8	17	51
<b>Profit before depreciation and taxes</b>	<b>12,210</b>	<b>24,101</b>	<b>70,816</b>	<b>47,536</b>	<b>139,504</b>
<i>(as a % of turnover)</i>	<i>92%</i>	<i>100%</i>	<i>96%</i>	<i>90%</i>	<i>90%</i>
Less: Adjustments to value of fixed assets (total depreciation)	1,001	2,028	3,458	6,925	20,323
<b>Profit before tax</b>	<b>11,209</b>	<b>22,074</b>	<b>67,358</b>	<b>40,611</b>	<b>119,181</b>
<i>(as a % of turnover)</i>	<i>85%</i>	<i>92%</i>	<i>91%</i>	<i>77%</i>	<i>77%</i>
Less: Income tax and other taxes <sup>(6)</sup>	3,895	7,255	25,847	2	7
Less: BoD salaries and profit for appropriation <sup>(6)</sup>	670	1,017	95	0	0
Less: Tax adjustments for previous years	0	38	169	5	14
<b>Net profit after tax</b>	<b>6,645</b>	<b>13,764</b>	<b>41,247</b>	<b>40,604</b>	<b>119,159</b>
<i>(as a % of turnover)</i>	<i>50%</i>	<i>57%</i>	<i>56%</i>	<i>77%</i>	<i>77%</i>
Less: Minority rights	2,478	3,708	13,550	10,879	31,926
<b>Net consolidated Group profits</b>	<b>4,166</b>	<b>10,055</b>	<b>27,697</b>	<b>29,725</b>	<b>87,233</b>
<i>(as a % of turnover)</i>	<i>31%</i>	<i>42%</i>	<i>38%</i>	<i>57%</i>	<i>57%</i>
<b>ADJUSTED CONSOLIDATED PROFITS<sup>(7)</sup></b>					
<b>Consolidated profit before tax</b>	<b>11,209</b>	<b>22,074</b>	<b>67,358</b>	<b>40,611</b>	<b>119,181</b>
Tax adjustments (relevant financial years)	136	127	173	290	851

## HELLENIC EXCHANGES HOLDING S.A.

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<b>Consolidated profits after tax and after appropriation</b>	<b>6,509</b>	<b>13,675</b>	<b>35,187</b>	<b>23,792</b>	<b>69,822</b>
Less: Adjustments for minority profits	2,462	3,674	12,396	4,665	13,690
<b>Adjusted net consolidated Group profit after tax, tax adjustments and minority rights</b>	<b>4,047</b>	<b>10,001</b>	<b>22,791</b>	<b>19,127</b>	<b>56,132</b>

(1) ASE's audited Consolidated Financial Statements. The Company ASE S.A. did not publish Consolidated Statements of account for the financial year 2000. ASE is not obliged to publish Consolidated Financial Statements given that on the basis of the provisions of Articles 93-95 of Codified Law 2190/1920, the parent company HELEX S.A. published a consolidated financial statement for the said year.

(2) Audited *pro forma* Consolidated Financial Statement of HELEX for the financial year 2000. The Consolidated Financial Statement of HELEX for the period 1.1 - 31.12.2000 includes the results of the 100% consolidated ASE S.A. and its direct and indirect shareholdings (ASE, CSD, ASYK, TSEC, ADEX and ADECH). The latter two companies were established in 1998 and their first financial year ended on 31.12.1999.

(3) Any differences between the figures examined here and those published by the companies are due to rounding off.

(4) The financial results of the ASE Group for the financial year 1998 are shown in this chapter as published in the second consolidated balance sheet for the financial year which ended on 31.12.1998. The consolidated results for the financial year 1998 as shown in the published balance sheet for 1999 have been adjusted in order to be comparable.

(5) In calculating the operating result depreciation from the cost of sales, management expenses, R&D expenses and listing expenses have first been deducted.

(6) For the financial year 2000 tax obligations and HELEX BoD salaries have not been included since the first financial year in excess of 12 months will end on 31.12.2001.

(7) Adjusted on the basis of the remarks made by the certified auditor – accountant who carried out the extraordinary financial – accounting audit up to the year 1999 and of the ordinary certified auditors – accountants for the year 2000.

With regard to the aforementioned statements of accounts the following must be taken into consideration:

### ***Turnover - Cost of Sales***

The consolidated turnover for the financial year 2000 came to 52,609 million GRD (€ 154,393,000) compared to 73,778 million GRD for the previous financial period, a fall in the order of 28.6%. This fall was mainly as a result of the drop in the volume of Stock Exchange transactions which affected the work of CSD and ASE. More specifically, while the fall off in work between 1999-2000 came to 21.1 billion GRD the largest part of the fall off relates to CSD whose turnover fell by around 18.4 billion GRD.

Likewise, the pre- depreciation gross operating result (profit) of the HELEX Group fell off during the financial year 2000, standing at 43.7 billion GRD. (€ 128.403,000), compared to 63.7 billion GRD for the 1999 financial period. The drop in the gross operating result was due to aforementioned fall off in turnover as well as the inelasticity of cost centres resulting in a worsening of the high profit margin which stood at 83% of turnover in 2000 compared to 86% in 1998.

As with turnover, so the cost of sales for the Group came mainly from the activities of ASE and CSD as analyzed in the following table:

## HELLENIC EXCHANGES HOLDING S.A.

ANALYSIS OF COST OF SALES (GRD million)	ASE Group						HELEX Group		
	1997	%	1998	%	1999	%	2000*	2000 (€ 000)	%
Cost of Sales (before depreciation) from:									
ASE S.A.	1,546	57%	2,056	52%	5,247	53%	4,346	12,754	51%
CSD S.A.	934	34%	1,549	39%	3,298	33%	2,599	7,627	31%
ADEX S.A.	0	0%	0	0%	289	3%	278	816	3%
ADECH S.A.	0	0%	0	0%	278	3%	324	952	4%
ASYK S.A.	205	8%	345	9%	588	6%	841	2,468	10%
TSEC S.A.	30	1%	23	1%	163	2%	91	266	1%
<b>Cost of Sales Total</b>	<b>2,716</b>	<b>100%</b>	<b>3,974</b>	<b>100%</b>	<b>9,862</b>	<b>100%</b>	<b>8,479</b>	<b>24,884</b>	<b>100%</b>
Less: intra-group transactions	162		188		840		1,135	3,331	
<b>Total cost of sales</b>	<b>2,553</b>		<b>3,786</b>		<b>7,261</b>		<b>7,344</b>	<b>21,553</b>	

Other operating income includes income from subsidies, rents and other sources which stood at 110 million GRD (€ 322,000) in 2000 compared to 216 million GRD in 1999.

### *General Expenses*

Operating expenses before depreciation for the 2000 financial year came to 5.4 billion GRD (€ 15,917,000), compared to 4.9 billion GRD for the previous period, of which 2.8 billion GRD (€ 7,627,000) relate to ASE management expenses.

### *Income and gains from participating interests, other investments and related sales*

The income from securities came to 8,472 million GRD (€ 24,862,000) in 2000, compared to 6,964 million GRD in 1999, and includes dividends from participations of ASE. In addition, profits from the sale of participating interests and securities stood at 46 million GRD in 2000 (€ 135,000) compared to 3,085 million GRD in 1999.

The above figures are presented in greater detail in the descriptions of the individual companies in the HELEX Group.

### *Extraordinary Income*

Extraordinary and non-operating income and expenses for 2000 totalled 733 million GRD (€ 2,152,000) and 116 million GRD (€ 342,000) respectively. These figures can be broken down for the individual companies in the Group as follows:

EXTRAORDINARY INCOME (GRD million)	ASE Group			HELEX Group	
	1997	1998	1999	2000	2000 (€ 000)
ASE S.A.	598	695	1,090	502	1,473
CSD S.A.	2	215	37	116	340
ASYK	0	0	0	0	0
TSEC	78	86	87	79	232
ADEX & ADECH	-	-	29	36	107

## HELLENIC EXCHANGES HOLDING S.A.

TOTAL	678	995	1,243	733	2,152
EXTRAORDINARY EXPENSES (GRD million)	1997	1998	1999	2000	2000 (€ 000)
ASE S.A.	15	21	3	14	40
CSD S.A.	1	305	236	48	141
ASYK	3	6	11	10	30
TSEC	0	4	6	6	17
ADEX & ADECH	-	-	2	39	113
<b>TOTAL</b>	<b>19</b>	<b>336</b>	<b>258</b>	<b>116</b>	<b>342</b>

### Depreciation

The table below shows the allocation of the depreciation included in the operating cost for the period 1997-2000:

Allocation of depreciation (GRD million)	ASE Group			HELEX Group	
	1997	1998	1999	2000	2000 (€ 000)
Depreciation of the cost of sales	574	1,221	1,761	2,886	8,468
Depreciation of management expenses	168	405	681	2,686	7,883
Depreciation of research & development expenditure	259	402	991	1,300	3,815
Depreciation of listing expenses	0	0	21	53	157
<b>Adjustments to value of fixed assets (total depreciation)</b>	<b>1,001</b>	<b>2,028</b>	<b>3,458</b>	<b>6,925</b>	<b>20,323</b>

### Profit before tax

As a result of the significant drop in consolidated turnover as well as the more fall off in individual financial results for the Group profits before tax came to 40 billion GRD (€ 119,194,000) on 31.12.2000 compared to profits of 67.4 billion GRD in 1999.

**12.3 Analysis of the Consolidated Financial Statements**

The consolidated financial data for the ASE Group for the period 1997-1999 and of the HELEX Group for 2000, as shown in the table below (Consolidated Financial Statements for the Groups for the period under examination are set out in the attached Appendix).

<b>CONSOLIDATED FINANCIAL STATEMENTS<sup>(3)</sup></b>					
<b>ASSETS (GRD million)</b>	<b>ASE Group<sup>(1)</sup></b>			<b>HELEX Group<sup>(2)</sup></b>	
	<b>1997</b>	<b>1998</b>	<b>1999</b>	<b>2000</b>	<b>2000 (€ 000)</b>
Establishment Expenses	1,850	2,423	4,100	8,040	23,596
Less: accumulated depreciation	498	1,098	1,870	4,976	14,603
Establishment Expenses (undepreciated value)	1,353	1,325	2,230	3,065	8,994
intangible assets	5,050	6,670	11,603	13,887	40,754
Less: accumulated depreciation	943	1,884	3,542	6,007	17,628
Undepreciated intangible assets	4,108	4,786	8,061	7,880	23,127
<b>Total tangible assets</b>	<b>4,108</b>	<b>4,786</b>	<b>8,061</b>	<b>7,880</b>	<b>23,127</b>
Participations	698	4,561	733	698	2,048
Shareholdings in other companies	0	0	0	50	148
Other long-term receivables	7	12	37	59	172
<b>Total Fixed Assets</b>	<b>4,812</b>	<b>9,359</b>	<b>8,831</b>	<b>8,687</b>	<b>25,495</b>
Stocks	0	11	11	11	32
Clients	304	672	2,003	1,828	5,366
Cheques receivable	0	26	20	53	155
Current receivables from affiliates	0	0	1	26	75
Doubtful-disputed clients and debtors	0	0	0	0	0
Sundry debtors	3,978	4,499	19,681	15,104	44,326
Pre-payments and credit management accounts	3	9	1	2	6
Marketable securities	17,463	34,365	116,459	111,758	327,976
Cash at bank and in hand	4,975	2,060	8,243	2,683	7,875
<b>Total current assets</b>	<b>26,723</b>	<b>41,643</b>	<b>146,419</b>	<b>131,465</b>	<b>385,811</b>
<b>Transit Debit Balances</b>	<b>371</b>	<b>304</b>	<b>1,443</b>	<b>586</b>	<b>1,719</b>
<b>TOTAL ASSETS</b>	<b>33,259</b>	<b>52,631</b>	<b>158,923</b>	<b>143,803</b>	<b>422,018</b>
Debit memo accounts	63,993	346,224	1,657,522	156,991	460,720

## HELLENIC EXCHANGES HOLDING S.A.

LIABILITIES	ASE Group <sup>(1)</sup>			HELEX Group <sup>(2)</sup>	
	1997	1998	1999	2000	2000 (€ 000)
Share Capital	5,000	5,000	5,000	90,300	265,004
Premium on capital stock	6,836	6,836	6,836	8,727	25,610
Value adjustments & investment grants	833	895	993	0	0
Reserves	2,924	4,418	14,127	9	25
Results carried forward	2,181	4,854	15,676	38,030	111,608
Amounts marked for capital increase	0	2,000	0	0	0
Consolidation adjustments	669	648	648	41,743	122,502
<b>GROUP SHAREHOLDERS' EQUITY</b>	<b>18,443</b>	<b>24,652</b>	<b>43,280</b>	<b>95,323</b>	<b>279,745</b>
Minority rights	6,028	8,271	26,142	31,075	91,195
<b>Total shareholders' equity</b>	<b>24,472</b>	<b>32,923</b>	<b>69,422</b>	<b>126,398</b>	<b>370,940</b>
<b>PROVISIONS</b>	<b>135</b>	<b>459</b>	<b>732</b>	<b>819</b>	<b>2,404</b>
<b>Long-term liabilities</b>					0
Other long-term liabilities	12	5	9	7	22
<b>Current liabilities</b>					0
Suppliers	792	962	3,365	1,714	5,030
Cheques payable	0	0	42	23	68
Bank accounts - current liabilities	0	12	0	0	0
Obligations to affiliates	0	0	0	62	183
Advances from trade debtors	0	2	189	31	90
Taxes - duties	5,397	13,848	70,570	7,970	23,391
Insurance and pension fund dues	59	103	171	225	662
Dividends payable	1,460	2,750	9,000	3,413	10,015
Sundry creditors	747	1,086	3,017	2,053	6,024
<b>Total current liabilities</b>	<b>8,455</b>	<b>18,764</b>	<b>86,355</b>	<b>15,491</b>	<b>45,462</b>
<b>TOTAL LIABILITIES</b>	<b>8,467</b>	<b>18,769</b>	<b>86,364</b>	<b>15,499</b>	<b>45,484</b>
<b>Transit credit balances</b>	<b>186</b>	<b>481</b>	<b>2,406</b>	<b>1,087</b>	<b>3,191</b>
<b>TOTAL LIABILITIES</b>	<b>33,259</b>	<b>52,631</b>	<b>158,923</b>	<b>143,803</b>	<b>422,018</b>
Credit memo accounts	63,993	346,224	1,657,522	156,991	460,720

(1) ASE's audited Consolidated Financial Statements. The Company ASE S.A. did not publish Consolidated Statements of account for the financial year 2000. ASE is not obliged to publish Consolidated Financial Statements given that on the basis of the provisions of Articles 93-95 of Codified Law 2190/1920, the parent company HELEX S.A. published a consolidated financial statement for the said year.

(2) Audited *pro forma* Consolidated Financial Statement of HELEX for the financial year 2000. The Consolidated Financial Statement of HELEX for the period 1.1 - 31.12.2000 includes the results of the 100% consolidated ASE S.A. and its direct and indirect shareholdings (ASE, CSD, ASYK, TSEC, ADEX and ADECH). The latter two companies were established in 1998 and their first financial year ended on 31.12.1999.

(3) Possible small variations in the totals or in the differences is due to rounding off.

The following points should be noted about the above consolidated financial statements:

- Total establishment expenses came to 8.1 billion GRD in 2000 (€ 23,596,000), of which 1,362 million GRD (€ 3,996,000) corresponds to CSD expenses.
- The account 'Participations in affiliated companies' stood at 697 million GRD (€ 2,047,000) on 31.12.2000, compared to 733 million GRD on 31.12.1999. An analysis of this account is presented in the table below:



## HELLENIC EXCHANGES HOLDING S.A.

HELEX Participations	(%)	Acquisition value (GRD million)	Internal accounting value (GRD million)	Lowest value between acquisition value and accounting value (31.12.2000)	Deletion of participations due to consolidate	Acquisition value (31.12.2000)
ASE S.A.	100%	85,000			85,000	0
<b>ASE Participations</b>						
CSD S.A.	38.50%	2,683	8,913	2,683	2,683	0
ASYK S.A.	37.17%	167	329	167	167	0
TSEC S.A.	33.80%	338	659	338	338	0
ASE TC *	40.00%	16	--	16		16
ADEX S.A.	35.46%	1,064	1,167	1,064	1,064	0
ADECH S.A.	35.00%	2,800	2,910	2,800	2,800	0
SMSC **	33.33%	1	--	1		1
ASF ***	1.75%	681	--	681		681
<b>TOTAL</b>		<b>7,750</b>	<b>13,978</b>	<b>7,750</b>	<b>7,052</b>	<b>698</b>
<b>CSD Participations:</b>						
ADEX	13.70%	410	420	410	410	0
ADECH	35%	90	96	90	90	0
Association of National Numbering Agencies****		0	0	0	0	0
<b>TOTAL</b>		<b>500</b>	<b>516</b>	<b>500</b>	<b>500</b>	<b>0</b>
<b>ASYK Participations:</b>						
FORTH e-com*****	10.00%	35	--	35		0
<b>ADEX Participations :</b>						
ADECH	9.24%	740	807	740	740	0
<b>GENERAL TOTAL</b>		<b>9,020</b>	<b>15,301</b>	<b>9,020</b>	<b>8,292</b>	<b>698</b>

\* ASE Training Centre, a non-profit-making company.

\*\* Stock Market Studies Company, a non-profit-making company.

\*\*\* The Auxiliary Settlement Fund. This is not a legal entity but all the management and custodianship of all its assets lies with ASE S.A.

\*\*\*\*The Association of National Numbering Agencies is an international codification organization

\*\*\*\*\*The Company has not closed its first financial period in excess of twelve months yet so their value cannot be determined.

- The account 'sundry debtors' is broken down as follows:

SUNDRY DEBTORS (GRD million)	ASE Group			HELEX Group	
	1997	1998	1999	2000	2000 (€ 000)
ASE	961	1,804	5,876	5,820	17,080
CSD	3,007	2,690	13,671	5,416	15,894
ASYK	4	5	19	96	282
TSEC	5	3	36	204	599
ADEX	-	0	10	33	97
ADECH	-	0	87	123	361
HELEX				3,413	10,016
Less: deletion due to consolidation	0	3	18	1	2
<b>Total</b>	<b>3,978</b>	<b>4,499</b>	<b>19,681</b>	<b>15,104</b>	<b>44,327</b>

Note that the individual accounts of the companies' balance sheets were adjusted accordingly in order to make consolidation with the corresponding accounts of the parent company, which is currently in its first financial year in excess of twelve months, possible.

## HELLENIC EXCHANGES HOLDING S.A.

Further details of the said accounts are presented in the analysis of the financial statement of the individual companies in the Group.

The 'marketable securities' account stood at 112 billion GRD (€ 327,976,000) in 2000 compared to 116.5 billion GRD in 1999, and can be broken down by company as follows:

SECURITIES <i>(GRD million)</i>	ASE Group			HELEX Group	
	1997	1998	1999	2000	2000 (€ 000)
ASE	12,484	15,537	37,440	42,414	124,472
CSD	4,598	17,972	68,246	36,379	106,762
ASYK	381	443	373	394	1,156
TSEC	-	413	325	578	1,696
ADEX	-	-	1,807	2,300	6,750
ADECH	-	-	8,268	8,183	24,015
<b>HELEX</b>	-	-	-	21,510	63,125
<b>Total</b>	<b>17,463</b>	<b>34,365</b>	<b>116,459</b>	<b>111,758</b>	<b>327,977</b>

The larger part of the securities are held in the HELEX, CSD and ASE portfolios in line with their investment policy for managing their assets. Further details of the securities portfolios of the companies in the Group are provided in the relevant chapters.

The rapid development of the Greek Stock market over the last few years is shown in the development of total current assets which on 31.12.2000 and 31.12.1999 stood at 143 billion GRD (€ 422,018,000) and 158.9 billion GRD respectively compared to just 52.6 billion GRD on 31.12.1998.

- The memo accounts stood at 157 billion GRD (€ 460,720,000) on 31.12.2000 and relate to clearance guarantees from members of the ASE for the CSD, a fact indicative of the rise in the mean daily volume of transactions during that period.
- The shareholders' equity of the Group stood at 126.4 billion GRD (€ 370,946,000) in 2000 compared to 69.4 billion GRD in 1999.

It should also be noted that the amount of 2 billion GRD which appears in the 1998 financial year as an amount marked for share capital increase, was capitalized when on 14.4.1999 the CSD share capital increase took place, by the amount of 2 billion GRD with the issue of 2,000,000 shares at a par value of 1,000 GRD each.

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- Minority rights stood at 31 billion GRD (€ 91,195,000) on 31.12.2000 and can be broken down as follows:

Minority rights <i>(amounts in GRD million)</i>	ASE Group			HELEX Group	
	31.12.1997	31.12.1998	31.12.1999	31.12.2000	31.12.2000 (€ 000)
CSD	4,845	7,261	18,002	22,344	65,573
ASYK	183	113	482	746	2,189
TSEC	1,001	897	1,358	1,467	4,305
ADEX	-	-	1,565	1,977	5,802
ADECH	-	-	4,735	4,553	13,362
<b>Total</b>	<b>6,028</b>	<b>8,271</b>	<b>26,142</b>	<b>31,087</b>	<b>91,231</b>

- The consolidation adjustments on 31.12.2000 were as follows:

Consolidation adjustments <i>(amounts in GRD million)</i>	ASE Group			HELEX Group	
	31.12.1997	31.12.1998	31.12.1999	31.12.2000	31.12.2000 (€ 000)
<b>HELEX</b>	-	-	-	-52,005	-152,619
CSD	647	627	627	9,741	28,587
ASYK	19	18	18	98	288
TSEC	3	3	3	260	763
ADEX	-	-	-	27	79
ADECH	-	-	-	136	399
<b>Total</b>	<b>669</b>	<b>648</b>	<b>648</b>	<b>-41,743</b>	<b>-122,503</b>

- The taxes and duties paid for 2000 were 8 billion GRD compared to 70.6 billion GRD in 1999 and are shown in detail below:

TAXES – DUTIES <i>(GRD million)</i>	ASE Group			HELEX Group	
	1997	1998	1999	31.12.2000	31.12.2000 (€ 000)
ASE	1,179	3,702	15,132	0	0
CSD	4,199	10,058	54,701	7,700	22,596
Other companies in the Group	20	88	737	271	795
<b>Total</b>	<b>5,397</b>	<b>13,848</b>	<b>70,570</b>	<b>7,970</b>	<b>23,391</b>

**12.4 Financial indices/ratios**

The table below sets out the financial indices for the period 1997 – 2000:

<b>FINANCIAL INDICES FOR CONSOLIDATED DATA</b>	<b>1997</b>	<b>1998</b>	<b>1999</b>	<b>2000</b>
<b>GROWTH RATIOS(%)</b>				
Turnover	Not avail.	81.9%	206.5%	-28.7%
Pre-tax profits	Not avail.	96.9%	205.2%	-39.7%
Profits before tax	Not avail.	107.1%	199.7%	-1.5%
Tangible assets (undepreciated)	Not avail.	32.1%	74.0%	19.7%
Total employed capital	Not avail.	58.2%	202.0%	-9.5%
<b>YIELD RATIOS (before tax) (%)</b>				
Average yield on shareholders' capital	Not avail.	76.9%	131.6%	41.5%
Average yield on total employed capital	Not avail.	51.4%	63.7%	26.8%
<b>DEBT BURDEN RATIOS (:1)</b>				
Debt /Shareholders' equity	0.4	0.6	1.3	0.1
<b>LIQUIDITY RATIOS (:1)</b>				
General liquidity	3.1	2.2	1.7	8.0
Quick liquidity	3.1	2.2	1.7	8.0

**12.5 Sources and allocation of capital**

The sources and uses of capital for the HELEX Group for the financial year 2000 are set out in the following table

<b>SOURCES AND ALLOCATION OF CAPITAL FOR THE HELEX GROUP</b> (GRD million)	<b>2000</b>
<b>SOURCES</b>	
Profit before tax	55,489
Depreciation (financial results)	7,030
Contingencies	193
Share capital increase by contributing shares / paying cash	90,300
Dividends	-15,442
Investment subsidies	-353
Increase in liabilities	
- Long-term bank debt	0
- Current bank debt	0
- Other long-term liabilities	0
Changes from premium on capital stock - changes to reserves	8,753
<b>Total</b>	<b>145,969</b>
<b>ALLOCATION</b>	
Changes in working capital	40,967
Changes in cash on hand	-5,435
Increase in establishment expenses	5,420
Increase in tangible assets	2,262
Increase/(decrease) in shareholding and long-term Stock Exchange assets	86,191
Reduction in long-term bank debt	0
Reduction in current bank debt	0
Reduction in other long-term liabilities	0
Directors' salaries and profit distributed to employees	146
Taxes	16,419
<b>Total</b>	<b>145,970</b>

Note that possible differences in totals are due to rounding off.

**12.6 Cash flow**

HELEX Group cash flow for the financial year 2000 is presented in the following table:

<b>HELEX GROUP CASH FLOW</b>	
<b>CASH FLOW FROM OPERATIONS</b>	<b>2000</b>
Net profits after tax and directors' salaries	38,924
Plus: Contingencies	193
Plus: depreciation	7,030
Less: Dividends	-15,442
Investment subsidies	-353
<b>Gross cash flow</b>	<b>30,352</b>
<b>LESS: Operational cash requirements</b>	
<b>Increases/decreases in:</b>	
Client accounts / bills receivable on hand	255
Other receivables	-5,331
Securities	-4,595
Accrued asset balances	-856
<b>Total operational cash requirements</b>	<b>-10,526</b>
<b>PLUS: Operational cash sources</b>	
<b>Increases/decreases in:</b>	
Suppliers accounts / bills payable	-1,284
Other payables	-48,889
Accrued liability balances	-1,319
<b>Total operational cash sources</b>	<b>-51,492</b>
<b>Transfer to working capital</b>	<b>40,966</b>
<b>Net cash flow</b>	<b>-10,614</b>
<b>LESS: non-operational cash requirements</b>	
Increases in establishment costs and intangible assets	5,420
Net investments in fixed assets	2,262
Participations and other long-term receivables	86,191
<b>Total non-operational cash requirements</b>	<b>93,873</b>
<b>PLUS: Non-operational cash sources</b>	
Capital increases by cash payment	90,300
Changes from premium on capital stock - changes to reserves	8,753
<b>Total non-operational cash sources</b>	<b>99,053</b>
<b>Cash transfer and other cash on hand</b>	<b>-5,435</b>

Note that possible differences in totals are due to rounding off.

### 13. CONSOLIDATED FINANCIAL DATA FOR THE PERIOD 01.01 – 30.09.2001

#### 13.1 Growth of business activity – financial results

The consolidated turnover and consolidated financial results of the HELEX Group for the periods 1.1-30.9.2000 and 1.1.-30.9.2001, are presented in the table below (the consolidated financial statements of the HELEX Group for the period under examination are presented in the attached Appendix).

FINANCIAL RESULTS(GRD million)	1.1-30.9.2000*	1.1-30.9.2000 (€ 000)	1.1-30.9.2001**	1.1-30.9.2001 (€ 000)
<b>Turnover</b>	<b>42,320</b>	<b>124,197</b>	<b>18,750</b>	<b>55,024</b>
Less: Capital Market Commission levy (Law 2471/1997 Article 79 D).	1,318	3,868	490	1,438
Less: Cost of Sales (before depreciation)	2,825	8,290	5,050	14,820
<b>Gross operating result (profit)</b>	<b>38,177</b>	<b>112,039</b>	<b>13,210</b>	<b>38,767</b>
<i>(as a % of turnover)</i>	90%	90%	70%	70%
Other operating income	89	260	116	340
<b>Total</b>	<b>38,266</b>	<b>112,299</b>	<b>13,326</b>	<b>39,107</b>
Less: Management expenses(before depreciation)	5,275	15481	3,476	10,201
Less: Research and development expenses (before depreciation)	1,075	3155	115	338
Less: Listing expenses (before depreciation)	265	778	1,807	5,303
Total expenses	6,615	19,413	5,398	15,841
<i>(as a % of turnover)</i>	16%	16%	29%	29%
<b>Operating income</b>	<b>31,651</b>	<b>92,885</b>	<b>7,928</b>	<b>23,266</b>
<i>(as a % of turnover)</i>	75%	75%	42%	42%
Plus: Income from other investments	7,257	21,298	4,531	13,297
Plus: Profits from sale of participating interests and other investments	46	135	51	151
Less: Provisions for devaluation of participating interests/investments	135	395	1,680	4,931
Less: Expenses and losses from participating interests/ investments	18	54	19	57
Plus: Extraordinary & non-operating income	511	1500	814	2,389
Less: Extraordinary & non-operating expenses	67	196	104	305
<b>Profits before interest, depreciation and taxes</b>	<b>39,245</b>	<b>115,174</b>	<b>11,521</b>	<b>33,810</b>
<i>(as a % of turnover)</i>	93%	93%	61%	61%
Plus: Interest & related income	311	912	281	824
Less Interest charges & related expenses	15	44	7	21
<b>Profit before depreciation and taxes</b>	<b>39,541</b>	<b>116,041</b>	<b>11,794</b>	<b>34,612</b>
<i>(as a % of turnover)</i>	93%	93%	63%	63%
Less: Adjustments to value of fixed assets (total depreciation)	5,480	16,081	5,250	15,407
<b>Profit before tax</b>	<b>34,062</b>	<b>99,961</b>	<b>6,544</b>	<b>19,205</b>
<i>(as a % of turnover)</i>	80%	80%	35%	35%
Less: Minority rights	9,545	28,010	1,536	4,506
<b>Net Group profits</b>	<b>24,517</b>	<b>71,950</b>	<b>5,009</b>	<b>14,699</b>
<i>(as a % of turnover)</i>	58%	58%	27%	27%
<b>ADJUSTED CONSOLIDATED PROFITS***</b>				
<b>Consolidated profit before tax</b>			<b>7,066</b>	<b>20,737</b>
Tax adjustments (relevant financial years)			230	675
<b>Consolidated profits after tax and after appropriation</b>			<b>3,066</b>	<b>8,998</b>
Less: Adjustments for minority profits			813	2,386
<b>Adjusted consolidated Group profits after tax, tax adjustments and minority rights</b>			<b>2,253</b>	<b>6,612</b>

## HELLENIC EXCHANGES HOLDING S.A.

\*In addition to the financial results of HELEX for the period 29.3.2000-30.9.2000, the results of the 100% consolidated ASE S.A. and its direct and indirect shareholdings (ASE, CSD, ASYK, TSEC, ADEX and ADECH) for the period 1.1-30.9.2000 are also included.

\*\* In addition to the financial results of HELEX for the period 1.1.2001-31.12.2001, the results of the 100% consolidated ASE S.A. and its direct and indirect shareholdings (ASE, CSD, ASYK, TSEC, ADEX and ADECH) for the same period are also included.

\*\*\* Adjusted on the basis of remarks made by the ordinary certified auditors – accountants for the period 1.1. – 30.9.2001.

*Note: Any differences in the figures between those analyzed and those published by the companies are due to rounding off the numbers.*

### **Remarks on the financial results**

The turnover of the HELEX Group on 30.9.2001 stood at 18,750 million GRD (€ 55,024,000) down some 55.7% in relation to the corresponding turnover on 30.9.2000 and is broken down as follows:

ANALYSIS OF CONSOLIDATED TURNOVER (GRD million)	1.1-30.9.2001	1.1-30.9.2001 (€ 000)	%
Turnover from:			
ASE	9,938	29,165	49%
ADEX	1,082	3,175	5%
ADECH	765	2,245	4%
CSD	6,988	20,508	34%
TSEC	183	537	1%
ASYK	1,351	3,965	7%
<b>Less: Intra-group transactions</b>	<b>1,558</b>	<b>4,572</b>	
<b>Total Turnover</b>	<b>18,749</b>	<b>55,023</b>	<b>100%</b>

### **Cost of services**

The pre-depreciation cost of services (sales) on 30.9.2001 stood at 5,050 million GRD (€ 14,820,000) while the pre-depreciation management expenses of the company stood at 3,476 million GRD (€ 10,201,000) and are presented in detail below:

ANALYSIS OF COST OF SALES (GRD million)	1.1-30.9.2001	1.1-30.9.2001 (€ 000)	%
ASE	2,966	8,704	46%
ADEX	271	795	4%
ADECH	274	804	4%
CSD	2,050	6,016	32%
TSEC	87	255	1%
ASYK	767	2,251	12%
<b>Less: Intra-group transactions</b>	<b>1,364</b>	<b>4,003</b>	
<b>Total cost of sales</b>	<b>5,051</b>	<b>14,821</b>	



## HELLENIC EXCHANGES HOLDING S.A.

ANALYSIS OF MANAGEMENT EXPENSES (GRD million)	1.1-30.9.2001	1.1-30.9.2001 (€ 000)	%
ASE	1,586	4,654	43%
ADEX	197	578	5%
ADECH	318	933	9%
CSD	953	2,797	26%
TSEC	141	414	4%
ASYK	214	628	6%
HELEX	314	921	8%
<b>Total</b>	<b>3,723</b>	<b>10,925</b>	<b>100%</b>
<b>Less: Intra-group transactions</b>	<b>248</b>	<b>728</b>	
<b>Total cost of management expenses</b>	<b>3,475</b>	<b>10,197</b>	

### *Income from other investments*

Income from other investments stood at 4,531 million GRD (€ 13,297,000) on 30.9.2001 and was allocated among the various companies in the HELEX Group as follows:

INCOME FROM OTHER INVESTMENTS (GRD million)	1.1-30.9.2001	1.1-30.9.2001 (€ 000)	%
ASE	1,893	5,556	42%
ADEX	89	262	2%
ADECH	295	864	7%
CSD	928	2,725	20%
TSEC	13	39	0%
ASYK	14	40	0%
HELEX	1,298	3,811	29%
<b>Total</b>	<b>4,531</b>	<b>13,297</b>	<b>100%</b>

### *Provisions for devaluation of participating interests / investments*

Provisions for devaluation of participating interests/investments stood at 1,680 million GRD (€ 4,931,000) on 30.9.2001 and were allocated among the various companies in the HELEX Group as follows:

PROVISIONS FOR DEVALUATION OF PARTICIPATING INTERESTS / INVESTMENTS (GRD million)	1.1-30.9.2001	1.1-30.9.2001 (€ 000)	%
ASE	470	1,379	28%
ADEX	0	0	0%
ADECH	320	939	19%
CSD	0	0	0%
TSEC	224	657	13%
ASYK	0	0	0%
HELEX	667	1,956	40%
<b>Total</b>	<b>1,680</b>	<b>4,931</b>	<b>100%</b>

## HELLENIC EXCHANGES HOLDING S.A.

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### *Extraordinary income*

Extraordinary and non-operating income and expenses on 30.9.2001 stood at 814 million GRD (€ 2,89,000) 104 million GRD (€ 305,00) respectively and were allocated among the various companies in the HELEX Group as follows:

<b>EXTRAORDINARY INCOME/GAINS (GRD million)</b>	<b>1.1-30.9.2001</b>	<b>1.1-30.9.2001 (€ 000)</b>	<b>%</b>
ASE	657	1,927	81%
ADEX	34	99	4%
ADECH	29	85	4%
CSD	40	118	5%
TSEC	55	160	7%
ASYK	0	0	0%
HELEX	0	0	0%
<b>Total</b>	<b>814</b>	<b>2,389</b>	<b>100%</b>

<b>EXTRAORDINARY EXPENSES (GRD million)</b>	<b>1.1-30.9.2001</b>	<b>1.1-30.9.2001 (€ 000)</b>	<b>%</b>
ASE	7	21	7%
ADEX	35	104	34%
ADECH	2	5	2%
CSD	39	113	37%
TSEC	5	15	5%
ASYK	16	46	15%
HELEX	0	0	0%
<b>Total</b>	<b>104</b>	<b>305</b>	<b>100%</b>

**13.2 Analysis of the Financial Statement**

The consolidated financial statement data for the HELEX Group on 30.9.2000 on 30.9.2001 are presented in the following table:

ASSETS (GRD million)	1.1-30.9.2000*	1.1-30.9.2000	1.1-30.9.2001**	1.1-30.9.2001
		(€ 000)		(€ 000)
Establishment Expenses	7,455	21,878	8,862	26,007
Less: accumulated depreciation	4,652	13,653	6,073	17,822
Establishment Expenses (Undepreciated value)	2,802	8,224	2,789	8,185
Intangible assets	12,555	36,846	15,951	46,812
Less: accumulated depreciation	5,408	15,871	7,924	23,255
Undepreciated intangible assets	7,147	20,975	8,027	23,557
<b>Total tangible assets</b>	<b>7,147</b>	<b>20,975</b>	<b>8,027</b>	<b>23,557</b>
Participations in affiliates	698	2,048	698	2,048
Shareholdings in other companies	35	104	50	148
Other long-term receivables	49	144	69	202
<b>Total Fixed Assets</b>	<b>7,929</b>	<b>23,270</b>	<b>8,844</b>	<b>25,955</b>
Stocks	11	32	24	70
Clients	1,851	5,432	1,068	3,134
Cheques receivable	65	191	24	71
Sundry debtors	16,205	47,556	14,826	43,509
Current receivables from affiliates	28	81	0	0
Receivables from management	1	2	23	67
Pre-payments and credit management accounts	31	90	3	7
Marketable securities	108,109	317,268	93,103	273,229
Cash at bank and in hand	5,729	16,812	1,619	4,751
<b>Total current assets</b>	<b>132,029</b>	<b>387,465</b>	<b>110,688</b>	<b>324,838</b>
<b>Transit Debit Balances</b>	<b>866</b>	<b>2,543</b>	<b>521</b>	<b>1,529</b>
<b>TOTAL ASSETS</b>	<b>143,627</b>	<b>421,502</b>	<b>122,842</b>	<b>360,506</b>
Debit memo accounts	930,884	2,731,867	217,567	638,494

## HELLENIC EXCHANGES HOLDING S.A.

LIABILITIES	1.1-30.9.2000*	1.1-30.9.2000 (€ 000)	1.1-30.9.2001**	1.1-30.9.2001 (€ 000)
Share Capital	90,300	265,004	90,300	265,004
Premium on capital stock	8,727	25,610	8,727	25,610
Value adjustment and investment grants	0	0	376	1,104
Reserves	9	25	3,007	8,825
Results carried forward	42,800	125,605	30,219	88,683
Consolidation adjustments	41,659	122,257	41,879	122,902
<b>Group Shareholders' equity</b>	<b>100,176</b>	<b>293,987</b>	<b>90,750</b>	<b>266,324</b>
Minority rights	19,894	58,383	23,830	69,935
Total shareholders' equity	<b>120,070</b>	<b>352,369</b>	<b>114,580</b>	<b>336,259</b>
<b>Provisions</b>	<b>811</b>	<b>2,380</b>	<b>849</b>	<b>2,492</b>
<b>Long-term liabilities</b>				
Other long-term liabilities	6	18	3	10
<b>Current liabilities</b>				
Suppliers	1,742	5,114	2,032	5,964
Cheques payable	5	14	26	76
Client down payments	280	821	88	257
Taxes - duties	17,080	50,125	3,421	10,041
Insurance and pension fund dues	107	315	119	348
Obligations to affiliates	33	98	20	60
Dividends payable	0	0	11	32
Sundry creditors	1,372	4,028	597	1,753
<b>Total current liabilities</b>	<b>20,620</b>	<b>60,514</b>	<b>6,314</b>	<b>18,531</b>
<b>Transit credit balances</b>	<b>2,120</b>	<b>6,220</b>	<b>1,095</b>	<b>3,215</b>
<b>TOTAL LIABILITIES</b>	<b>143,627</b>	<b>421,502</b>	<b>122,842</b>	<b>360,506</b>
Credit memo accounts	930,884	2,731,867	217,567	638,494

\*In addition to the financial results of HELEX for the period 29.3.2000-30.9.2000, the results of the 100% consolidated ASE S.A. and its direct and indirect shareholdings (ASE, CSD, ASYK, TSEC, ADEX and ADECH) for the period 1.1-30.9.2000 are also included.

\*\* In addition to the financial results of HELEX for the period 1.1.2001-31.12.2001, the results of the 100% consolidated ASE S.A. and its direct and indirect shareholdings (ASE, CSD, ASYK, TSEC, ADEX and ADECH) for same period are also included.

The establishment expenses stood at 8.9 billion GRD on 30.9.2001 (€ 26,007,000), of which GRD 4.5 billion GRD (€ 13,206,000) relate to the establishment expenses of ASE and 1,532 million GRD (€ 4,496,000) to those of CSD.

The 'sundry debtors' account can be broken down as follows:

SUNDRY DEBTORS (GRD million)	1.1-30.9.2001	1.1-30.9.2001 (€ 000)
ASE	6,583	19,319
CSD	4,367	12,816
ASYK	136	399
TSEC	111	326
ADEX	28	83
ADECH	123	362
Less: Deletion due to consolidation	3,477	10,204
<b>Total</b>	<b>14,826</b>	<b>43,509</b>

## HELLENIC EXCHANGES HOLDING S.A.

The marketable securities of the HELEX Group stood at 93 billion GRD (€ 273,229,000) on 30.9.2001 compared to 108 billion GRD in 1999, and are broken down as follows:

<b>SECURITIES</b> <i>(GRD million)</i>	<b>1.1-30.9.2001</b>	<b>1.1-30.9.2001</b> <b>(€ 000)</b>
HELEX	26,859	78,823
ASE	32,147	94,342
CSD	22,673	66,539
ASYK	408	1,197
TSEC	335	983
ADEX	2,685	7,880
ADECH	7,996	23,466
<b>Total</b>	<b>93,103</b>	<b>273,230</b>

The larger part of the securities are held in the HELEX, CSD and ASE portfolios in line with their investment policy for managing their assets. Further details of the securities portfolios of the companies in the Group are provided in the relevant chapters.

On 30.9.2001 the shareholders' equity of the HELEX Group stood at 76,682 billion GRD (€ 225,040,000) compared to 66,114 million GRD on 30.9.2000.

The consolidation adjustments on 30.9.2001 can be analyzed as follows:

<b>Consolidation adjustments</b> <i>(GRD million)</i>	<b>1.1-30.9.2001</b>	<b>1.1-30.9.2001</b> <b>(€ 000)</b>
ASE	-52,124	-152,968
CSD	9,741	28,587
ASYK	98	288
TSEC	243	713
ADEX	27	79
ADECH	136	399
<b>Total</b>	<b>-41,879</b>	<b>-122,902</b>

The taxes and duties paid by the companies in the HELEX Group on 30.9.2001 came to 3.4 billion GRD (€ 10,041,000) and are shown in detail below:

<b>TAXES - DUTIES</b> <i>(GRD million)</i>	<b>1.1-30.9.2001</b>	<b>1.1-30.9.2001</b> <b>(€ 000)</b>
ASE	97	285
CSD	3,138	9,209
Other companies in the Group	186	546
<b>Total</b>	<b>3,421</b>	<b>10,041</b>

**14. FINANCIAL DATA FOR THE PERIOD 29.03.2000 – 30.09.2001**

The profit and loss account and financial data for HELEX for the period 29.3.2000-30.9.2001 are presented below:

FINANCIAL RESULTS (GRD million)	29.3.2000-30.9.2001	29.3.2000-30.9.2001 (€ 000)
<b>Turnover</b>	<b>0</b>	<b>0</b>
Less: Cost of Sales (before depreciation)	0	0
<b>Gross operating result (profit)</b>	<b>0</b>	<b>0</b>
<i>(as a % of turnover)</i>	--	--
Plus: Other operating income	0	0
<b>Total</b>	<b>0</b>	<b>0</b>
Less: Management expenses (before depreciation)	314	921
Less: Research and development expenses (before depreciation)	77	227
Total expenses	391	1,149
<i>(as a % of turnover)</i>	--	--
<b>Operating income</b>	<b>-391</b>	<b>-1,149</b>
<i>(as a % of turnover)</i>	--	--
Plus: Income from participating interests	15,750	46,222
Plus: Income from other investments	1,298	3,811
Less: Provisions for devaluation of participating interests/investments	667	1,956
Less: Expenses and losses from participating interests/ investments	13	37
Plus: Extraordinary & non-operating income	51	149
Less: Extraordinary & non-operating expenses		0
<b>Profits before interest, depreciation and taxes</b>	<b>16,029</b>	<b>47,039</b>
<i>(as a % of turnover)</i>	--	--
Plus: Interest & related income	36	105
Less Interest charges & related expenses	1	2
<b>Profit before depreciation and taxes</b>	<b>16,064</b>	<b>47,143</b>
<i>(as a % of turnover)</i>	--	--
Less: Adjustments to value of fixed assets (total depreciation)	1,807	5,302
<b>Profit before tax</b>	<b>14,257</b>	<b>41,841</b>
<i>(as a % of turnover)</i>	--	--

## HELLENIC EXCHANGES HOLDING S.A.

ASSETS (GRD million)	29.3.2000-30.9.2001	29.3.2000-30.9.2001 (€ 000)
Establishment Expenses	1,797	5,273
Less: accumulated depreciation	1,796	5,272
Establishment Expenses (undepreciated value)	1	1
Intangible assets	124	363
Less: accumulated depreciation	10	30
Undepreciated intangible assets	113	332
<b>Total tangible assets</b>	<b>113</b>	<b>332</b>
Participations	85,000	249,450
Other long-term receivables	3	8
<b>Total Fixed Assets</b>	<b>85,116</b>	<b>249,790</b>
Sundry debtors	3,427	10,059
Marketable securities	26,859	78,823
Cash at bank and in hand	82	242
<b>Total current assets</b>	<b>30,369</b>	<b>89,124</b>
<b>Transit Debit Balances</b>	<b>100</b>	<b>294</b>
<b>TOTAL ASSETS</b>	<b>115,586</b>	<b>339,210</b>
Debit memo accounts	67	196

LIABILITIES	29.3.2000-30.9.2001	29.3.2000-30.9.2001 (€ 000)
Share Capital	90,300	265,004
Premium on capital stock	8,727	25,610
Reserves from value adjustment of participations and securities	0	0
Results carried forward	14,258	41,842
<b>Total shareholders' equity</b>	<b>113,284</b>	<b>332,456</b>
<b>Provisions</b>	<b>3</b>	<b>10</b>
<b>Current liabilities</b>		
Suppliers	26	78
Taxes - duties	9	25
Insurance and pension fund dues	2	6
Dividends payable	10	30
Sundry creditors	1	2
<b>Total current liabilities</b>	<b>48</b>	<b>140</b>
<b>Transit credit balances</b>	<b>2,250</b>	<b>6,603</b>
<b>TOTAL LIABILITIES</b>	<b>115,586</b>	<b>339,210</b>
Credit memo accounts	67	196

The following comments can be made in relation to the above:

- Income from participating interests of the company on 30.9.2001 stood at 15,750 million GRD (€ 46,220,000) and represents ASE dividends for the financial years 1999-2000.
- Income from other investments of the company on 30.9.2001 stood at 1,298 million GRD (€ 3,811,000) and relates to dividends from listed shares [35 million GRD (€ 103,000)], income from Greek treasury promissory notes [999 million GRD (€ 2.931,000)] and income from Greek treasury bonds [264 million GRD (€ 775,000)].

## HELLENIC EXCHANGES HOLDING S.A.

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- Provisions for devaluation of participating interests/investments of the company on 30.9.2001 stood at 667 million GRD (€ 1,957,000) and related to provisions for the devaluation of listed shares [433 million GRD (€ 1,270,000)], provisions for the devaluation of mutual funds [215 million GRD (€ 631,000)] and a provision for the devaluation of Greek treasury bonds [19 million GRD (€ 56,000)].
- On 30.9.2001 the account 'securities' stood at 26.8 billion GRD and can be broken down as follows:

<b>SECURITIES</b>		
<b>(GRD million)</b>	<b>2000</b>	<b>2000 (€ 000)</b>
Shares	1,252	3,673
Greek treasury bonds	3,164	9,286
Mutual funds	830	2,437
Repos	21,544	63,224
Own shares	69	202
<b>Total</b>	<b>26,859</b>	<b>78,823</b>



## 15. AFFILIATED COMPANIES

### 15.1 General

HELEX has no minority or majority shareholding in any company, consortium or corporate association of any type, nor does it have any common address, common management or common shareholding with any other company, nor does any agreement exist with any other company, other than those that are described in the following paragraphs.

The following table presents details of all direct and indirect shareholdings of the issuing company at 31.12.2000, including the extent of those participations, their acquisition cost and their value on that day:

<b>BREAKDOWN OF THE SHAREHOLDINGS ACCOUNT ON 31.12.2000 (GRD million)</b>					
<b>DIRECT SHAREHOLDINGS</b>					
<i>Company</i>	<i>% Direct Shareholding</i>	<i>Acquisition value</i>	<i>Shareholders' equity (31.12.00)</i>	<i>Current value of participation (31.12.00)</i>	<i>Lowest value between acquisition &amp; current value</i>
ASE	100%	85.000	44.010	44.010	44.010
<b>Total</b>					<b>44,010</b>
<b>INDIRECT SHAREHOLDINGS</b>					
<i>Company</i>	<i>% Indirect Shareholding</i>	<i>Shareholders' equity (31.12.00)</i>	<i>Shareholders' equity Ratio (31.12.00)</i>		
Central Securities Depository S.A.	38.50%	23,151	8,913		
Athens Derivative Exchange S.A.	40.73%	3,290	1,340		
Athens Derivatives exchange Clearing House S.A.	39.20%	8,315	3,259		
Thessaloniki Stock Exchange Centre S.A.	33.80%	1,951	659		
Systems Development and Capital Market Support S.A.	37.17%	885	334		
ASE Training Centre <sup>2</sup>	40.00%	-	-		
Stock Market Studies Company <sup>3</sup>	33.33%	-	-		
Auxiliary Fund <sup>3</sup>	1.75%	-	-		
<b>Total</b>		<b>37,592</b>	<b>14,505</b>		

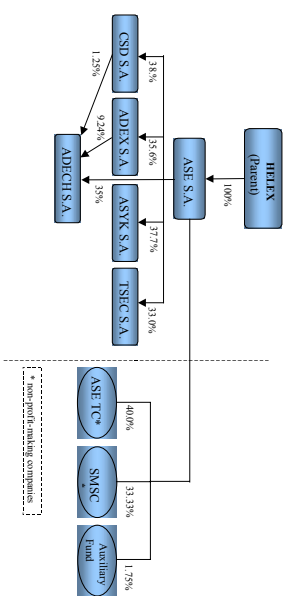
1. Valuation of shareholdings done in accordance with Article 43(6) of Law 2190/1920

2 Non-profit-making organizations.

3 The Auxiliary Fund is not a legal entity but all its assets are under the management and custodianship of ASE S.A.

The HELEX Group can be represented in diagram form as follows:

# HELLENIC EXCHANGES HOLDING S.A.



## **15.2 Subsidiary Companies**

### **15.2.1 Athens Stock Exchange S.A.**

#### **15.2.1.1 Background – general information**

The company Athens Stock Exchange SA was established on the basis of the provisions of Law 2324/95 (Gov. Gazette A 146/17.7.1995) following its conversion from a public law entity (of the same name) into a public limited company. It is listed in the Register of Public Companies with registration number 33940/06/B/95/23 (Societes Anonyme and Limited Liability Companies Issue of the Government Gazette 4620/2.8.1995), its registered offices in the city of Athens and a 200-year prospective period of activity.

Athens Stock Exchange SA (ASE), as a public limited company, is not subject to restrictions applying to public law bodies, except in respect to recruitment, which is covered through the application of Law 2190/1994. ASE operates autonomously, as far as management and financial policy is concerned, under the supervision of the Ministry of National Economy. As far as stock market operations are concerned, ASE's activities are supervised by the Ministry of National Economy and the Hellenic Capital Market Commission.

ASE is the only official market for shares and rights trading in Greece, both for the public and institutional investors. Government bonds are also traded on the ASE, although this is not the only market on which they are traded in Greece since fixed-income securities are also traded via the electronic trading system operated by the Bank of Greece.

The objective of ASE SA, according to its articles of association, is the organisation of the capital market, which encompasses its exclusive role as the market for shares and other securities, other functions it performed before its conversion into a public limited company and any other activities compatible with these functions.

ASE may also participating in other enterprises with the same or related objective and in general seek to achieve objectives related to or which assist its activities and may also collaborate with the aforementioned enterprises.

ASE SA offers issuing companies (users of capital) the opportunity to raise necessary funds through the primary market while satisfying the requirements of investors (suppliers of capital) for securities. It also offers an organised secondary market on which already listed securities can be traded, enabling investors swiftly and at low cost to liquidate the securities they own and to have a reference for the current value of their investments.

At the same time, through its own regulations, ASE supervises matters such as: i) the dissemination of information to the investing public; and ii) procedures whereby brokerage companies carry out transactions on the ASE's markets.

Finally, through the publication of the Daily Price Bulletin and other documents, and through the real-time electronic dissemination of share prices during the trading session, the Exchange ensures that both i) the investing public are informed about trading developments as they occur in its markets, and ii) information released by listed companies, as required by the Exchange regulations, is disseminated as widely as possible.

ASE relies for its operation on a group of affiliated companies. The Central Securities Depository SA undertakes the clearance of transactions completed on the Exchange. The Athens Derivatives Exchange SA organizes trading in derivatives products, the clearance of which is undertaken by the Athens Derivatives Exchange Clearing House SA. Systems Development and Capital Market Support SA provides technical support for the Exchange's electronic systems and those of the other member companies of the group. While the Thessaloniki Stock Exchange Centre offers access to the Greek capital market for the investing public in northern Greece.

In December 1997 the Greek government, through a private placement with selected investors, sold 1,983,270 shares in ASE (i.e. 39.77% of the total share capital).

In December 1998 the Greek government issued a second tranche of 600,000 ASE shares, again through private placement, equivalent to 12% of the total share capital.

In July 1999 a further 32,470 ASE shares were transferred from the government to employees of the Exchange, as provided for by 13.5.1999 decision of the Privatization Commission and decision 2/47663/0025/13.7.99 of the Ministry of National Economy.

By means of Law 2778/30.12.1999 the shareholders of ASE contributed their shares and cash and became shareholders of HELEX which then acquired all shares in ASE.

Today ASE has 89 members.

### 15.2.1.2 Description of business activities

#### **General**

ASE operates under the supervision of the Hellenic Capital Market Commission and the Ministry of National Economy and participates in the organisation and operation of the capital market in Greece. Various agents operate in the capital market. These include issuing companies (users of capital), investors (suppliers of capital) and those who intermediate for the benefit of the smooth operation of the market, i.e. investment services companies and financial institutions. The capital market comprises two main parts: the primary and secondary markets.

#### **The primary market**

The primary market is concerned with the issue of securities and their sale (placement) to the investing public. Users of capital (issuing companies/organisations) usually belong to the private sector (and are involved in the placement of their shares) but they may be public bodies (often issuing state bonds but also involved in privatizations by means of issuing shares to the investing public). The listing of securities on the Athens Exchange ensures that they are traded on an organised market. Suppliers of capital (institutional and private investors) recognise that this facility for trading provides for easier sale of their securities and at the same time for more economical means of managing their portfolios. Listing on the ASE also allows the combination of capital flows and thus provides a means by which a large number of small investors can satisfy the requirements of a large user of capital; allows investors to reduce risk by spreading their investments; provides a benchmark for investors, an up-to-date indicator of the value of their investments; while the effectiveness of a central capital market ensures that the costs of trading are kept to a minimum.

Issuing companies may list their securities for trading subject to the listing requirements of the ASE and the requirements of capital market legislation. The placement of shares of a newly-listed company on the market is supervised by one or more underwriters following the issue of a prospectus which has been approved by the Boards of Directors of the Hellenic Capital Market Commission and of the Athens Stock Exchange. The following table shows the number of securities that were newly listed on the ASE between 1995 and 1999.

Issuing companies list their transferable securities for trading in accordance with the ASE listing procedures and the provisions contained in the legislation on the capital market. the offer of transferable securities upon listing of a company on the ASE is done under the supervision of one (or more) underwriters on the basis of a prospectus which is approved by the BoD of the Capital Market Commission and the BoD of ASE.

The following table shows the number of listed securities on the ASE for the period 1996 – 2000.

**Listings of securities on the ASE**

	1996	1997	1998	1999	2000
<b>Shares – new listings<sup>1</sup></b>					
Main market	7	4	7	10	12
Parallel market	12	9	12	22	33
Total	19	13	19	32	42
Capital raised (billion GRD)	113.14	20.09	333.29	566.59	867.64
<b>Shares – rights issues<sup>2</sup></b>					
Capital raised (billion GRD)	35.77	510.09	933.185	3,834.03	,,155.45
<b>Bonds (billion GRD )</b>					
Total bonds	4,157.25	6,937.19	8,608.08	8,608.56	5,609.64

Source: ASE Annual Statistical Bulletin

1 The calculation of capital raised from new listings is based on those companies whose first day of public offering fell within the relevant financial years.

2. The calculation of capital raised from share capital increases is based on those companies for whom the coupon date fell within the relevant financial years.

**The secondary market**

The secondary market is concerned with the trading of listed securities. ASE's aim is to provide a trading environment in which demand for and supply of securities can be effectively matched. The effectiveness of the trading environment depends on the price determination mechanism used, the extent of transparency of the market for traders and the speed of the clearance and settlement mechanisms. The trading environment in Greece has been an electronic one since 1992; the same is true of most stock markets world-wide.

Securities traded on the Athens exchange are: shares of listed companies and related shareholder rights, state and corporate bonds, convertible bonds, bonds denominated in US dollars, in Deutsch Marks, in euro and in sterling, and also bonds issued by international organisations such as the European Investment Bank and the International Bank for Reconstruction and Development. Trading in gold sovereigns and in gold generally is occasionally carried out. 1999 saw the start of trading in options,

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futures and other derivatives products on the Athens Derivatives Exchange (see 14.3.2 ATHENS DERIVATIVES EXCHANGE).

The secondary market includes the Main Market, the Parallel Market, the New Market (NEHA), the Greek Market of Emerging Capital Markets (EAGAK) and the Fixed Income Securities Market (AASE)

The separation between the Main and the Parallel Markets relates to the conditions that have to be satisfied by a company wishing to be listed on a particular market of the Exchange. Once a company is listed, there is no distinction between the different markets as far as information dissemination requirements are concerned. The Main Market covers the tradable securities of large companies (today for a company to apply for listing on the Main Market of the ASE it must have a shareholders' equity in excess of four billion drachma). The parallel market caters for smaller companies with the listing terms requiring a shareholders' equity above one billion GRD.

The following table shows the number of companies listed on each of the two markets at each year-end for the years 1996-2000.

### *Growth in the number of listed companies*

	1996	1997	1998	1999	2000
Main market	198	193	207	224	238
Parallel market	37	44	51	70	104
<b>Total</b>	<b>235</b>	<b>237</b>	<b>258</b>	<b>294</b>	<b>342</b>

*Source: ASE Annual Statistical Bulletin*

*Note: the table refers to listed companies whose shares have not been suspended from trading.*

The New Market of the ASE (Greek acronym NEHA) was established by Law 2733/99 to provide a means of raising capital for small, dynamic and innovative companies which do not satisfy the requirements for listing on the Main or Parallel Markets but which have expansion plans which are significant given their size. Among the special features of NEHA are the requirements for companies seeking a listing to submit a business plan and the operation of market makers, whose function is to improve the liquidity of the market for particular shares.

The Greek Market of Emerging Capital Markets (EAGAK) was established in 1997 by Law 2533/1997. The operation of this particular market is supported by the Thessaloniki Stock Exchange Centre (TSEC) to which prospectuses are submitted while the TSEC recommends measures on the operation and procedures used by the TSEC and promotes and develops the market. The operation of this market will support businesses active and developing the countries of Southeastern Europe in particular while at the same time will provide local capital markets with the opportunity to develop from the moment that businesses will be given a boost and will participate in the international arena of capital markets. For outward-looking Greek companies with an international presence in particular the EAGAK will offer them a mechanism for raising capital which they can then use to finance further expansion.

Three types of transferable securities are listed on EAGAK for trading:

Greek certificates (ELPIS) which are marketable securities representing shares which have been issued by a foreign company whose registered offices are in countries with emerging economies (represented

shares). These represented shares can be listed on a stock exchange or other organized market abroad or not listed at all.

ECSD. The operation of an ECSD is similar to that of a mutual fund with the basic difference being that ECSD shares are listed on a stock exchange for trading. ECSD's are group assets which consist of cash and transferable securities and are divided into equal shares (ECSD shares). An ECSD may invest in transferable securities listed on the ASE, or another stock exchange or organized market.

Shares of EASE. EASE are special investment portfolio companies in the sense that they mainly invest in emerging markets.

The characteristics of the Fixed income Securities Market are described below:

### **Means of execution of orders**

All transactions involving listed securities are settled on a cash basis and, with certain exceptions provided for by article 15 of Law 3632/28, must be carried out via the stock exchange.

#### Shares

Orders are executed via the Integrated Automatic Electronic Trading System (Greek acronym OASIS). The duration of the trading session, as prescribed by the ASE Board of Directors, is divided into two periods. During the so-called pre-session period, which is between 10:45am and 11am, ASE members enter orders from investors but do not execute transactions. At the end of this period, on the basis of the already-entered orders, the first transactions of the session are executed and the opening prices of all shares determined. The main session runs between 11am and 16:00pm with automatic and continuous handling of transactions. The methods and procedures for trading of shares and the completion of stock exchange transactions through the OASIS system are organised according to the provisions of ASE Board of Directors decision 18/99.

ASE members may enter orders into the OASIS system from terminals at their own offices following the stoppage of transactions conducted in the main building of the ASE on Sofokleous St. Each member is entitled to a minimum of four terminals. They can also use one terminal in Thessaloniki, if they operate from there. During 2001 the Order Data Link system was put into operation linking member applications to OASIS which allows members to operate an unlimited number of terminals. Use of the ODL system allows members to return up to 3 terminals. Access to OASIS is available via the private wide area network operated and owned by ASE.

All orders entered into the system before 11am contribute to the determination of a share's opening price. During the phase of initial collection of orders the system accepts limit orders and market price orders but only the first of these contribute to the determination of the opening price. If there are no limit orders, then the opening price is the same as the closing price at the end of the previous day. The criterion which is used for the determination of the opening price is that which maximizes the volume of transactions, which in practice means the point of best balance between supply and demand for each traded security at any particular time.

During the course of trading, orders are matched on the basis of price (purchase orders at the highest prices are matched with selling orders at the lowest price) and time.

Capital Market Commission decisions have set a limit on the daily price fluctuation of traded shares at +/- 12% for all shares. This limit is extended, on a case by case basis, to +/- 18% where purchase orders at limit up or sale orders at limit down remain at the BBO (Best Bid/Offer) for 15 minutes for a specific share. The limit commences each day at +/- 12% regardless of whether extended the previous

day. Shares in newly listed companies are exempted from this restriction for the first three days of trading and also shares which are being traded after having been suspended.

Block trades may be used to execute transactions of value greater than € 600,000. These transactions are cleared over a period of two days and can only be entered into the OASIS system if the conditions laid down in chapter (method) 3 of decision 18/99 of the ASE Board of Directors are satisfied. Compliance with these conditions is monitored by ASE supervisory officials.

OASIS is connected with information vendors allowing real-time information dissemination to investors.

The closing price of shares traded using the continuous trading method (Market A and NEHA) means the weighted average accurate to 2 decimal places of the price of 10% of transactions carried out during the course of the session. Calculation of the closing price is done commencing from the last trade before the end of session and moving towards the start until the absolute number of trades corresponding to 10% of all trades that session is met. Calculation of the closing price is done by the Electronic Trading System, automatically, following the last trade each session. Note that for a quarter of an hour after closing (16:00) trades are made at closing price.

If a share belongs to trading categories B or C (instantaneous transactions) the closing price means the price of the last call auction. If not transactions have been entered into during the session the closing price will be taken as the start price.

### Bonds

In order to support the secondary bond market, ASE developed the Electronic Bond Trading System (Greek acronym SIDO), in co-operation with the Madrid Stock Exchange, and in April 1998, with the help of SIDO, the Fixed income Securities Market (AASE) was created.

Both materialised and dematerialized bonds can be traded on the AASE. During the current phase of the AASE mostly materialised bonds are traded in the following bond categories in particular:

- Greek state bonds denominated in Greek drachma
- Corporate bonds
- Bonds issued by international organisations
- Government bonds

The above bond categories are no longer traded by the open outcry but only through SIDO.

Bonds listed on AASE are traded in percentages of their nominal value without accrued interest using the following trading methods:

- a) automatic matching of orders;
- b) selective matching of orders (hit and take);
- c) orders at pre-agreed prices; and
- d) orders with netting operations.



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A daily price fluctuation limit of plus/minus 4% applies to all trading of bonds. Debentures are traded freely without any price fluctuation limit. The closing price is formulated on the basis of the weighted average price of trades executed during the last 30 minutes of the trading session.

All other bond categories listed on ASE are traded by the open outcry method. When two parties agree a deal, the details of the transaction are reported in the ASE daily bulletin. In this case, bonds are traded in drachmas without accrued interest.

The trading hours for bonds listed on AASE as well as for the open outcry method are the same as the main trading period for shares mentioned above.

Given the small volume of bond transactions executed on ASE and the high capitalisation of the bond market (GRD 26 trillion at the end of December 1999), the company believes that there is room for further development of ASE activity in this area. The company estimates that the secondary bond market could be attractive to the investing public since it will give them the opportunity to liquidate their positions (in treasury bonds and those of private companies) easily and quickly without for the maturity or having to accept costly discounting. The liquidity problem in this market is due to the lack of a central clearing and settlements system for bond transactions. The lack of this central system makes trading of dematerialized government bonds difficult because ASE members do not have full access to the clearing system of the Bank of Greece. ASE is discussing a solution to this problem with other agents of the capital market.

The following table shows the value of transactions on ASE of fixed income securities during the period 1996-2000. The figures for 1998 show increases in the total and average daily value of transactions during the operation of SIDO on AASE (AASE began operations on 23/04/1998). The major decrease in the volume of transactions in 1999 was due to the start of operations of the Bank of Greece's electronic trading system for fixed income securities.

### *Average daily value of ASE transactions in fixed income securities*

<i>(GRD billion )</i>	1996	1997	1998	1999	2000
<b>Trading by open outcry</b>					
Total value of transactions	3.15	18.46	57.71	3.70	0.01
Average daily value of transactions( <i>GRD million</i> )	12.61	74.42	230.80	14.80	39.68
<b>Trading of AASE</b>					
Total value of transactions			70.74	0.73	85.82
Average daily value of transactions( <i>GRD million</i> )			282.96	2.93	340.55

Source: ASE Annual Statistical Bulletin

The great lead held by shares compared to bonds in terms of the value of transactions is shown in the following tables. Shares 'monopolize' the value of transactions since they equate to 99.99% and 99.75% of the total value of the transactions on the ASE during 1999 and 2000. The value of transactions in shares dropped by 41.38% and stood at 34,559.94 billion GRD while the value of transactions in bonds increased significantly from 4.43 billion GRD to 85.83 billion GRD.

### *Growth in the volume of transactions (GRD billion )*

	1996	1997	1998	1999	2000
<b>Shares</b>					
Main market	1,817.57	5,540.3	13,322.54	52,420.41	28,826.91
Parallel market	172.44	261.73	761.05	6,534.11	5,733.03
<b>Total (billion GRD)</b>	<b>1,990.01</b>	<b>5,802.03</b>	<b>14,083.59</b>	<b>58,954.52</b>	<b>34,559.94</b>

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<i>change</i>	41.3%	191.2%	142.7%	318.6%	-41.38%
<i>Average daily volume of transactions (GRD million)</i>	7,960.03	23,208.12	56,334.36	235,818.10	137,142.62
<b>Bonds (billion GRD)</b>	<b>3.16</b>	<b>18.46</b>	<b>128.44</b>	<b>4.43</b>	<b>85.83</b>
<i>Change</i>	38.4%	484.2%	595.8%	-96.6%	1,837.5%
<i>Average daily volume of transactions (GRD million)</i>	12.61	74.42	513.76	17.72	340.59

Source: ASE Annual Statistical Bulletin

The following table presents the ASE General Index closing price as well as total capitalization at the end of each year for the period 1996-2000.

### ASE General Index Closing Price and Capitalization

	1996	1997	1998	1999	2000
<b>General index (on 31/12)</b>	933.48	1,479.63	2,737.55	5,535.09	3,388.86
<i>Change</i>	2.11%	58.51%	85.02%	102.19%	-38.77%
<b>Capitalization (billion GRD)</b>					
<i>Shares</i>					
Main market	5,752.95	9,483.22	21,861.49	60,616.20	35,556.99
Parallel market	191.86	328.09	977.22	6,694.60	3,636.60
<b>Total shares</b>	<b>5,944.82</b>	<b>9,811.31</b>	<b>22,838.70</b>	<b>67,310.80</b>	<b>40,193.59</b>
<i>Bonds</i>					
<b>Total bonds</b>	<b>17,524.29</b>	<b>13,734.49</b>	<b>22,800.78</b>	<b>26,190.1</b>	<b>26,217.91</b>
<b>Total</b>	<b>23,469.11</b>	<b>23,545.80</b>	<b>45,639.48</b>	<b>93,500.90</b>	<b>66,411.50</b>

Source: ASE Annual Statistical Bulletin

On 27<sup>th</sup> December 2001 the ASE General Index closed at 2,581.90 units.

In co-operation with FTSE International (a company jointly owned by the *Financial Times* and the London Stock Exchange), ASE has introduced two indices, the FTSE/ASE 20 and the FTSE/ASE Mid 40. The FTSE/ASE 20 index was officially launched on September 24, 1997, based on 20 of the largest and most liquid stocks on ASE. The FTSE/ASE Mid 40 index was officially launched on December 8, 1999, based on shares in 40 medium-sized companies with high market liquidity (the next 40 shares in terms of capitalisation and liquidity after those covered by the FTSE/ASE 20 index). The two indices have:

- helped international investors seeking highly-liquid, high- and medium-capitalisation shares,
- contributed to the globalisation of the Greek capital market, and
- been used as underlying assets on the derivatives market (futures on the FTSE/ASE 20 index and on the FTSE/ASE Mid 40 index).

ASE member commissions are negotiated between the trading parties. Investors must also pay trading fees which amount to 0.06% of the value of their trades. Moreover, investors, when they sell shares, must pay taxes amounting to 0.6% of the transaction value.

Members are not allowed to execute orders without permission of their clients unless under a portfolio management agreement. In either case, members should have the required funds or bank guarantee notes to cover the daily value of their transactions.

The transparency of transactions is enhanced by the existence of an identification code number for each client. Each member-company is obliged to use a different identification code number for each client.

This code must be the same for all transactions executed in the name of the relevant client. Any change in an identification code number must be immediately reported to ASE.

If a member is unable to fulfill its liabilities relating to services provided, and is covered by the Capital Market Guarantee Fund, the Fund takes on responsibility for compensating investors and other market participants that experience losses due to the members default. The Capital Market Guarantee Fund compensates members that suffer losses for the full extent of their loss, while investors are compensated up to the amount of 30,000 euro. In this way, the stability and credibility of capital market operations are protected. New members of ASE, in order to start operations, have to pay an initial membership fee to the Guarantee Fund. Under Law 2533/98 the Fund was re-organised so as to better protect investors and to comply with EU directive 97/9.

In 1997, the Auxiliary Settlement Fund (“The Auxiliary Fund”) was established under the management of ASE’s board of directors. ASE contributed an amount equal to 0.02% of the total value of ASE trading in the years 1995 and 1996. ASE members also contributed a corresponding initial amount equal to 0.01% of the value of their trading over the same period. Since 1997 ASE members contribute to the fund an amount equal to 0.01% of their daily trades. Moreover, since 1.11.98 the Fund receives 0.01% of ASE members’ transaction fees relating to all trading in bearer shares and depository certificates. The purpose of the Auxiliary Fund is to reinforce safety arrangements covering the clearance of trading. If a member, for any reason, fails promptly to fulfill its obligations to the clearing house, the Auxiliary Fund is able to act immediately and cover the outstanding account, thus avoiding problems being created in the capital market. Such action can be taken on the decision of ASE’s board of directors when the outstanding transaction value is greater than 5% of the average daily value of transactions over the previous six months. Members who fail to settle their trades must repay the sum paid out by the Fund. If a member’s default is permanent the loss is covered by the ASE Auxiliary Fund.

ASE is responsible for the smooth flow of information to all interested parties. This includes information about volume of transactions, bid and offer prices, etc. Moreover, ASE supervises the release, by issuing companies, simultaneously to all investors and the market, of all price-sensitive information related to their shares. One of the main priorities of ASE is to assure market transparency.

ASE turnover for the period 17.7.1995 - 31.12.2000 is shown in the table which follows:

<b>ASE TURNOVER (GRD million)</b>						
<b>Period</b>	<b>17.7.95- 31.12.96</b>	<b>1997</b>	<b>1998</b>	<b>1999</b>	<b>2000</b>	<b>% 2000</b>
Income from brokerage firms	1,586	2,317	6,436	25,611	16,666	(34.9%)
Income from listed companies	1,903	1,470	3,316	6,555	10,664	62.7%
Income from bonds, debentures	96	78	98	45	39	(13.3%)
Income from terminals	123	97	217	351	1,171	233.6%
Other income from services	40	22	27	225	212	(5.8%)
<b>TOTAL</b>	<b>3,747</b>	<b>3,984</b>	<b>10,094</b>	<b>32,786</b>	<b>28,752</b>	<b>(12.3%)</b>

#### 15.2.1.2 The Integrated Automatic Electronic Trading System (OASIS)

In November 1999, the Integrated Automatic Electronic Trading System (Greek acronym "OASIS") has been in operation allowing transactions between the Athens Stock Exchange (ASE), Athens Derivatives Exchange (ADEX) and the settlement thereof on the Athens Derivatives Exchange Clearing House (ADECH). OASIS' predecessor was ASIS, the Automatic Electronic Trading System, a system based on older technology and with fewer capabilities than OASIS.

OASIS is based in a highly developed technology and at the same time is a modern system with an open architecture. This means that there is flexibility and the ability to upgrade the current system according to the future needs of the capital market. Moreover, the new system has the ability gradually to increase its computational capability and thus increase of its performance (scalability). Finally, the new system provides high operational security and increased security for the data it retrieves, uses and stores.

The electronic trading system OASIS consists of three individual subsystems, the Equities Trading System (ETS), the Derivatives Trading System (DTS) and the Derivatives Clearing & Settlement System (DCSS). Members connect to the system through terminals in their offices through the Exchange's transactions network (Greek acronym "DHS") which provides a rapid and secure connection.

A significant number of members also now connect to OASIS using communication protocols. The protocols used are ODL API for the ETS and OMNET API for the DTS. These specific protocols allow member front and back offices to connect to the system thus enabling them to automate all transaction procedures (checking orders, inputting them into the trading system, executing orders, informing the back office, settlement and clearance) which are done without human intervention using straight through processing. This ensures greater transaction security, better risk management by the members and of course a reduction in transaction costs. Members can also connect on line via the DHS. Finally OASIS terminals are also installed at the ADEX for transactions and clearing relating to derivatives.

The OASIS technology comprises of two parallel fault-tolerant systems (central and reserve) and is supported by special facilities for air-conditioning and uninterrupted power supply. Other parts of the system are the trading board that shows share prices in real time and the "ticker" that shows trading

prices and volumes in the form of a band. At peak periods the system is able to execute up to 30 orders/second (108,000 orders/hour) and 90 orders/second (300,000 orders/ hour) during the pre-opening period.

OASIS uses systems that already operate in foreign capital markets. For example, the share trading sub-system is based on the AOM Trading System of the American company DST Catalyst (subsidiary of the Chicago Stock Exchange) and the sub-system handling derivatives trading and clearance is based on the OM Trading and Clearing System of the Swedish company OM (subsidiary of the OM Derivatives Exchange of Stockholm).

The software has undergone a number of changes and additions so that it can respond to the needs of the Greek capital market and now includes the latest developments in the field of electronic trading.

The Equities Trading System is able to support:

- Multiple markets (markets A, C etc.)
- Multiple trading methods (netting operations method, hit and take method, pre-agreed price method, sell out method)
- Market makers on NEHA
- Management of many products (today mainly shares and bonds are managed on the Equities Trading System but the input of new types of products in the near future is expected)
- Multiple types of orders (limit orders, market orders, stop orders, fill or kill orders, immediate or cancel orders, at-the-open orders, etc.)
- Multiple currencies
- Daily price fluctuation limits, members' position limits and calculation algorithms of closing prices
- An on-line system of trading supervision.

The derivatives trading and clearance system is able to support:

- The following derivative products:
  1. futures and option contracts on indices,
  2. futures and option contracts on shares and
  3. futures on bonds, interest rates and currencies;
- Multiple methods of trading (netting operations method, hit and take method, pre-agreed price method, sell out method);
- Multiple types of orders (limit orders, market orders, stop orders, fill or kill orders, immediate or cancel orders, at-the-open orders, etc.)
- Multiple currencies;
- Market makers;
- Span-Like margin system;
- Calculation algorithms for closing prices
- An on-line system of trading supervision.

In order to automate the trading cycle, OASIS communicates electronically with other information systems of the capital market and with external market participants, including:

- Intra-communication with the of shares and derivatives trading sub-systems
- Members' back-office systems
- The Paperless Clearing System (PCS)
- Settlement banks

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- Margin banks
- Statistical and information systems (SSP)
- Information providers.

Immediate plans for extension of OASIS and activation of existing operational capabilities include:

- Introducing new products onto the ASE (e.g. Exchange Traded Funds, ETFs)
- Introducing new derivatives (futures and options on shares and warrants)
- Support for new types of orders
- Combined trading methods (e.g. the netting operations method which will be combined with the hit and take method)
- Activation of volatility interrupters or trading safeguards
- Connecting member from foreign countries to OASIS (remote members)
- Inputting of basket orders. OASIS will support the input and management of orders of this type while at the same time analysis of transactions entered into will be available per basket at investor level.
- Ongoing development of the electronic trading system with the aim of a) ensuring further convergence between OASIS and European models as set out in various memorandum of cooperation (European Alliance Model, etc.,) and b) meeting the needs of investors on the ASE.

Medium term plans for extensions include:

- Interconnecting OASIS with other trading systems abroad
- Architectural interventions aimed at scaling up performance.

### 15.2.1.3 Third party supplier agreements

Details of the most important agreements between third party supplier and ASE are presented in the following table:

Agreement with	Duration	Charges (GRD)	Service being supplied
<i>Daily Press</i> P. Athanasiadis & Sons S.A.	1.5.2001 – 30.4.2002	2.500.000 per issue	Publication, supply and distribution of the ASE's Monthly Statistical Bulletin in the Nafemboriki newspaper.
Imerisia S.A.	31.3.2000 – 30.3.2002	345.000 for a 20 page DPB., 375.000 for a 24 page DPB, 500.000 for a 28 page DPB	Publication, supply and distribution of the ASE's Daily Price Bulletin in the IMERISIA newspaper.

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Agreement with	Duration	Charges (GRD)	Service being supplied
<i>News agencies</i>			
Athens News Agency (ANA.)	1.4.2001 – 31.3.2002	5.570.000 annually	- Dissemination of all ASE press releases to all ANA subscribers - Supply to ASE of all ANA news releases (political, economic, social affairs) on a daily basis
Bloomberg	18.04.01 – 17.04.03	USD 1.695 monthly	Provision of information
Reuters Hellas	open-ended agreement	€ 15,936 annually	Provision of services
	open-ended agreement	€ 29.868 annually	Provision of services
	open-ended agreement	€ 15.984 annually	Provision of services
	open-ended agreement	€ 26.376 annually	Provision of services
<i>Agreements covering electronic installations and air conditioning equipment</i>			
Hewlett-Packard	01.10.2001-30.09.2002	3.514.560	Provision of support and equipment maintenance services
Micromedia S.A.	21.12.96-20.12.02	Cost per copy 2.12 GRD	Photocopy support
Micromedia S.A..	30.07.01-29.07.06	Cost per copy 1.34 GRD	Photocopy support
XEROX	19.04.01-30.06.01	136.000	Photocopy support
Klimart Ltd.	01.06.2001-31.05.2002	1.500.000 annually	Maintenance of DAIKIN A/C in Sofokleous
ALFA S.A.	01.1.2001-31.12.2001	4.455.000 annually	Maintenance of A/C units, computer room and UPS
Madrid Stock Exchange	24.4.2001-24.4.2002	USD572,49 per session USD1.146,09 holidays	Maintenance of SIDO System
SyNET S.A.	24.4.1997 -23.4.2002	11.388.060 annually	Maintenance of equipment and software systems for SIDO and SSP
ANKO	1.9.2000-31.8.2001	14.951.124	Maintenance of Exchange Transaction Network equipment
KOUTRAS	1.2.2001-31.1.2002	2.380.000	Maintenance of electronic – telecommunications network, building facilities
Haniotakis & Associates Ltd.	20.7.2001-19.7.2002	2.640.000	Maintenance of A/C system at 71 Aeolou St.. (2,3,5,6 <sup>th</sup> floors)
DIS – LOGICDIS	Open-ended agreement	2.286400 annually	Maintenance of COMPAQ applications & telecommunications support
DIS – LOGICDIS	21.8.2001-20.8.2002	1.400.000 annually	Payrolling software support
IBM HELLAS S.A.	15.10.2001-14.10.2002	780.000	AS400 support
ORACLE	1.6.2001-31.5.2002	7.712.640	HP9000 support contract
INTERSYS	8.6.2001-7.6.2002	38.400 annually	Technical support for the fax CAN ON L250-EEE38068
EUROCAPITAL TRAS/KAVAKIS	Upon delivery of proofs	7.750.000	Printing of FACT BOOK 2000
PETROGEN P. PETROPOULOS	15.7.1998-14.7.1999- 14.1.2002	37.900 annually	Coverage of 100VA back up generator on the balcony of the trading floor .
FBI GROUP SECURITY	1.1.2001-31.12.2001	30.000 annually	Control and handling of security system signals

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Agreement with	Duration	Charges (GRD)	Service being provided
<i>Agreements with Data Vendors</i>			
Bloomberg, Profile, A. G. Financial Networks, Deal FX, Flash, Premium S.A., Primark, Telekurs, Tenfore, DOL, Kalofolias Group, EFG EUROBANK, Compulink Network S.A., Forthnet, Global Soft, In Target, Mediatel, Micronet, Natfeed, News Phone, Origin Aivazidis, Dialogos, Sigma Brokerage, Subvendors: DOW JONES, FIDES, ILX Systems	Up to 30.6.2002	<i>Vendors (domestic)</i> 8.100.000 annually Plus 3.500 per terminal <i>Vendors (foreign)</i> 11.400.000 annually Plus 3.500 per terminal  Subvendors (foreign) 7.900.000 annually	Supply of price information relating of shares of ASE-listed companies and trading in those shares.
<i>Other Agreements</i>			
KATRANTZOS SECURITY	1.8.2000-31.12.2001	14.000.000 monthly	Guarding of ASE
WACKENHUT S.A.	1.11.2000-31.10.2001	1.329.000 monthly	Guards – drivers for the Chairman’s office
SPECIAL CLEANING SERVICES	1.8.2000-31.12.2001	2.840.000 monthly	Cleaning of buildings at 10 Sofokleous St., 73 Aeolou St., 1 Pasmazoglou St. 3 Klesthenous St. and 9 Aristidou St.
COMMERCIAL BANK OF GREECE K. THEODORATOU	11.5.2001-10.5.2003	Based on monthly payroll report	Management Consultant
ADEX	1.10.2000 open-ended agreement	Based on monthly payroll report	Assignment of services of the employee V. Kazakis
ADEX	10.1.2001 open-ended agreement	Based on monthly payroll report	Assignment of services of the employee P. Konstantaras
GIANNIS VERMISSO	1.1.2001-31.12.2001	3.750.000	Running the press office
LAZAROS GEORGAKOPOULOS	1.8.2001-30.11.2001	2.480.000	Organizing the anniversary exhibition
ERGONOMIA LTD.	15.2.2001-14.2.2004	2.800.000 annually	Safety technician and work doctor
ITY	1.1.2001-31.12.2002	198.000.000	Management consultancy and technical support
Stock Market Studies Company.	9.10.2000-31.12.2001	12.000.000	Research on the management level of listed companies
KISIS & ASSOCIATES	3.7.2001-2.1.2003	29.666.052	Restoration of old ASE at 1 Pasmazoglou St.
TSEC	Open-ended agreement	25% of options for 1-2 companies., 45% for 3-4, 60% for 5 and above.	Services to the company listing department
ADEX - ADECH	27.8.1999 open-ended agreement	5% cost of initial investment for OASIS offset with income from vendors for the ADEX index	Assignment of software user licence for OASIS
CALL CENTER HELLAS S.A.	2.1.2001-19.21.2003	Phase A: 3.040.000, Phase B: from 29.784.000-223.380.000 & 3.400 per man hour	Installation of a call centre for incoming calls
CAPITAL LINK	1.7.2000-31.12.2001	Total \$ 150.000	Promote the ASE to the Investment Com/ty in N. America
FORTHNET	5.3.2000-4.3.2003	21.420.000 annually	Access to the Forthnet network, Internet





## HELLENIC EXCHANGES HOLDING S.A.

Agreement with	Duration	Charges (GRD)	Service being provided
FTSE	Open-ended agreement	50% of the value of terminals and cost from vendors	Index information for vendors
FTSE	Open-ended agreement	20.000 UK Sterling annually	Auditing services on the index balance
ORGANOTECNICA S.A.	23.5.2001-2.12.2001	5.000.000	Organization of 'Money show' 2001 in Greece
AIDA S.A.	2.7.2001 – upon delivery of printed documents	8.780.000	Printing of "Share Market"
ASYK S.A.	1.2.98- price of officers	1.250.000 GRD per month	Statistical Support for dissemination of information
ASYK S.A.	1.8.98 – fee for using SIDO	3.200.000 GRD per month	SIDO Operating Agreement
ASYK S.A.	1.2.99 - 30.6.00	3.500.000 x 7 8.000.000 x 7 3.500.000 x 7 =105.000.000	ASE Network Infrastructure Upgrade and Expansion project
ASYK S.A.	07.10.00- end of phase 5	6.000.000 for phases 0-4, 400.000 for each month of phase 5	Provision of support services to the HELP DESK department
ASYK S.A.	01.08.00 - 30.01.01	120.000.000	Harmonization of information systems for change over to EURO
ASYK S.A.	12.12.00 - 11.04.01	40.000.000	Extension of Stock Exchange transaction supervision system
ASYK S.A.	01.01.00 - 31.12.01	2.000.000 per man month	Management & operation of network infrastructure
ASYK S.A.	01.9.98 - 31.08.99	16.000.000 (=2 x 2.500.000 & 11.000.000)	Upgrade & extension of telecommunications cabling infrastructure
ASYK S.A.	1.10.00 – 30.09.01	4.000.000 for 2000 6.200.000 per month in 2001.	Support for the Listed Securities Division - Trading & Market Supervision Division
ASYK S.A.	1.1.00 – 31.12.01	21.600.000-12/00 36.000.000-12/01, 3.000.000	Daily updating of ASE WEB SITE on the INTERNET
ASYK S.A.	01.01.00 – 31.12.01	2000: 67.870.000 2001: based on monthly terminal report	Development of DHS applications
ASYK S.A.	1.1.01 – 31.12.01	Based on monthly payroll	Secretarial support services
ASYK S.A.	21.2.00 – 20.2.01	9.900.000 annually	Information system maintenance (Stock Exchange transaction supervision)
ASYK S.A.	06.01.01 – 05.1.02	19.600.000 x 12, 25.600.000 x 12, 2.000.000 x 6,4.000000 x 4,2.960.000	Technological services for execution of the ASE OASIS development project.
ASYK S.A.	01.06.01 – 31.12.01	500.000 monthly	Management & operation of telephony infrastructure

## HELLENIC EXCHANGES HOLDING S.A.

### 15.2.1.4 Fixed assets, guarantees and collateral security

#### Real estate – Buildings

ASE owns the following properties:

1. Plot of land of area 941.7m<sup>2</sup>. on Sofokleous and Pesmazoglou Streets, valued at GRD 872 million (Valuation Committee assessment according to article 9, Law 2190/20).
2. Building of total area 3,650.8m<sup>2</sup>. on Sofokleous and Pesmazoglou Streets, valued at GRD 218 million, (Valuation Committee assessment number 9, Law 2190/20). There is a legal decision pending relating to the ownership of this building (see chapter 17, Pending legal cases).

It should be noted that the above real estate holdings are free of mortgages and other claims.

The ASE rents the following premises:

Address	Use	Landlord	Original monthly rent (GRD)	Length of lease	Area in m <sup>2</sup>
10 Sofokleous, Athens	Central offices	National Bank of Greece S.A.	6.019.149	01.09.1995 – 31.08.2007	1.764
73 Aeolou St., Athens 2nd floor	Management and economic affairs divisions	V. Altsitsoglou, P. Altsitsoglou	950.000	01.02.1999 – 31.01.2008	311
73 Aeolou St., Athens 5th floor	Stock Exchange trading division	V. Altsitsoglou,	900.000	01.02.1999 – 31.01.2008	311
73 Aeolou St., Athens 6th floor	Stock Exchange trading division	V. Altsitsoglou, P. Altsitsoglou Emilia M. Efthymiadi	600.000	01.02.1999 – 31.01.2008	229
73 Aeolou St., Athens 4th floor	Company listing department	T. Altsitsoglou, V. Altsitsoglou,	1.300.000	01.11.00 – 31.10.09	311
73 Aeolou St., Athens 3rd floor	Business activity development Dept.	A. M. Efthymiadi	560.000	01.07.00 – 31.01.08	311
9 Aristidou, Athens 3rd floor	Offices	A-Z Papadaki	290.000	08.12.2000 - 07.12.2012	101,93
3 Kleisthenous St., Athens 2nd floor	Archive	F. Kountouris	163.730	16.07.1998 – 15.07.2004	128,6
3 Kleisthenous St., Athens 1st & 3rd floor	Archive	L. Giotis	327.460	16.07.1998 – 15.07.2004	257,2
4, Sofokleous St., Athens	Storage	V. Platis	250.000	05.03.1999 – 05.03.2008	172,72
102 Orfeos St., Aegaleo	Archive	M & I Papazoglou Properties S.A.	1.615.000	01.11.1999 – 31.10.2008	1.900
Areos & Amfitritis, Paleo Faliro	Parking area	B. & K. Paltoglou & Associates S.A.	42.000	01.02.01 – 31.07.01 Renewable	
1 Asklipiou St.	Investors room	K. Kiskira, G. Kiskira, M. Kiskira	760.000	19.01.01 – 18.10.10	190
23-25 Lekka St. 5th floor	To be used as offices	K. Zerbini	1.290.000	01.12.00 – 30.11.06	300

## HELLENIC EXCHANGES HOLDING S.A.

ASE lets the following properties which it owns:

Address	Use	Tenant	Original monthly rent (GRD)	Length of lease	Area in m2
1 Pasmazoglou St., Athens 2nd floor	Offices	Central Securities Depository S.A.	480.000	15.02.2000 – 14.09.2002	135.5
1 Pasmazoglou St., Athens 1st, 4th & 5th floor	Offices	Central Securities Depository S.A.	1.039.030 (1st floor) 992.334 (4th floor) 420.502 (5th floor)	01.07.1996 - 14.09.2002 15.09.1996-14.09.2002 15.09.1996-14.09.2002	292.7 245.0 130.2
1 Pasmazoglou St., Athens 3rd floor	Offices	Central Securities Depository S.A.	580.000	15.06.2000-14.09.2002	163.4
1 Pasmazoglou St., Athens 3rd floor	Offices	Central Securities Depository S.A.	187.000	01.06.2001-14.09.2002	49.9
1 Pasmazoglou St., Athens Ground floor, mezzanine	Offices	Central Securities Depository S.A.	529.168 (ground floor) 317.525 (mezzanine)	1.07.2000 – 14.09.2002	148.1 (gr. fl) 133.3 (mezz.)
1 Pasmazoglou St., Athens Ground floor	Storage	Central Securities Depository S.A.	200.000	14.04.2000-14.09.2002	112.0
1 Pasmazoglou St., Athens Ground floor	Shop	S. Zervopoulos	46.931	Long-standing lease converted into an open-ended agreement	11.8

### IT Infrastructure

Over the past six years (1995-2000) ASE has been planning and implementing a large-scale programme of investment in its information technology and network/telecommunications infrastructure. The “ASE Information Technology Project” has been co-funded by the European union Kleisthenis programme of the second Community Support Framework. The central aims of the project are:

- to fully automate of ASE’s internal operations, including the services it provides to members and the investing public.
- to fully accommodate the strong increase in the level of transactions carried out on the ASE over the past five years.
- to establish an open architecture system and technological foundation compatible with those of other developed European and international stock markets and thus put the Athens exchange into a position to compete in the international securities marketplace.

The “ASE Information Technology Project” was implemented in parallel with other infrastructure developments of the Greek capital market such as the introduction of the paperless trading system (Greek acronym “SAT”) and the launching of the Greek market for derivatives products through the Athens Derivatives Exchange (ADEX) and the Athens Derivatives Exchange Clearing House (ADECH).

The main ASE Subsystems are as follows:

## HELLENIC EXCHANGES HOLDING S.A.

### The Integrated Automatic Electronic Trading System (“OASIS”)

OASIS is the central trading system of ASE and ADEX which came into operation in 1999. OASIS is the mechanism whereby shares and derivatives are traded and by which executed trades are cleared (see also 15.2.1.3, THE INTEGRATED AUTOMATIC ELECTRONIC TRADING SYSTEM). OASIS consists of the following components:

No.	Description	Type	Quantity
<b>Equities trading system</b>			
1	Central server, main installation	AlphaServer 1200 running OVMS	1
2	Communication Servers, main installation	AlphaServer 800 running UNIX	2
3	Central server, Secondary installation	AlphaServer 1200 running OVMS	1
4	Communication Servers, Secondary installation	AlphaServer 800 running UNIX	1
5	Server Application	OASIS ETS	2
6	Client Application	OASIS ORAMA	600
<b>Derivatives trading system</b>			
1	Central server –trading, Main installation	AlphaServer 1200 running OVMS	1
2	Central server-clearance, Main installation	AlphaServer 1200 running OVMS	1
3	Communication Servers, Main installation	AlphaServer 800 running OVMS	2
4	Storage Box, Main installation	RA7000	1
5	Central server –trading, Secondary installation	AlphaServer 1200 running OVMS	1
6	Central server-clearance, Secondary installation	AlphaServer 1200 running OVMS	1
7	Communication Servers, Secondary installation	AlphaServer 800 running OVMS	1
8	Storage Box, Secondary installation	RA7000	1
9	Server Application	OASIS DTS / DCSS	4
10	Client Application - Trading	OASIS DTW	250
11	Client Application - Clearing	OASIS DCW	250
<b>OASIS development &amp; testing sub-system</b>			
1	Equities subsystem	Compaq ES40 6/5000 running OVMS	3
2	Derivatives subsystem	AlphaServer 1200 running OVMS	1
3	Equities subsystem	AlphaServer 800 (1 OVMS & 1 Unix)	2
4	Derivatives Shadow System	AlphaServer 1200 running OVMS	4
5	Derivatives Shadow System	AlphaServer 800 running OVMS	1
6	Storage Box	RA10000	1

### Stock Exchange Transactions Network (Greek acronym DHS)

This is a private data / voice wide area network (WAN) which is the central point of provision of network interconnection and communications for the Capital Market. Via the DHS companies in the Helex Group (ASE, CSD, TSEC, ADEX/ADECH and ASYK), as DHS service providers offer their services to DHS users (ASE members, members of ADEX, ADECH, PCS operators, banks and all others who acquire the capability to use the system in the future). DHS management is done by ASE which collects fees on the basis of the relevant decisions of the BoD of ASE for the services provided.

In the current phase in addition to interconnection between all companies in the HELEX Group, remote access services are also offered to all Stock Exchange transaction central trading and clearing systems (OASIS/ Equities & bonds subsystems, OASIS/Derivatives Subsystem and PCS) from approximately 160 remote hubs belonging to DHS users (brokerage offices and banks).

The DHS hub uses Switched Fast/Gigabit Ethernet 100/1000 Mbps and synchronous serial transmission from 2Mbps – 4 Mbps technologies while the distribution / access system uses Switched Ethernet 10/100Mbps and synchronous serial transmission from 64Kbps – 2Mbps. In terms of network and telecommunications equipment DHS consists of the following components:

## HELLENIC EXCHANGES HOLDING S.A.

No.	Description	Type of equipment	Quantity
1	Core Network	Switcher Cisco 6509	3
2	Core Network	Switcher Cisco 6506	2
3	Distribution Network	Router Cisco 7513	8
4	Distribution Network	Router Cisco 7206	8
5	Distribution Network	Switcher Cisco Catalyst 4003	21
6	Access Network	Router Cisco 2621	202
7	Access Network	Switcher Cisco Catalyst 1912	202
8	Access Network	Switcher Cisco Catalyst 2924	158
9	Supplementary Voice over Internet Protocol Subsystem equipment	Router Cisco 3660	2
10	Data Feed to Suppliers (Data Vendors) equipment	Router Cisco 2621	2
11	Telecommunications infrastructure(Modems)	TELINDUS CROCUS HS TT	332
12	Telecommunications infrastructure(Modems)	TELINDUS CROCUS HS CV	168
13	Telecommunications infrastructure(Modems)	TELINDUS CROCUS HDSL TT	16
14	Telecommunications infrastructure(Modems)	TELINDUS CROCUS HDSL CV	8
15	Telecommunications infrastructure(Modems)	TELINDUS CROCUS SDSL F 2MTT	332
16	Telecommunications infrastructure(Modems)	TELINDUS CROCUS SDSL F 2M TWIN- CV	168

### Bonds Electronic Trading System (SIDO)

Electronic transactions completed on the ASE's Fixed income Securities Market (the secondary market for trading bonds) are executed through the SIDO system which is an adaptation of the Madrid Stock Exchange Bonds System (SAFIS) adapted to Greek circumstances. SIDO consists of the following basic components:

No.	Description	Type	Quantity
1	Main system equipment	AlphaServer 4000	1
2	Backup system equipment	AlphaServer 1000a	1
3	Software system	OVMS	2
4	Software applications	ASE – SAFIS	1
5	Database	Oracle RDB	2

### Statistical and Information System (SSP)

The system consists of two parts: (1) a subsystem for gathering and organizing statistical data relating to price changes, trading in securities and trends in listed stock and loan prices, and (2) an information subsystem which delivers a real-time picture of the Stock Exchange markets to local and international information vendors and the investing public. The basic components of the SSP are:

No.	Description	Type	Quantity
1	System equipment	AlphaServer 4000	1
2	Software system	Digital Unix	1
3	Software applications	SSP	1
4	Database	Oracle Database Server	1

### Supervisory System

ASE's market supervision division, which monitors exchange transactions, uses a system consisting of the following basic components:

No.	Description	Type	Quantity
1	System equipment	AlphaServer 4000	Same as SSP
2	Software system	Digital Unix	Same as SSP
3	Software applications	SSP	1
4	Database	Oracle Database Server	Same as SSP
5	Development Tools	Oracle Developer 2000	1

**Other equipment**

<b>No.</b>	<b>Description</b>	<b>Type</b>	<b>Quantity</b>
1	Accounting System equipment	IBM AS/400	1
2	Accounting system software	COMPAQ 400/DIS	1
3	Payroll – staff	IFS	1
4	ASE staff workstations (MS Windows NT, MS Office)	Compaq EPK500/10	125
5	Printers	Hewlett Packard	35
6	ASE main trading room price board	Translux Dadawall	18
7	ASE main trading room electronic ticker	Translux	1
8	ASE main trading room index indicator board	Translux Picturewall	1
9	ASIS Servers	Stratus Continuum 628	2
10	ASIS Servers	Stratus XA/R35	1
11	ASIS Solid State Disks	Stratus RS256-DRA	8
12	UPS	Liebert UPS 7400	2
13	UPS	Lebert UPS 30 KVA	1
14	UPS	Emerson UPS 70x/60/M55	1
15	Telephone exchanges	Panasonic 8/32 lines.	2
16	Telephone exchanges	Philips Sopho S1000.	1
17	Telephone exchanges	Ericsson BusinessPhone 24	1
18	Telephone exchanges	Alcatel 2506/M1	1
19	Telephone exchanges	Alcatel 4200	1

## HELLENIC EXCHANGES HOLDING S.A.

### Book value of fixed assets and establishment expenses

The table below presents the growth in book value of the fixed assets and establishment expenses of the company during the period under review, 1996-2000.

#### CHANGE IN THE BOOK VALUE OF FIXED ASSETS FOR THE PERIOD 1996 – 2000

Type of assets <sup>(1)</sup> (GRD million)	Acquisition value		adjustments/ (reductions)		Total Depreciation		Depreciation		Total Undepreciated	
	31.12.1995	01.01.1996 – 31.12.2000	31.12.2000	31.12.2000	31.12.1995	01.01.1996 – 31.12.2000	31.12.1995	01.01.1996 – 31.12.2000	31.12.2000	31.12.2000
Fields - lots	872	0	872		0	0	0	0	872	2.559
Buildings – technical works	218	304	522		18	136	153	369	1.082	
Transportation Equipment	0	28	28		0	10	10	19	55	
Furniture and other equipment	131	3.895	4.026		146	2.301	2.447	1.579	4.633	
Fixed assets under construction										0
& down payments	0	0	0		0		0	0	0	0
<b>TOTAL</b>	<b>1.221</b>	<b>4.227</b>	<b>5.448</b>		<b>164</b>	<b>2.446</b>	<b>2.610</b>	<b>2.838</b>	<b>8.329</b>	

(1) As provided for in Law 2065/1992 no adjustments were made to the value of fixed assets of the Company during its first financial year (17/7/95-31.12.96) since the acquisition value of the real estate which was subject to adjustment already appeared in the company's books at the time of the adjustment at a level higher than that provided for using the official objective valuation system for real estate (Article 21(3) of Law 2065/1992).

#### CHANGE IN THE BOOK VALUE OF ESTABLISHMENT EXPENSES FOR THE PERIOD 1996 – 2000

Type of establishment expenses (GRD million)	Acquisition value		adjustments/ (reductions)		Total Depreciation		Depreciation		Total Undepreciated	
	31.12.95	01.01.96 – 31.12.00	31.12.00	31.12.00	31.12.95	01.01.96 – 31.12.00	31.12.95	01.01.96 – 31.12.00	31.12.00	31.12.00
Reorganization studies	0	84	84		23	(4)	19	65	190	
Software	77	3.187	3.264		62	1.577	1.639	1.625	4.768	
Upgrading of Computer Room	0	42	42		2	22	24	19	55	
Upgrading of trading floor	33	3	36		10	26	36	0	0	
Various facilities	3	0	3		1	2	3	0	0	
KLEISTHENIS Extension of Stock Exchange trading system	0	1	1		0	1	1	0	0	
System installation work	0	1	1		0	1	1	0	0	
Extension of ASE trading network with banks	0	9	9		0	4	4	5	16	
Coordination – supervision of ASIS system	0	22	22		0	7	7	15	45	
Provision of OASIS technical services	0	633	633		0	127	127	507	1.487	
Harmonization of Information System for change over to Euro	0	96	96		0	19	19	77	225	
Categorization of companies - indices	0	11	11		0	2	2	9	26	
Other reorganization costs	0	152	152		0	139	139	13	39	
<b>TOTAL</b>	<b>113</b>	<b>4.242</b>	<b>4.355</b>		<b>97</b>	<b>1.923</b>	<b>2.020</b>	<b>2.335</b>	<b>6.852</b>	

Note that there are no encumbrances in rem or other liabilities affecting the fixed assets of the company ASE S.A.



### Insurance Contracts

#### *Electronic Equipment Insurance Policy*

The Company ASE S.A. has entered into insurance contract No. 4428 with ALPHA INSURANCE pursuant to which losses and the consequences thereof which the following equipment may suffer are insured: 2 STRATUS P 721 MODEL 220.8 MB computers, 2 STRATUS P510 MODEL 30.18 MB. 538 IPP computers, 1 GENICOM 440 XT PRINTER, 4 TELINDUS DAISY MODEMS, 2 LIEBERT 102.000 BTU air conditioners, 1 UPS EMERSON. 60 KVA. 30 power system, 2 X UPC 730 Model 220 to Model 230 upgrades, and their parts, Stratus and Stratus Continuum 620 equipment, network equipment, Inquiry Servers, Oracle equipment, PCs, monitors, scanners, printers, server, video projector, and DHS operating and management equipment. The insured capital stands at 3,715,956,624 GRD and the insurance premiums between 06.09.01 and 06.09.02 total 5,573,935 GRD.

#### *Building insurance*

ASE S.A. has entered into fire and additional risk insurance contract No. 2041398 with the company PHOENIX Greece GENERAL ASSURANCE S.A. pursuant to which the buildings at 10 Sofokleous St., 73 Aeolou St. (2nd, 3rd, 4th, 5th, 6th floor), 1 Pasmazoglou St., 9 Aristidou St. (3rd floor), 1 Asklipiou St. (1st floor), 3 Kleisthenous St. (1st, 2nd, 3rd floor), 4 Sofokleous St., 102 Orfeos St., for damage caused by fire, fire as a result of stoppages and strikes, terrorist activities, sabotage, explosion and impacts involving aircraft or objects falling from it or collision with vehicles and earthquakes. The insured capital is 2,572,271,802 GRD and the level of insurance premiums to be paid for the period 06.09.01 to 06.09.02 is 3,344,662 GRD.

#### *Staff life insurance*

ASE S.A. has concluded a life insurance and Medicare contract (No. 38825) with the company 'ALICO AIG LIFE', for the period 01.01.2001 to 31.12.2001, with the insurance premiums payable being 23,680,296 GRD.

#### *Vehicle insurance*

ASE S.A. has insured with ETHNIKI General Insurance S.A.

- a HONDA private motorcycle No. ZMH 656 under insurance contract No. 2826683/1 for bodily harm, material damage to third parties and total theft of the vehicle for the period 11.04.2001 to 11.04.2002, with the insurance premiums payable being 170,739 GRD.
- a HONDA private motorcycle No. ZMK 0896 under insurance contract No. 2855468/1 for bodily harm, material damage to third parties and total theft of the vehicle for the period 26.05.2001 to 26.06.2002, with the insurance premiums payable being 176,718 GRD.
- A DAIMLER car No. YHE 6994 under insurance contract No. 2626515/7 for the period 20.04.2001 to 20.04.2002, with the insurance premiums payable being 1,387,963 GRD.
- A BMW car No. YEM 9627 under insurance contract No. 2365362/9 for the period 17.02.2001 to 17.02.2002, with the insurance premiums payable being 353,578 GRD.
- A SAAB car No. ZZY 3350 under insurance contract No. 3023511/3 for the period 11.04.2001 to 11.04.2002, with the insurance premiums payable being 930,500 GRD.

#### 15.2.1.5 Growth in Share Capital

The Share Capital of ASE according to Article 5 of its Articles of Association was set as follows:

1. The original share capital of ASE was set at five billion (5,000,000,000) drachmas divided into five hundred thousand (500,000) registered shares with a face value of ten thousand (10,000) GRD each (Government Gazette 1563/19.4.1996).
2. By means of the decision of the Extraordinary General Meeting taken on 17.11.1997 (Government Gazette 8318/28.11.1997) the shareholders of ASE decided to reduce the face value of the company's shares to one thousand (1,000) GRD each and likewise to increase the number of shares to five billion (5,000,000,000) divided into five million (5,000,000) registered shares with a face value of 1,000 GRD each.
3. By means of the decision of the Ordinary General Meeting taken on 20.06.2001 (Government Gazette 7623/28.08.2001) the shareholders of the company decided to increase its share capital by one hundred and eleven million two hundred and fifty thousand (111,250,000) drachmas by increasing the face value of share by 22.25 GRD by capitalizing the taxed reserves in accordance with Article 8 of Law 2579/1998 and converting the share capital of the company and the face value of the share into euro. Consequently the share capital of ASE stands at 5,111,250,000 drachmas (€ 15,000,000) and is divided into 5,000,000 shares with a nominal value of 1,022.25 GRD or € 3 each.

#### 15.2.1.6 Shareholders' equity and nominal share value

The following table presents the shareholders' equity of ASE on 31.12.2000 and derives the related value per share:

	31.12.2000 (GRD)	31.12.2000 (in €)
Number of Shares	5,000,000	
Face value (GRD)	1,000	2,93
Share Capital	5,000,000,000	14,673,514
Reserves associated with paid-up capital		
Premium	6,836,270,516	20,062,423
other Reserves	10,410,446,104	30,551,566
Various adjustments – investment grants	612,700,009	1,798,092
Profits carried forward	21,150,754,352	62,071,179
<b>Total shareholders' equity</b>	<b>44,010,170,981</b>	<b>129,156,774</b>
<i>Book value of share (GRD)</i>	<i>8,802</i>	<i>25,83</i>

#### 15.2.1.7 Shareholders

The only current shareholder of ASE today is HELEX.

The only changes greater than 3% which affected the composition of ASE's capital over the last three years are referred to in Chapter 1 "PROFILE OF THE ISSUING COMPANY: HELLENIC EXCHANGES HOLDING S.A.".

#### 15.2.1.8 Senior Management and Management of Operations

The Board of Directors of ASE consists of 11 members appointed by decision of the Minister of National Economy for a period of 3 years. According to the Articles of Association, the BoD is comprised of the following persons:

## HELLENIC EXCHANGES HOLDING S.A.

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- Five members appointed by the Minister of National Economy
- Two members elected from among the members of the ASE
- One member appointed by the Bank of Greece
- One member appointed by the Athens Chamber of Commerce and Industry
- One member appointed by the Association of Institutional Investors, and
- One member elected by the company's employees.

The Chairman of the BoD is one of the members appointed by the Minister of National Economy. The BoD also elects two Vice-Chairman. The BoD is responsible for the overall management of the company, the management of its funds, representing the company in public and before the courts while is also responsible for the day to day operation of the Stock Exchange, supervising the members of the ASE and exercising all authority provided for in the relevant legislation.

The current Board of Directors of the ASE was appointed by Decision No. 28810/B1627/24.9.2000 of the Minister of National Economy and Finance and amended by means of Decisions Nos. 31863/B1811/22.9.2000, 40107/B2266/6.12.2000 and 1223/B913/1.6.2001. It formally convened on 7.6.2001 by means of decision of the BoD (Societes Anonyme and Limited Liabilities Companies Issue of the Government Gazette 7625/28 - 8- 2001).

The current Board of Directors is composed as follows:

Name – Surname	Board Position	Profession	
Panagiotis D. Alexakis	Chairman	University Professor	Appointed by the Ministry
Sokratis G. Lazaridis	1 <sup>st</sup> Vice-Chairman	Economist	Appointed by the Ministry
Lito A. Ioannidou	2 <sup>nd</sup> Vice-Chairman	Economist	Appointed by the Ministry
Ilias M. Stasinopoulos	Member	Businessman	ACCI representative
Efthymios K Gatzonas	Member	Economist	Bank of Greece representative
Konstantinos G Stamoulis	Member	Economist	Appointed by the Ministry
Angeliki I. Petroulaki	Member	Stock Exchange representative	Elected by members
Athanasios S. Halkiadis	Member	Stock Exchange representative	Elected by members
Ioannis A. Vourakis	Member	Economist	Employee's representative
Ioannis M. Tsambourgelis	Member	Professor - Economist	Appointed by the Ministry
Dimitris C. Rizos	Member	Economist	Representative of the Assoc. of Institutional Investors

The term of office of this Board is for three years and expires on 31.12.2002.

Following the BoD's decision on 22.9.000 and pursuant to the provisions of Articles 12, 13, and 14 of its Articles of Association, the Chairman of the Company, Mr. Panagiotis Alexakis was assigned authority to exercise all powers and competences of the board apart from those which require collective action or fall with the exclusive remit of the General Meeting of the company in accordance with the relevant legislation and the Articles of Association of the company.

When the Chairman is absent or unable to act the 1<sup>st</sup> Vice-Chairman, Mr. Sokratis Lazaridis, shall act in his stead and where he too is absent or unable to act his duties shall be performed by the 2<sup>nd</sup> Vice-Chair, Ms. Lito Ioannidou.

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Total remuneration for the members of the BoD for the 2000 financial year stood at 184,461,556 GRD (lowest salary 5,066,138 GRD and highest salary 139,170,820 GRD), including the salaries of two chairpersons due to replacement) and for 2001 it is expected that remuneration will be 315,000,000 GRD (lowest salary 4,770,000 and highest salary 91.970,000 GRD). The two vice-chairmen are employed on a contract of work for 2001. the Chairman of the BoD is appointed by the Minister of National Economy. This post is a full time one.

The senior management positions in ASE are as follows:

Name - Surname	Area of responsibility
1. S. Kyritzis	Head of trading and market monitoring and listed securities divisions
2. I. Hinou	Head of management division
3. V. Karamouzis	Head of finance division
4. Law Daniel	Head of marketing and sales

Brief resumes of the senior managers are given below:

**Spyridon Kyritsis**, aged 36, has been head of the ASE's trading and market monitoring division since 1997. He previously held a senior position with Thomas Cook Foreign Money Ltd (Greece), Molnlycke Hellas S.A. and Avin Oil S.A. He is a graduate in economics studies from the University of Athens and holds an MBA from University of Wales, Cardiff.

**Ismini Hinou**, is head of the management division. She is a member of the boards of directors of ADEX, ADECH and of the ASE Training Centre and has an honorary position as head of the ASE's IT development programme (OASIS project). Ms Hinou has worked at ASE since 1975, originally in the statistics and information department, until November 1994 as head of the financial management department when she took on her present post. She is a member of the board of directors of ASYK. She is a graduate of the Economics University of Athens.

**Vassilis Karamouzis**, aged 37, is head of finance. He has worked at ASE since 1997, first as head of the economics services department. He took up his present position in December 1999. He previously held positions at Chipita S.A. and at ELHYM S.A., a member of the Tria Epsilon group. He is a graduate of the Economics University of Athens and holds a masters degree in computing from University of Wales, Cardiff. He also holds a post-graduate degree in accounting and stock exchange operations from the University of Birmingham.

**Nicholas Daniel**, head of marketing since December 2000. he graduated in 1980 from Brunel University in the United Kingdom as a production and management engineer. In 1983 he continued with a MSc in Powder Technology at King's College University, London and in 1987 presented his doctoral thesis on Aggregation of Particles, Civil Engineering, at the University College of London. From 1988 to 1990 he worked as a research analyst with the company Samuel Montague. From 1990 to 1993 he worked at the Specialized Trading and Research Desk (STAR) of Midland Montague and thereafter as senior trader in the private client department of NatWest Markets, in London. In 1993 he was called upon to organize the Derivatives Department of the Midland Bank in Athens as head of the derivatives transaction department. From 1996 to 2000 he worked with Ergasias-Eurobank as Treasury Sales Manager.

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The total remuneration of senior managers of the company stood at 136,830,729 during 2000 (lowest salary 17,863,851 GRD, highest salary 60,353,410 GRD) and for 2001 it is estimated that the figure will stand at 98,914,231 GRD (lowest salary 19,660,031 GRD and highest salary 30,007,1000 GRD).

Note that no member of the BoD has been convicted for punishable acts, for financial crime nor are any members involved in pending court cases relating to bankruptcy, criminal acts or prohibitions on the carrying on of:

- Business activity
- Stock Exchange transactions
- The profession of investment consultant or senior manager of a bank or insurance firm, issue consultant or senior staff member of a brokerage firm.

Note to that there are no familial relations to the 2<sup>nd</sup> degree of affinity between members of the Board of Directors.

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### 15.2.1.9 Shareholdings and other directorships of members of the ASE BoD

The following table presents the participations of the Board of Directors of ASE S.A. in the management and capital of other companies and public law bodies corporate greater than 3%.

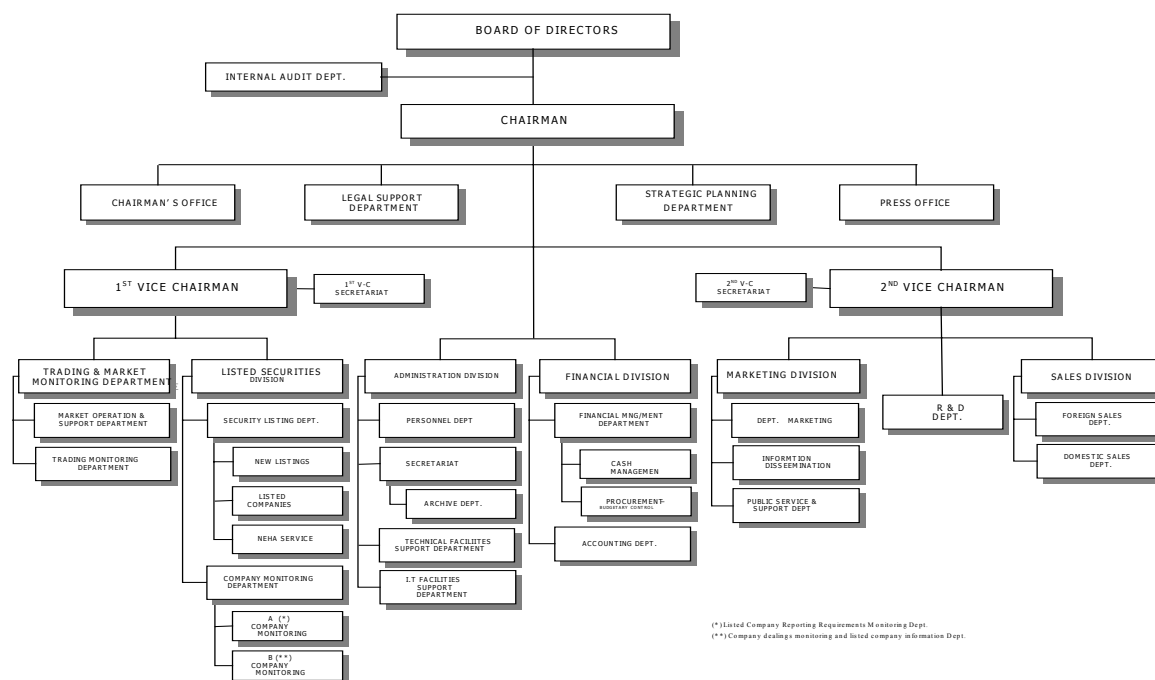
Member of Board of Directors of ASE S.A.	Company in which he/she participates	Board Position	Extent of participation
Panagiotis Alexakis	HELEX	Chairman	-
	ADECH S.A.	Chairman & Managing Director	-
	TSEC S.A.	Chairman & Managing Director	-
	ADEX S.A.	Chairman & Managing Director	-
	Capital Market Commission	Member	-
Sokratis Lazaridis	ASYK S.A.	Chairman	-
	ADEX S.A.	Vice-Chairman	-
	ADECH	Member	-
Ilias Stasinopoulos	M.S. STASINOPOULOS S.A.	Chairman and Managing Director	13,56%
	ISIS S.A.	Chairman and Managing Director	13,56%
	STAL S.A.	Vice-Chairman and Managing Director	19,35%
	SOUTHERN Greece COMPANY	-	6,36%
	HANDAX S.A.	-	20,00%
	ASE S.A.	Member	-
	ASYK S.A.	Vice-Chairman and Managing Director	-
	TSEC S.A.	Member	-
	ADECH	Vice-Chairman	-
	M. STANISOPOULOS	Chairman and Managing Director	-
	FORMICA HELLAS S.A.	Managing Director	-
	ERGASIAS INVESTMENTS S.A.	Chairman	-
	ACCI	Member	-
Federation of Greek Industries	Member of the General Council	-	
Union of Listed Companies on the ASE	Vice-Chairman	-	
TEXO S.A.	Member	-	
KORONTZIS S.A.	Member	-	
Angeliki Petroulaki	KYPROU Securities S.A.	Member	-
Athanasios Halkiades	Athinaiki Securities	Chairman &	12,6%
		Managing Director	
Ioannis Vourakis	SYTA S.A.	-	50%
Dimitrios Rizos	Hermes Mutual Fund Management S.A.	Member	-
Konstantinos Stamoulis	Bank of Attica S.A.	Chairman & Managing Director	-
	Attiki Kerdoos Hermes Securities S.A.	Chairman	-
	Attiki Mutual Fund Management S.A.	Chairman	-
	Attiki Leasing S.A.	Chairman	-
	ELGEKA S.A.	Member	-
Ioannis Tsamourgelis	Ethniki Brokerage	Member & Managing Director	-

The members of the BoD declare that they have no holdings in the management or capital of other companies greater than 3% nor do they exert any management influence nor do they have relations with other companies other than those set out above.

In addition, they declare that there is no business relations, agreement, contract or transactions between the company ASE. S.A. and the companies in whose capital and management the members of the BoD and / or main shareholders of the Company participate apart from those referred to in the chapter on affiliated companies and those which emerge in the context of their normal activities.

**15.2.1.10 Organizational Chart**

Following the adoption of Law 2324/95, the Board of Directors of ASE prepared new internal organization and operations arrangements. The organizational chart of ASE is presented below:


**15.2.1.11 Personnel**

The number of personnel employed per category at the end of the years 1996-2000 is presented in the following table:

	1996	1997	1998	1999	2000
Management – finance	7	7	6	6	6
Management – accounting	19	19	19	19	19
Specially qualified personnel	1	21	25	30	62
Information technology	3	3	2	2	2
Computer operators	2	2	2	1	1
Support staff	6	6	5	5	4
Security staff	2	2	2	2	2
Cleaning staff	4	3	3	3	3
<b>TOTAL</b>	<b>44</b>	<b>63</b>	<b>64</b>	<b>68</b>	<b>99</b>
Higher education	10	30	32	37	69
Secondary education	1	1	1	1	1
<b>TOTAL</b>	<b>11</b>	<b>31</b>	<b>33</b>	<b>38</b>	<b>70</b>

Article 6 of Law 2324/95, and the company's internal regulation, created a distinction between those who were employees of ASE when it was a public law body corporate and those who were recruited after it became a public limited company. According to the aforementioned provision, employees in



the first category were covered by the pre-existing provisions applying to public employees and retained the employment rights of full-time, public-sector employees. This category comprises 72 people, of which 28 exercised their right under the prevailing legislation to transfer to the Ministry of National Economy. Those employees who were recruited after the creation of the public company are covered by private employment contracts. Today the ASE employs 65 people under private contracts and 36 as "public employees", as well as five legal advisers who work as salaried employees of the company.

According to article 7 of ASE's internal operation and organisation regulation, the company's full complement of staff is 150 people of whom 100 are specialist personnel. This number may be amended by decision of the board of directors. The regulation refers to a further 38 full-time existing posts.

As required by Law 3789/1957, which applies to all companies employing more than 70 people, ASE maintains a general staff regulation. Article 1(2) of this regulation requires that specialist staff are recruited under two-year, private-law contracts which, because of the high level of qualifications of the people involved, in other respects include terms and conditions of public sector employment contracts. The above-mentioned contracts, when they have expired, may be converted into open-ended contracts on the decision of the board of directors. In contrast to the provisions for recruitment in the public sector, the board of directors may also recruit legal advisers as full-time salaried employees. Finally, article 7 of the internal regulation provides that full-time employees of ASE are covered by the same provisions in respect of salaries, promotion and personal development as employees of the public law body corporate.

The social insurance organisation for staff is the Hellenic Social Insurance Foundation (IKA) which requires contributions for full-time staff equivalent to 14.67% of salary allocated to a pension scheme and 3.55% allocated to health insurance. For employees employed under private work contracts, contributions are at the level of 15.9% of total salary, which goes towards pension and health insurance. Total contributions social insurance contributions permanent employees, and those employed under renewal private law contracts, averages between 35.18% and 27.96% respectively.

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### 15.2.1.12 Investments made between 1996-2000

The table below summarizes investments made by ASE from its establishment up until 31.12.2000.

<b>Investments (GRD million)</b>	<b>17.7.95 – 31.12.96</b>	<b>1997</b>	<b>1998</b>	<b>1999</b>	<b>2000</b>	<b>Total (GRD million)</b>	<b>Total (€ '000)</b>
<b>A. Investments in facilities</b>							
Reorganization studies	116.4	4.9	31.0	12.0	71.7	<b>236.0</b>	<b>692.5</b>
Software	289.7	772.9	264.3	962.4	897.5	<b>3.186.8</b>	<b>9.352.3</b>
Upgrading of Computer Room	10.1	0	3.5	28.7	0	<b>42.3</b>	<b>124.1</b>
Upgrading of trading floor	0	2.7	0	0	0	<b>2.7</b>	<b>7.9</b>
KLEISTHENIS – extension of trading network	0	0	1.5	0	0	<b>1.5</b>	<b>4.4</b>
System installation work	0	0	1.4	0	0	<b>1.4</b>	<b>4.1</b>
Coordination and supervision of ASIS system	0	0	0	12.0	10.0	<b>22.0</b>	<b>64.6</b>
Provision of technical services for OASIS	0	0	0	0	633.3	<b>633.3</b>	<b>1.858.5</b>
Harmonization of information system for change over to Euro	0	0	0	0	96.0	<b>96.0</b>	<b>281.7</b>
Categorization of companies – indices	0	0	0	0	11.3	<b>11.3</b>	<b>33.2</b>
Extension of Stock Exchange Transaction Network to Banks	0	0	0	9.0	0	<b>9.0</b>	<b>26.4</b>
<b>Total investments in facilities</b>	<b>416.2</b>	<b>780.5</b>	<b>301.7</b>	<b>1.024.1</b>	<b>1.719.8</b>	<b>4.242.3</b>	<b>12.449.9</b>
<b>B. Investments in tangible fixed assets</b>							
Buildings	83.2	0	0	220.8	308.7	<b>612.7</b>	<b>1.798.1</b>
Transportation Equipment	0	0	8.3	20.0	5.4	<b>33.7</b>	<b>98.9</b>
Furniture and other equipment	843.3	300.7	553.0	2.198.2	768.2	<b>4.663.4</b>	<b>13.685.7</b>
<b>Total investments in tangible fixed assets</b>	<b>926.5</b>	<b>300.7</b>	<b>561.3</b>	<b>2.439.0</b>	<b>1.082.3</b>	<b>5.309.8</b>	<b>15.582.7</b>
<b>C. Participations in subsidiaries</b>							
<b>subsidiaries</b>	<b>353.3</b>	<b>849.8</b>	<b>3.863.7</b>	<b>770.0</b>	<b>1.155.0</b>	<b>6.991.8</b>	<b>20.518.8</b>
<b>General Total (A + B + C)</b>	<b>1.696.0</b>	<b>1.931.0</b>	<b>4.726.7</b>	<b>4.233.1</b>	<b>3.957.1</b>	<b>16.543.9</b>	<b>48.551.4</b>

### 15.2.1.13 ASE Financial Data

Prior to its becoming a public company ASE did not publish financial statements but maintained accounting records in accordance with the Public Accounting Plan. The first published financial statements based on Codified Law 2190/1920 relate to the first financial year in excess of 12 months from 17.7.1995 – 31.12.1996.

#### 15.2.1.13.1 Operations

The turnover of ASE is mainly comprised on income from two sources:

- Members of the Athens Stock Exchange, namely brokerage companies which pay fees on transactions and orders carried out to ASE on a periodic basis and one-off fees when new members are registered and periodical fees related to connection with OASIS terminals.
- Companies listed on the Exchange pay a quarterly subscription fee based on their capitalization, one-off payments when shares are first traded on the Stock Exchange and fees related to increases in share capital.

The ASE also received income from trading in bonds and the issue of bonded loans from users of terminals (vendors) as well as from the provision of other services such as publications and advertising placed in such publications.

The ASE's sources of income are presented in greater detail below:

#### ***Income from ASE Members***

Income from this specific category is directly related to the activities performed by brokerage firms and can be categorized as follows:

- Commissions on transactions: All members of the Athens Stock Exchange are obliged to pay a fee of 0.02% of their daily turnover to the ASE. Moreover, for debentures, bonds and Greek treasury interest bearing notes this fee is equal to 0.0001% of the daily value of transactions for these securities. In addition, there is a charge of 0.005% on turnover for transactions executed using ODL services. It is self evident that the sum of individual transactions carried out by members is twice the volume of transactions on the Stock Exchange since two members are involved in each transaction, one for the purchaser and one for the vendor. Invoicing is done every fifteen days while payments are collected within 3 days by the Central Securities Depository on behalf of ASE.
- Charges for entering orders: For every order given via the terminals used by brokerage firms, regardless of whether the order is executed or not, the brokerage firm is obliged to pay ASE the sum of twenty (20) GRD. Orders executed via ODL services are charged at 38 GRD per order plus the aforementioned charge.
- Subscription fees for new members: in order to obtain the right to carry out transaction on the ASE a brokerage firm is obliged to pay the lump sum amount of 30 million GRD.
- Connection of new terminals: Each brokerage firms pays a fee of 8 million GRD annually for the right to use each terminal assigned to it while the cost of installing the first terminal for the company is 400,000 GRD.

#### ***Income from companies listed on the ASE***

The breakdown of the income in this category is as follows:

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- Quarterly listed company subscriptions: These subscriptions are calculated as a percentage of the mid capitalization of each company during the last month of each quarter. This amount varies depending on the extent of capitalization of each company and ranges from 0.01% to 0.0006% for the main market and from 0.0075% to 0.0025% for the parallel market. the exact calculation of the level of subscription fees due is done with the aid of this table:

CAPITALIZATION (GRD)	Main market subscription fee	Parallel market subscription fee	NEHA subscription fee
0 - 200,000,000		0.0075%	
200,000,001 - 300,000,000		0.0060%	
Up to 1,000,000,000	0.01%	0.0035%	0.004%
1,000,000,000-3,000,000,000	0.008%	0.0025%	0.002%
3,000,000,001-5,000,000,000	0.006%		
5,000,000,001-10,000,000,000	0.004%		
10,000,000,001- 20,000,000,000	0.003%		
20,000,000,001- 50,000,000,000	0.002%		
50,000,000,001- 100,000,000,000	0.0012%		
Above 100,000,000,000	0.0006%		

The value of listed shares is determined as follows:

*Price = number of listed shares x average share price (last month of the preceding quarter)*

By way of exception, and for the first quarterly subscription fee of a company, the average share price shall be taken as the price it was listed on the ASE for trading. Note that the level of the subscription fee for companies may not be lower than 260,000 GRD for the Main Market, 30,000 GRD for the Parallel Market and 15,000 GRD for NEHA.

- One-off fees for listing new companies: Companies whose shares are listed on the ASE for trading for the first time must pay a one-off fee whose size is calculated with the aid of the following scale which applies both to the Main and Parallel markets:

VALUE OF LISTED SHARES	% ACCORDING TO TOTAL VALUE
Up to 500,000,000,000	0.08%
500,000,000,001-1,000,000,000,000	0.04%
above 1,000,000,000,000	0.02%

In relation to NEHA the scale referred to above is as follows:

VALUE OF LISTED SHARES	% ACCORDING TO TOTAL VALUE
Up to 50,000,000,000	0.08%
50,000,000,001-100,000,000,000	0.04%
above 1,000,000,000,000	0.02%

The value of listed shares is the product of multiplying the number of shares to be listed by the price at which they are to be listed for trading. The lowest level of this one-off fee is 2 million GRD for the main market, 500,000 GRD for the Parallel market and 250,000 for NEHA.

- One-off fees for share capital increases: Companies carrying out share capital increases by cash payment must pay a fee to ASE equal to 0.1% of the value of the new shares issued calculated by multiplying the listing price by the number of new shares.

Finally, companies listed on the Stock Exchange are obliged to pay the following fees for special categories of transactions:

- Mergers and acquisitions fees: The issue of new shares arising from the merger of two companies or the absorption of one by another brings in income for the ASE calculated on the basis of the scale which applies in the case of newly-listed companies. The share price is that at which the new shares were listed for trading on the first day.
- Press release fees: Press information about companies whose shares are traded on the ASE are, on the basis of Presidential Decree 51/92, subject to approval by the ASE's transaction monitoring department. The ASE pays for these publications and thereafter invoices the cost of the company involved.

### ***Income from bonds and bonded loans***

The ASE also receives income from trading bonds. This income relates to quarterly subscriptions (the level of which is determined on the basis of the scale for quarterly subscriptions for listed companies) and one-off fees for listing bonds (the issuing bank is charged 100,000 GRD each time, regardless of the value or the number of bonds involved).

Bonded loans are entered into by enterprises and in effect the income for the ASE is calculated in the same manner as that for shares.

### ***Income from terminal users (vendors)***

The Integrated Automatic Electronic Trading System (OASIS) is connected to an international network of information suppliers (data vendors) such as Reuters, Telerate, Bloomberg, allowing these companies to offer investors market information in real time. according to where the vendors are based (in Greece or abroad) and whether or not a right to re-broadcast is included, the vendors with whom ASE has a contract are obliged to pay the following fees:

- A one-off connection fee: the said fee is 1,500,000 GRD. The subscription for domestic vendors is 8,100,000 GRD annually, while for foreign vendors it is 11,400,000 GRD.
- Subscription to FTSE information service (domestic – foreign). The annual fee for this index for domestic vendors is 600,000 GRD plus a variable monthly cost of 500 GRD per terminal. The annual fee for foreign vendors is 900,000 GRD.
- A one-off connection fee for the derivatives indices which stands at 1,000,000 GRD. The fee for domestic vendors is 4,200,000 per annum and 4,800,000 GRD for foreign vendors.
- The income from vendors also includes fees from domestic and foreign terminals as well as fees from the provision of domestic telephony services.

### ***Other income***

In addition to the above, ASE also receives income from the sale of publications and advertising material included in these, from access rights of (Greek and foreign) networks to the exchange's information network and from fees related to information services to both Greek and foreign clients.

15.2.1.13.2 Breakdown of income per operation for the period 1996 - 2000

The following table shows the growth in ASE turnover per sector of operations for the period 1996 – 2000:

<b>Breakdown of turnover (GRD million)</b>	<b>17.7.95- 31.12.96</b>	<b>%</b>	<b>1997</b>	<b>%</b>	<b>1998</b>	<b>%</b>	<b>1999</b>	<b>%</b>	<b>2000</b>	<b>2000 (€ 000)</b>	<b>%</b>
Turnover from:											
Fees from Stock Exchange members	1,586	42%	2,317	58%	6,436	64%	25,611	78%	16,666	48,911	58%
Fees from listed companies	1,903	51%	1,470	37%	3,316	33%	6,555	20%	10,665	31,299	37%
Bonds – bonded loans	96	3%	78	2%	98	1%	45	0%	39	116	0%
Terminal users – Vendors	123	3%	97	2%	217	2%	351	1%	1,171	3,437	4%
Other income from services	40	1%	22	1%	27	0%	225	1%	212	623	1%
<b>Total Turnover</b>	<b>3,747</b>	<b>100%</b>	<b>3,984</b>	<b>100%</b>	<b>10,094</b>	<b>100%</b>	<b>32,786</b>	<b>100%</b>	<b>28,754</b>	<b>84,386</b>	<b>100%</b>

As can be seen from the table above the Company's turnover for 2000 was down by 12% compared to the previous year. This drop was due to a fall off in the ASE's two main sources of income, namely income from members of the ASE and income from listed companies during the last year.

More specifically, during the 2000 financial period, the largest part of income (58%) continued to company from levies and fees on brokerage firms – members of the ASE which stood at 16,666 million GRD (€ 48,911,000). However, the relative importance of this category of income was down compared to 1999 when income stood at 25,611 million GRD or 78% of turnover. The main reason for this development was the reduction in the value and volume of transactions on the ASE during 2000.

Noteworthy during 2000 was the increase in income from levies on listed companies which accounted for 37% of turnover, a result of an increase in the number of companies listed on the ASE as well as increases in capital of already listed companies during that year. More specifically during 2000 the said income increased by 62% in relation to the previous year standing at 10,664 million GRD (€ 31,297,000), compared to 6,555 million GRD in 1999.

The income of the company from bonds and bonded loans stood at 39 million GRD (€ 116,000) for 2000, a drop in the order of 15.4% compared to the previous year.

Finally, income from the provision of services to vendors stood at 1,171 million GRD (€ 3,437,000) in 2000 compared to 351 million GRD the previous year, while other income stood at 212 million GRD (€ 623,000) in 2000 compared to 225 million GRD in 1999.

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### 15.2.1.13.3 Breakdown of income and operations for the period 1996 - 2000

Turnover and financial results for ASE for the period 1996-2000 are presented in the table below (the balance sheets and income statements for the period 1996-2000 are set out in the attached Appendix).

INCOME STATEMENT FOR THE YEAR (GRD million)	17.7.95- 31.12.96	1997	1998	1999	2000	2000 (€ 000 )
Turnover from:						
Fees from Stock Exchange members	1,586	2,317	6,436	25,611	16,666	48,911
Fees from listed companies	1,903	1,470	3,316	6,555	10,664	31,297
Bonds – bonded loans	96	78	98	45	39	116
Terminal users – Vendors	123	97	217	351	1,171	3,437
Other income from services	40	22	27	225	212	623
<b>Turnover</b>	<b>3,747</b>	<b>3,984</b>	<b>10,094</b>	<b>32,786</b>	<b>28,754</b>	<b>84,384</b>
Less: Cost of Sales (before depreciation) (1)	1,187	1,546	2,056	4,495	4,346	12,755
<b>Gross operating result (profit)</b>	<b>2,561</b>	<b>2,438</b>	<b>8,038</b>	<b>28,291</b>	<b>24,408</b>	<b>71,629</b>
<i>(as a % of turnover)</i>	<i>68%</i>	<i>61%</i>	<i>80%</i>	<i>86%</i>	<i>85%</i>	<i>85%</i>
Plus: Other operating income	61	205	122	190	53	156
<b>Total</b>	<b>2,622</b>	<b>2,642</b>	<b>8,160</b>	<b>28,481</b>	<b>24,461</b>	<b>71,786</b>
Less: Management expenses (before depreciation)	753	1,012	1,547	3,285	2,824	8,288
Total expenses	753	1,012	1,547	3,285	2,824	8,288
<i>(as a % of turnover)</i>	<i>20%</i>	<i>25%</i>	<i>15%</i>	<i>10%</i>	<i>10%</i>	<i>10%</i>
<b>Operating income</b> (before depreciation) (1)	<b>1,869</b>	<b>1,630</b>	<b>6,613</b>	<b>25,196</b>	<b>21,637</b>	<b>63,497</b>
<i>(as a % of turnover)</i>	<i>50%</i>	<i>41%</i>	<i>66%</i>	<i>77%</i>	<i>75%</i>	<i>75%</i>
Plus: Income from participating interests	173	315	969	1,956	5,386	15,807
Plus: Income from other investments	1,120	1,102	1,103	2,037	3,171	9,306
Plus: Profits from sale of participating interests and other investments	0	0	1,316	2,815	0	0
Less: Expenses & losses from participating interests/investments	4	0	0	25	22	65
Plus: Extraordinary & non-operating income	18	598	695	1,090	502	1,473
Less: Extraordinary & non-operating expenses	34	15	21	3	14	40
<b>Profits before interest, depreciation and taxes</b>	<b>3,142</b>	<b>3,630</b>	<b>10,674</b>	<b>33,066</b>	<b>30,660</b>	<b>89,979</b>
<i>(as a % of turnover)</i>	<i>84%</i>	<i>91%</i>	<i>106%</i>	<i>101%</i>	<i>107%</i>	<i>107%</i>
Plus: Interest & related income	368	83	126	270	118	345
Less Interest charges & related expenses	11	1	1	2	7	22
<b>Profit before depreciation and taxes</b>	<b>3,500</b>	<b>3,712</b>	<b>10,798</b>	<b>33,334</b>	<b>30,770</b>	<b>90,302</b>
<i>(as a % of turnover)</i>	<i>93%</i>	<i>93%</i>	<i>107%</i>	<i>102%</i>	<i>107%</i>	<i>107%</i>
Less: Adjustments to value of fixed assets (total depreciation)	261	354	794	1,193	2,009	5,896
<b>Profit before tax</b>	<b>3,239</b>	<b>3,358</b>	<b>10,004</b>	<b>32,141</b>	<b>28,761</b>	<b>84,406</b>
<i>(as a % of turnover)</i>	<i>86%</i>	<i>84%</i>	<i>99%</i>	<i>98%</i>	<i>100%</i>	<i>100%</i>
less income tax and other taxes	412	868	2,779	10,453	8,744	25,662
<b>Profits after tax and directors' salaries</b>	<b>2,826</b>	<b>2,489</b>	<b>7,225</b>	<b>21,688</b>	<b>20,017</b>	<b>58,744</b>
<i>(as a % of turnover)</i>	<i>75%</i>	<i>62%</i>	<i>72%</i>	<i>66%</i>	<i>70%</i>	<i>70%</i>
Less prior period tax adjustments	0	0	38	7	2	6
<b>Profit for the year after salaries, tax and prior period tax adjustments</b>	<b>2,826</b>	<b>2,489</b>	<b>7,187</b>	<b>21,681</b>	<b>20,015</b>	<b>58,738</b>
<i>(as a % of turnover)</i>	<i>0%</i>	<i>0%</i>	<i>71%</i>	<i>66%</i>	<i>70%</i>	<i>70%</i>
<b>ADJUSTED PROFIT<sup>(2)</sup></b>						
<b>Profit before tax</b>	<b>3,239</b>	<b>3,358</b>	<b>10,004</b>	<b>32,141</b>	<b>28,761</b>	<b>84,406</b>
Tax adjustments (relevant financial years)	40	109	71	80	100	293
<b>Profits after tax, directors' salaries and tax audit adjustments</b>	<b>2,786</b>	<b>2,380</b>	<b>7,155</b>	<b>17,520</b>	<b>19,915</b>	<b>58,445</b>

(1) In order to calculate operating profit depreciation of the cost of sales, management expenses and listing expenses were first deducted.

(2) The financial results have been adjusted on the basis of the remarks by the certified auditor accountant who carried out the extraordinary financial and accounting audit up to 1999 and the ordinary certified auditors accountants for 2000.

*Note: Any differences in the figures between those analyzed here and those published by the companies are due to rounding off of numbers.*

## HELLENIC EXCHANGES HOLDING S.A.

The following remarks can be made in relation to the financial results of the company for the period 1996-2000:

### **Turnover**

As mentioned above, mainly as a result of the reduction in the volume of Stock Exchange transactions the Company's turnover dropped off in relation to the previous year.

Thus ASE's turnover amounted to 28,754 million GRD (€ 84,384,000) in 2000 compared to 32,786 million GRD in 1999, 10,094 million GRD in 1998 and 3,984 million GRD in 1997.

### **Cost of providing services – gross profit margin**

The cost of providing services (cost of sales) before depreciation for the period under consideration is broken down as follows:

<b>COST OF SALES</b> <i>(GRD million)</i>	<b>1996</b>	<b>1997</b>	<b>1998</b>	<b>1999</b>	<b>2000</b>	<b>2000</b> <b>(€ 000)</b>
Staff salaries and expenses	220	79	296	406	758	2,226
Third party salaries	211	174	108	161	236	694
Fees for third party services	253	457	615	759	1,010	2,963
Taxes - duties	3	259	282	756	596	1,748
CMC levy and staff pension fund	500	576	755	2,413	1,746	5,123
<b>Total</b>	<b>1,187</b>	<b>1,546</b>	<b>2,056</b>	<b>4,495</b>	<b>4,346</b>	<b>12,755</b>

Throughout the period under examination the Company was able to maintain a particularly high gross profit margin which ranged from 68% to 86% of turnover. More specifically, in 2000 gross operating result (profit) stood at 24.4 billion GRD (€ 71,629,000) compared to 28.3 billion GRD in 1999, a fall in the order of 13.8%.

A large component of the cost of sales are charges on transactions paid by the ASE to the Capital Market Commission, and contributions to the employees pension fund. Fees to the Commission amount to 10% of the levies paid by ASE members on transactions, on which stamp duty is payable at 2.4% as required by Article 79 of Law 1969/30.10.91. These are charged under the Cost of Sales and management expenses.

The levy paid annually by the ASE to the employees pension fund is 2.5% of the fees paid by the members of the exchange to the ASE as provided for by Law 1969/30.10.91.

### **Management expenses**

The management expenses of the company on average account for 15% of overall turnover. However, during the period 1999-2000 the said figure remained steady at 10% of the company's overall income.



## HELLENIC EXCHANGES HOLDING S.A.

The following table provides a breakdown of management expenses before depreciation for the period under consideration:

MANAGEMENT EXPENSES (GRD million)	1996	1997	1998	1999	2000	2000 (€ 000)
Staff salaries and expenses	291	272	229	292	493	1,445
Third party salaries	189	195	105	158	214	628
Fees for third party services	104	257	360	429	352	1,033
Taxes – duties	1	142	145	123	177	518
CMC levy and staff pension fund	159	146	708	2,283	1,590	4,665
Provisions	8	0	0	0	0	0
<b>Total</b>	<b>753</b>	<b>1,012</b>	<b>1,547</b>	<b>3,285</b>	<b>2,825</b>	<b>8,289</b>

### *Income from shareholdings and securities*

Income from shareholdings stood at 5,386 million GRD (€ 15,807,000) in 2000, and mainly included dividends from shareholdings in the company CSD worth 4,052 million GRD (€ 11,891,000), dividend income worth 4,231 million GRD, as well as income from the capitalization of CSD reserves worth 1,155 million GRD

Income from shareholdings for the period under consideration is set out in detail below:

INCOME FROM SHAREHOLDINGS (GRD million)	1996	1997	1998	1999	2000	2000 (€ 000)
CSD S.A.	173	308	963	1,155	4,043	11,864
ASYK S.A.	0	7	6	11	20	58
TSEC S.A.	0	0	0	20	68	200
ADECH S.A.	0	0	0	0	101	296
Income from capitalization of CSD reserves	0	0	0	0	1,155	3,390
<b>Total</b>	<b>173</b>	<b>315</b>	<b>969</b>	<b>1,186</b>	<b>5,386</b>	<b>15,807</b>

The income of the company from marketable securities stood at 3,171 million GRD (€ 9,306,000), in 2000 compared to 2,037 million GRD during the previous year and relates to dividends from listed companies, interest from repos, bonds, Greek treasury interest-bearing notes. Details are set out in the following table:

## HELLENIC EXCHANGES HOLDING S.A.

INCOME FROM SECURITIES		
	2000	2000
(GRD million)		(€ 000)
Dividends from share listed on ASE during 1999:		
Bank of Greece	29	85
Commercial Bank	64	189
Ergasias Bank	21	62
Alpha Credit Bank	578	1,696
O.T.E	5	14
National Bank	174	511
<b>Sub-total (A)</b>	<b>871</b>	<b>2,557</b>
Greek Treasury Bonds	990	2,904
Greek Treasury interest-bearing notes	177	521
Repos	1,132	3,323
<b>Sub-total (B)</b>	<b>2,299</b>	<b>6,748</b>
<b>General Total (A+B)</b>	<b>3,171</b>	<b>9,306</b>

### Extraordinary income

The following table presents the extraordinary and non-operating income and expenses of the company during the period 1996-2000:

EXTRAORDINARY AND NON-OPERATING INCOME (GRD million)	17.7.95-31.12.96	1997	1998	1999	2000	2000 (€ 000)
Capital Market Commission Fines	0	38	225	720	218	641
Foreign exchange adjustments	1	1	0	0	1	3
Extraordinary IKA payments	6	0	0	0	0	0
Other income	2	73	2	6	5	16
Kleisthenis Programme Payments	0	392	468	365	274	804
Income from Provisions from prior periods	0	94	0	0	0	0
Income from prior periods	9	0	0	0	3	8
<b>Total</b>	<b>18</b>	<b>598</b>	<b>695</b>	<b>1,090</b>	<b>499</b>	<b>1,472</b>
EXTRAORDINARY AND NON-OPERATING EXPENSES (GRD million)	17.7.95-31.12.96	1997	1998	1999	2000	2000 (€ 000)
Fines - surcharges	0	0	0	0	1	2
Foreign exchange adjustments	0	1	0	0	8	24
Other extraordinary and non-operating expenses	2	5	0	0	1	2
Expenses from prior periods	31	9	21	3	4	12
<b>Total</b>	<b>34</b>	<b>15</b>	<b>21</b>	<b>3</b>	<b>14</b>	<b>40</b>

The item "Capital Market Commission Fines" relates to fines imposed by the ASE on brokerage firms in accordance with Decision No. 6/163/6.7.99 of the Board of Directors of the Capital Market Commission.

### Interest

On 31.12.2000 the company's interest stood at 118 million GRD (€ 345,000) and relates to interest on deposits and time deposits with the Commercial Bank of Greece, the National Bank of Greece, Alpha Credit Bank, Eurobank and ETEBA.

## HELLENIC EXCHANGES HOLDING S.A.

### *Depreciation*

In 1998, the Company applying the new depreciation factors laid down in Presidential Decree 100/98, increased the level of depreciation by 816 million GRD approximately compared to the previous year.

The table below shows the breakdown of depreciation applied by the Company to the cost of sales and management expenses respectively.

<b>Breakdown of depreciations (GRD million)</b>	<b>17.7.95- 31.12.1996</b>	<b>1997</b>	<b>1998</b>	<b>1999</b>	<b>2000</b>	<b>2000 (€ 000)</b>
Depreciation of Cost of Sales	171	271	464	751	416	1,221
Depreciation of management expenses	90	83	330	442	1,593	4,675
<b>Adjustments to value of fixed assets (total depreciation)</b>	<b>261</b>	<b>354</b>	<b>794</b>	<b>1,193</b>	<b>2,009</b>	<b>5,896</b>

### *Profit before tax*

During the period 1996-1999 the company's profits rose steadily from 3,239 million GRD in 1996 to 32,141 million GRD in 1999. The fall off in the volume and value of transactions during 2000 contributed to the drop in profits which reached 28,761 GRD million (€ 84,406,000).

Note that off-book adjustments were made to the financial results for the period under examination up to 30.09.2001 and the company's net position on 30.09.2001 is set out in detail in chapter 15.2.1.15 'Analysis of the financial statement for the period 1.1. – 30.09.2001'.

#### 15.2.1.13.4 Distribution of profits for the period 1996 - 2000

The distribution of profits of the company for the period 1996-2000 is shown in the following table:

<b>Distribution of profits for the period 1996- 2000 (GRD million)</b>	<b>17.7.95- 31.12.1996</b>	<b>1997</b>	<b>1998</b>	<b>1999</b>	<b>2000</b>	<b>2000 (€ 000)</b>	<b>TOTAL</b>	<b>%</b>
Profit before tax and depreciation	3,500	3,712	10,798	33,334	30,770	90,302	99,642	121%
<b>TOTAL</b>	<b>3,500</b>	<b>3,712</b>	<b>10,798</b>	<b>33,334</b>	<b>30,770</b>	<b>90,302</b>	<b>82,114</b>	<b>100%</b>
<b>Distribution of profits</b>								
Adjustments to value of fixed assets (total depreciation)	261	354	794	1,193	2,009	5,896	15,245	19%
Statutory reserve	167	91	251	1,085	74	216	11,235	14%
Untaxed Reserves	1,403	476	1,933	3,569	807	2,368	32,111	39%
Reserves from tax preference items	192	25	68	144	349	1,025	778	1%
Extraordinary reserves under Art. 8 of Law 2579/98	0	0	602	0	0	0	602	1%
Dividend	333	1,460	2,750	9,000	9,000	26,412	22,544	27%
Income tax and other taxes	412	868	2,817	10,460	8,744	25,662	23,302	28%
Profit carried forward	731	438	1,583	7,883	9,786	28,719	20,421	25%
<b>Total</b>	<b>3,500</b>	<b>3,712</b>	<b>10,798</b>	<b>33,334</b>	<b>30,770</b>	<b>90,302</b>	<b>82,114</b>	<b>100%</b>

The total profits from ASE for distribution for the period 1997-2000 came to 82 billion GRD (€ 240,646,000).

During the same period the sum of 44.7 billion GRD (€ 131,258,000), or 55% of the profits to be distributed remained with the company to strength its net position in the form of reserves while the sum of 23 billion GRD (€ 67,498,000), or 27%, was paid out as a dividend and the sum of 23 billion GRD (€ 68,384,000) was used to pay income tax and other taxes.

## HELLENIC EXCHANGES HOLDING S.A.

### 15.2.1.13.5 Analysis of the balance sheet for the period 1996 – 2000

The following table presents detailed particulars from the ASE balance sheets for the period 1996-2000:

ASE S.A. BALANCE SHEET	17.7.95- 31.12.1996	1997	1998	1999	2000	2000 (€ 000)
<b>ASSETS (GRD million)</b>						
Establishment Expenses	529	1,310	1,611	2,636	4,355	12,782
Less: accumulated depreciation	97	241	639	1,117	2,020	5,930
Establishment Expenses (undepreciated value)	432	1,069	972	1,519	2,335	6,852
Intangible assets	2,154	2,557	3,321	6,020	6,665	19,560
Less: accumulated depreciation	164	375	770	1,504	2,610	7,659
Undepreciated intangible assets	1,991	2,183	2,551	4,516	4,055	11,901
<b>Total tangible assets</b>	<b>1,991</b>	<b>2,183</b>	<b>2,551</b>	<b>4,516</b>	<b>4,055</b>	<b>11,901</b>
Participations	1,112	1,961	5,825	6,595	7,750	22,744
Other long-term receivables	0	2	3	12	18	54
<b>Total Fixed Assets</b>	<b>3,102</b>	<b>4,146</b>	<b>8,379</b>	<b>11,123</b>	<b>11,824</b>	<b>34,699</b>
Clients	54	99	400	1,299	1,583	4,644
Cheques receivable	0	0	5	19	0	0
Doubtful-disputed clients and debtors	0	0	0	0	0	0
Sundry debtors	452	961	1,804	5,876	5,049	14,816
Pre-payments and credit management accounts	0	1	0	0	1	2
Marketable securities	10,430	12,484	15,537	37,440	42,414	124,473
Cash at bank and in hand	1,227	244	692	4,651	214	629
<b>Total current assets</b>	<b>12,164</b>	<b>13,790</b>	<b>18,438</b>	<b>49,285</b>	<b>49,260</b>	<b>144,564</b>
<b>Transit Debit Balances</b>	<b>179</b>	<b>186</b>	<b>199</b>	<b>604</b>	<b>397</b>	<b>1,164</b>
<b>TOTAL ASSETS</b>	<b>15,877</b>	<b>19,190</b>	<b>27,989</b>	<b>62,530</b>	<b>63,815</b>	<b>187,279</b>
Debit memo accounts	0	993	484	993	2,070	6,076
<b>LIABILITIES</b>		<b>1997</b>	<b>1998</b>	<b>1999</b>	<b>2000</b>	<b>2000 (€ 000)</b>
Share Capital	5,000	5,000	5,000	5,000	5,000	14,674
Premium on capital stock	6,836	6,836	6,836	6,836	6,836	20,062
Reserves from value adjustment of participations & securities	98	432	494	494	494	1,449
Fixed asset investment subsidies	0	236	302	393	119	349
Reserves	1,762	2,259	4,384	9,181	10,410	30,552
Results carried forward	731	1,169	3,481	11,365	21,151	62,071
<b>Total shareholders' equity</b>	<b>14,428</b>	<b>15,933</b>	<b>20,497</b>	<b>33,269</b>	<b>44,010</b>	<b>129,157</b>
<b>PROVISIONS</b>	<b>90</b>	<b>90</b>	<b>90</b>	<b>90</b>	<b>92</b>	<b>271</b>
<b>Long-term liabilities</b>						0
Other long-term liabilities	7	12	5	9	7	22
<b>Current liabilities</b>						
Suppliers	47	322	455	2,566	1,727	5,069
Advances from trade debtors	0	0	2	162	0	0
Taxes – duties	579	1,179	3,702	15,132	7,971	23,392
Insurance and pension fund dues	11	15	19	26	57	166
Dividends payable	333	1,460	2,750	9,000	9,000	26,412
Sundry creditors	314	2	3	6	1	2
<b>Total current liabilities</b>	<b>1,283</b>	<b>2,979</b>	<b>6,932</b>	<b>26,892</b>	<b>18,755</b>	<b>55,041</b>
<b>TOTAL LIABILITIES</b>	<b>1,291</b>	<b>2,991</b>	<b>6,937</b>	<b>26,901</b>	<b>18,763</b>	<b>55,063</b>
<b>Transit credit balances</b>	<b>69</b>	<b>177</b>	<b>465</b>	<b>2,271</b>	<b>950</b>	<b>2,788</b>
<b>TOTAL LIABILITIES</b>	<b>15,877</b>	<b>19,190</b>	<b>27,989</b>	<b>62,530</b>	<b>63,815</b>	<b>187,279</b>
Credit memo accounts	0	993	484	993	2,070	6,076

The following observations can be made in relation to the development of the company's financials:

***Establishment Expenses***

On 31.12.2000 establishment expenses stood at 4,355 million GRD (€ 12,781,000) in terms of acquisition value, mainly relating to the cost of acquiring and installing the ASIS and OASIS software. More specifically the growth in establishment expenses for the company in terms of acquisition value are presented in detail below

<b>BREAKDOWN OF ESTABLISHMENT EXPENSES</b> <i>(GRD million)</i>	<b>1996</b>	<b>1997</b>	<b>1998</b>	<b>1999</b>	<b>2000</b>	<b>2000 (€ 000)</b>
Reorganization studies – supervision - implementation	116	121	152	863	1,008	2,957
Software	367	1,139	1,403	1,692	3,266	9,586
Refurbishment of computer rooms	10	10	14	42	42	124
Refurbishment of trading area	33	36	36	36	36	105
Various expenses	3	3	6	3	3	9
<b>Total</b>	<b>529</b>	<b>1,310</b>	<b>1,611</b>	<b>2,636</b>	<b>4,355</b>	<b>12,781</b>
Less: accumulated depreciation	97	241	639	1,117	2,020	22,605
<b>Undepreciated balance</b>	<b>432</b>	<b>1,069</b>	<b>972</b>	<b>1,519</b>	<b>2,335</b>	<b>35,625</b>

***Tangible assets***

The Company ASE S.A. was established by converting the public law body corporate ATHENS Stock Exchange into a public limited company on the basis of the provisions of Law 2234/1995. By means of Law 2533/1977 the provisions of the original Articles of Association were amended widening the shareholder base of the company.

In the course of converting ASE from a public law body corporate into a public limited company in 1995 the value of its assets was assessed at acquisition cost or according to the estimated value determined by the committee established under Article 9 of Codified Law 2190/1920 augmented by the value of betterments and extension and reduced according to the depreciation rules stipulated by law.

The acquisition value of the company's tangible assets on 31.12.2000 was 6.67 billion GRD (€ 19,560,000) compared to 6.02 billion GRD in 1999 and 3.3 billion GRD in 1998. The said increase in the company's fixed assets was mainly due to investments in computers and electronic systems made by the Company over recent years.

Note that the ownership of the property at the junction of Sofokleous St. and Pesmazoglou St, shown in the ASE's tangible asset account, whose undepreciated value on 31.12.2000 was 1,110 million GRD, is the subject of a court dispute with the National Bank of Greece. According to Note 1 of the financial statement of ASE dated 30.09.2001: *By means of a decision of the Court of First Instance issued in 1999 ownership of the company's (ASE) property at 1 Pesmazoglou St. devolves to the National Bank of Greece for the sum of 70 million GRD. In order to terminate the court dispute on 7.6.2001 both parties signed a private settlement agreement on the basis of which ASE paid a price of 1,500,000,000 GRD in addition and the contracting parties agreed to mutually withdraw their appeal pleadings and sign a relevant notarial deed in order for the ownership of the said property to remain with ASE. Following a continuance the mutual withdrawal of suits before the Court of Appeals of Athens was set for 24.1.2002. The value of the said property, based on the valuation report dated 25.8.2000 prepared by the Institute of Certified Assessors is 2,231,000,000 GRD and its undepreciated value at 31.12.2000 1,275,000,000 GRD'.*

## HELLENIC EXCHANGES HOLDING S.A.

### Participations

The shareholdings of the company on 31.12.2000 stood at 7.8 billion GRD (€ 22,890,000) compared to 6.6 billion GRD during the previous year and can be broken down as follows:

GRD million	Extent of shareholding (31.12.1999)	Acquisition value (31.12.1999)	Book value (31.12.1999)	Lowest value between acquisition value/ book value (31.12.1999)
CSD S.A.	38.50%	2,683	3,376	758
ASYK S.A.	37.17%	167	3,260	167
TSEC S.A.	33.80%	338	2,964	338
ASE Training Centre *	40.00%	16	--	16
ADEX S.A.	35.46%	1,064	0	1,064
ADECH S.A.	35.00%	2,800	0	2,800
SMSC **	33.33%	1	--	1
Auxiliary Settlement Fund ***	1.75%	681	--	681

GRD million	Extent of shareholding (31.12.2000)	Acquisition value (31.12.2000)	Book value (31.12.2000)	Lowest value between acquisition value/ book value (31.12.2000)
CSD S.A.	38.50%	2,683	8,913	2,683
ASYK S.A.	37.17%	167	329	167
TSEC S.A.	33.80%	338	659	338
ASE Training Centre *	40.00%	16	--	16
ADEX S.A.	35.46%	1,064	1,167	1,064
ADECH S.A.	35.00%	2,800	2,910	2,800
SMSC **	33.33%	1	--	1
Auxiliary Settlement Fund ***	1.75%	681	--	681

1 Valuation of shareholdings in accordance with Article 43(6) of Law 2190/1920

\* ASE Training Centre: a non-profit-making organization.

\*\* Stock Market Studies Company. a non-profit-making organization.

\*\*\* Stock Exchange Transaction Auxiliary Settlement Fund. This fund is not a legal entity with ASE S.A. being charged with the management and custodianship of all its assets.

### Current Assets

#### Clients

Receivables from clients include those from brokerage firms and companies listed on the Stock Exchange. The table below presents an indication of the periods over which these amounts are due:

## HELLENIC EXCHANGES HOLDING S.A.

CLIENT RECEIVABLES 31.12.2000		
<i>(GRD million)</i>		
Between 1 and 4 days	1,215	76.80%
Between 5 and 30 days	160	10.11%
Between 31 and 90 days	53	3.35%
Between 91 and 180 days	31	1.96%
Between 181 and 365 days	42	2.65%
More than 365 days	81	5.12%
<b>Total</b>	<b>1,582</b>	<b>100%</b>

As can be seen from the table above, the largest single category of receivables (76.8%) are those collected with four days.

Note that the total balance of receivables from clients which on 31.12.2000 amounted to 1,582GRD accounted for a very small percentage of the ASE's total turnover, just 5.5%.

### Sundry Debtors

A breakdown of the account 'sundry debtors' for the years 1999-2000 is contained in the following table:

SUNDRY DEBTORS			
<i>GRD million</i>	31.12.1999	31.12.2000	31.12.2000 (€ 000)
Advances to personnel	33	86	252
Prepaid income tax for 1999 -2000	5,732	4,778	14,021
Tax withheld at source on income interest	65	105	307
Income tax rebate	0		
Other sundry debtors	35	76	222
Advances from trade debtors	11	5	14
<b>TOTAL</b>	<b>5,876</b>	<b>5,049</b>	<b>14,816</b>

### Securities

The company's 'securities' account includes shares of listed companies, interest bearing notes and Greek treasury bonds. During 2000 this account stood at 42.4 billion GRD (€ 124,473,000) while in 1999 it was 37.4 billion GRD. More specifically, the securities of the company can be broken down as follows:

<i>GRD million</i>	31.12.1999	31.12.2000	31.12.2000 (€ 000)
Shares	15,209	22,379	65,676
Bonds	0	0	0
other securities	22,231	20,035	58,778
<b>Total</b>	<b>37,440</b>	<b>42,414</b>	<b>124,474</b>

The account "Other securities" on 31.12.1999 and 31.12.2000 was as follows:

## HELLENIC EXCHANGES HOLDING S.A.

<i>GRD million</i>	31.12.1999	31.12.2000	31.12.2000 (€000)
Greek treasury bonds	14,431	7,314	21,464
Interest bearing Greek treasury notes	2,500	0	0
REPOS	5,300	12,721	37,332
<b>Total</b>	<b>22,231</b>	<b>20,035</b>	<b>58,797</b>

A breakdown of the company's share portfolio on 31.12.2000 was as follows:

SHARES	Acquisition value In 000' GRD	Acquisition value in €	Current* Value in 000' GRD	Current* Value in €
BANK OF Greece	119,462	350,585	1,011,509	2,968,478
COMMERCIAL BANK OF GREECE	2,581,170	7,574,970	3,841,137	11,272,596
NATIONAL BANK OF GREECE	7,344,568	21,554,125	11,942,869	35,048,772
ALPHA BANK	11,649,492	34,187,798	26,553,183	77,925,702
EFG BANK	585,800	1,719,149	899,131	2,638,682
OTE	98,971	290,450	128,151	376,085
<b>Total</b>	<b>22,379,464</b>	<b>65,677,077</b>	<b>44,375,980</b>	<b>130,230,315</b>

\* based on December 2000 average value

The above securities were valued at the lowest price between the acquisition price and the current price in accordance with Article 43 of Law 2190/1920 and the Accounting Books and Records Code.

### Pre-payments and accrued income

The sums of 604 million GRD and 397 million GRD (€ 1,164,000) which appear in the Transit Debit Balance accounts on 31.12.1999 and 31.12.2000 respectively can be broken down as follows:

TRANSIT DEBIT BALANCES	31.12.1999	31.12.2000	31.12.2000 (€ 000)
<i>GRD million</i>			
Interest on deposits	0	0	0
Income receivable from repos	27	53	156
Interest from interest bearing Greek treasury notes	36	0	0
Interest from other securities	534	334	981
Prepaid expenses	7	9	26
<b>Total</b>	<b>604</b>	<b>397</b>	<b>1,164</b>

### **Shareholders' equity**

The company's shareholders' equity increased steadily throughout the entire period under examination mainly due to the reserved dividend policy of the company. More specifically in 2000 the Shareholders' equity total stood at 44.01 billion GRD (€ 129,157,000) up some 33.3% compared to 1999.

Note that the shareholders' equity total includes investment subsidies for the ASE's IT system which stood at 119 million GRD (€ 349,000) on 31.12.2000. The said project has been included in the subsidized operational programme with an overall budget of around 3,918 million GRD, 50% financed



## HELLENIC EXCHANGES HOLDING S.A.

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by the European Regional Development Fund (ERDF) and with a small part of the project eligible for 70% financing from the European Social Fund (ESF).

### ***Provisions***

The provisions which appear in the company's balance sheet during the five year period under consideration are those related to compensation for personnel leaving service.

### ***Current liabilities***

#### Suppliers

The balance of the 'Suppliers' account include amounts payable by ASE to the Suppliers of its equipment, software, etc. The table below provides a breakdown of the said account at 31.12.2000:

SUPPLIERS ACCOUNTS OUTSTANDING		
(GRD million)	31.12.2000	(%)
From 1 to 4 days	1,261	73.02%
From 5 to 30 days	331	19.17%
From 31 to 90 days	119	6.89%
From 91 to 180 days	1	0.06%
From 181 to 365 days	5	0.29%
More than 365 days	10	0.58%
<b>Total</b>	<b>1,727</b>	<b>100%</b>

Note that the balance of this account on 31.12.2000 also includes liabilities to the affiliated companies TSEC and ASYK worth a total of 98 million GRD and 161 million GRD respectively.

#### Taxes - duties- Insurance and pension fund dues

Taxes, duties and insurance and pension fund dues for 2000 stood at 8,027 million GRD (€ 23,558,000) compared to 15,158 million GRD for 1999 and mainly include the balance of income tax due and prepaid tax worth 7,715 million GRD (€ 22,641,000) and 14,702 million GRD (€ 43,146,000) for the years 2000 and 1999 respectively.

Note that the company has no overdue tax debts or any overdue debts to insurance funds or banks.

#### ***Transit credit balances***

The transit credit balances, which amounted to 950 million GRD (€ 2,788,000) in 2000 and 2,271 million GRD in 1999, in large part relate to the companies accrued expenses and in particular to amounts payable to the Capital Market Commission and the levy to cover erroneous Stock Exchange transactions.

15.2.1.13.6 STOCK EXCHANGE RATIOS for the financial years 1996 – 2000

<b>STOCK EXCHANGE RATIOS FOR THE PERIOD</b>					
<b>1996 – 2000</b>	<b>1996</b>	<b>1997</b>	<b>1998</b>	<b>1999</b>	<b>2000</b>
<b>GROWTH RATIOS (%)</b>					
Turnover	Not avail.	6.3%	153.4%	224.8%	-12.3%
Pre-tax profits	Not avail.	3.7%	197.9%	221.3%	-10.5%
Profits after tax and directors' salaries	Not avail.	-11.9%	190.2%	200.2%	-7.7%
Tangible assets (undepreciated)	Not avail.	18.7%	29.9%	81.3%	10.7%
Total employed capital	Not avail.	20.9%	45.8%	123.4%	2.1%
<b>YIELD RATIOS (before tax) (%)</b>					
Average yield on shareholders' capital	Not avail.	22.1%	54.9%	119.6%	74.4%
Average yield on total employed capital	Not avail.	19.2%	42.4%	71.0%	45.5%
<b>DEBT BURDEN RATIOS (:1)</b>					
Debt / Equity	0.1	0.2	0.4	0.9	0.4
<b>LIQUIDITY RATIOS (:1)</b>					
General liquidity	9.1	4.4	2.5	1.7	2.5

## HELLENIC EXCHANGES HOLDING S.A.

### 15.2.1.13.7 Sources and allocation of capital

The sources and allocation of capital for the period 1996 – 2000, are presented in the following table:

<b>SOURCES AND ALLOCATION OF CAPITAL</b>	<b>17.7.95-</b>				
<b>(GRD million)</b>	<b>31.12.1996</b>	<b>1997</b>	<b>1998</b>	<b>1999</b>	<b>2000</b>
<b>SOURCES</b>					
Profit before tax	3,239	3,263	10,004	32,141	28,761
Depreciation (financial results)	261	354	794	1,193	2,009
Provisions	90	0	0	0	2
Share capital increases by cash	11,836	0	0	0	0
Investment subsidies	0	236	66	91	-274
Increase in liabilities					
- Long-term bank debt	0	0	0	0	0
- Current bank debt	0	0	0	0	0
- Other long-term liabilities	7	4	0	0	0
<b>Total</b>	<b>15,433</b>	<b>3,858</b>	<b>10,864</b>	<b>33,425</b>	<b>30,499</b>
<b>ALLOCATION</b>					
Changes in working capital	9,764	811	-27	5,527	13662
Changes in cash on hand	1,227	-983	447	3,959	-4,437
Increase in establishment expenses& intangible assets	432	637	-97	546	1,720
Increase in tangible assets	2,252	546	1,163	3,158	645
Increase/(decrease) in shareholding and long-term Stock Exchange assets	1,013	518	3,803	779	1,162
Reduction in long-term bank debt	0	0	0	0	0
Reduction in current bank debt	0	0	0	0	0
Reduction in other long-term liabilities	0	0	7	-4	1
Dividends	333	1,460	2,750	9,000	9,000
Director's salaries and profit distributed to employees	0	0	0	0	0
Taxes	412	868	2,817	10,460	8,746
<b>Total</b>	<b>15,433</b>	<b>3,858</b>	<b>10,864</b>	<b>33,425</b>	<b>30,499</b>

15.2.1.13.8 Cash flow

Cash flow for the period 1996 – 2000 is presented in the following table:

BREAKDOWN OF CASH FLOW	17.7.95-				
	31.12.1996	1997	1998	1999	2000
Net profits after tax and directors' salaries	2,826	2,395	7,187	21,681	20,015
Plus Provisions	90	0	0	0	2
Plus Depreciation	261	354	794	1,193	2,009
Less Dividends	333	1,460	2,750	9,000	9,000
<b>Gross cash flow</b>	<b>2,844</b>	<b>1,289</b>	<b>5,231</b>	<b>13,874</b>	<b>13,027</b>
<b>LESS Operational cash requirements</b>					
<b>Increases / decreases in:</b>					
Client accounts / bills receivable on hand	54	45	306	913	264
Other receivables	452	510	843	4,071	-827
Marketable securities	10,430	2,054	3,053	21,903	4,974
Accrued asset balances	179	7	13	405	-207
<b>Total operational cash requirements</b>	<b>11,116</b>	<b>2,615</b>	<b>4,215</b>	<b>27,292</b>	<b>4,205</b>
<b>PLUS Operational cash sources</b>					
<b>Increases / decreases in:</b>					
Suppliers accounts / bills payable	47	276	135	2,271	-1,001
Other payables	1,237	1,419	3,819	17,689	-7,136
Accrued liability balances	69	109	288	1,805	-1,320
<b>Total operational cash sources</b>	<b>1,352</b>	<b>1,804</b>	<b>4,241</b>	<b>21,765</b>	<b>-9,457</b>
<b>Transfer to working capital</b>	<b>9,764</b>	<b>811</b>	<b>-27</b>	<b>5,527</b>	<b>13,662</b>
<b>Net cash flow</b>	<b>-6,920</b>	<b>478</b>	<b>5,258</b>	<b>8,347</b>	<b>-635</b>
<b>LESS non-operational cash requirements</b>					
Increase in establishment expenses	432	637	-97	546	1,720
Net investments in fixed assets	2,252	546	1,163	3,158	645
Reduction in other long-term liabilities	0	0	7	-4	1
Participations and other long-term receivables	1,013	518	3,803	779	1,162
<b>Total non-operational cash requirements</b>	<b>3,697</b>	<b>1,701</b>	<b>4,876</b>	<b>4,479</b>	<b>3,528</b>
<b>PLUS Non-operational cash sources</b>					
Capital increases by cash payment	11,836	0	0	0	0
Investment subsidies	0	236	66	91	-274
Increase in other long-term debt	7	4	0	0	0
<b>Total non-operational cash sources</b>	<b>11,843</b>	<b>241</b>	<b>66</b>	<b>91</b>	<b>-274</b>
<b>Cash transfer and other cash in hand</b>	<b>1,227</b>	<b>-983</b>	<b>447</b>	<b>3,959</b>	<b>-4,437</b>

## HELLENIC EXCHANGES HOLDING S.A.

### 15.2.1.14 Financial results for the period 1.1 – 30.9.2001

ASE's financial data for the period 1.1 – 30.09.2001 compared to the equivalent period in 2000 are set out below:

FINANCIAL RESULTS (GRD million)	1.1.-30.9.2000	1.1.-30.9.2000 (€ 000)	1.1-30.9.2001	1.1.-30.9.2001 (€ 000)
<b>Turnover</b>	<b>22,504</b>	<b>66,041</b>	<b>9,938</b>	<b>29,164</b>
Less: Cost of Sales (before depreciation)	2,936	8616	2,966	8,704
<b>Gross operating result (profit)</b>	<b>19,568</b>	<b>57,426</b>	<b>6,972</b>	<b>20,460</b>
<i>(as a % of turnover)</i>	87%	87%	70%	70%
Plus: Other operating income	39	114	94	275
<b>Total</b>	<b>19,607</b>	<b>57,540</b>	<b>7,066</b>	<b>20,735</b>
Less: Management expenses (before depreciation)	2,012	5905	1,586	4,654
Less: Listing expenses (before depreciation)	0	0	1,510	4,431
Less: Research and development expenses (before depreciation)	0	0	32	95
Total expenses	2,012	5,905	3,128	9,181
<i>(as a % of turnover)</i>	9%	9%	31%	31%
<b>Operating income</b>	<b>17,595</b>	<b>51,635</b>	<b>3,937</b>	<b>11,555</b>
<i>(as a % of turnover)</i>	78%	78%	40%	40%
Plus: Income from participating interests	5,386	15,807	4,890	14,351
Plus: Income from other investments	3,146	9,231	1,893	5,556
Plus: other income from capital	0	0	193	566
Less: Provisions for devaluation of participating interests/investments	0	0	470	1,379
Less: Expenses and losses from participating interests/investments	17	50	7	19
Plus: Extraordinary & non-operating income	420	1,231	657	1,927
Less: Extraordinary & non-operating expenses	7	20	7	21
<b>Profits before interest, depreciation and taxes</b>	<b>26,522</b>	<b>77,836</b>	<b>11,086</b>	<b>32,534</b>
<i>(as a % of turnover)</i>	118%	118%	112%	112%
Plus: Interest & related income	128	375	9	25
Less Interest charges & related expenses	7	19	2	7
<b>Profit before depreciation and taxes</b>	<b>26,644</b>	<b>78,192</b>	<b>11,092</b>	<b>32,552</b>
<i>(as a % of turnover)</i>	118%	118%	112%	112%
Less: Adjustments to value of fixed assets (total depreciation)	1,734	5,090	1,562	4,583
<b>Profit before tax</b>	<b>24,910</b>	<b>73,102</b>	<b>9,530</b>	<b>27,969</b>
<i>(as a % of turnover)</i>	111%	111%	96%	96%
<b>ADJUSTED PROFIT<sup>(1)</sup></b>				
<b>Profit before tax</b>			<b>9,530</b>	<b>27,968</b>
Tax adjustments (relevant financial years)			90	264
<b>Profits after tax, directors' salaries and tax audit adjustments</b>			<b>8,252</b>	<b>24,217</b>

(1) Adjusted on the basis of the remarks of the ordinary certified auditors accountants for the period 1.1. – 30.9.2001.

### Remarks on the financial results

The turnover of the company at 30.9.2001 stood at 9,938 million GRD (€ 29,164,000) down some 55.8% compared to the corresponding turnover on 30.9.2000 and can be broken down as follows:

## HELLENIC EXCHANGES HOLDING S.A.

TURNOVER PER ACTIVITY			
(GRD million)	1.1-30.9.2000	1.1-30.9.2001	1.1-30.9.2001 (€ 000)
Fees from brokerage firms - members	13,532	5,416	15,894
Fees from listed companies	8,299	3,483	10,220
Bonds – bonded loans	30	18	54
Terminal users-vendors	568	796	2,335
Other income from services provided	76	226	662
<b>Total</b>	<b>22,504</b>	<b>9,938</b>	<b>29,165</b>

The cost of services provided (cost of sales) before depreciation on 30.9.2001 stood at 2,966 million GRD (€ 8,704,000), management expenses of the company before depreciation stood at 1,586 million GRD (€ 4,654,000) and can be broken down as follows:

COST OF SALES		
(GRD million)	1.1.-30.9.2001	1.1.-30.9.2001 (€ 000)
Staff salaries and expenses	469	1,376
Third party salaries	33	97
Fees for third party services	1,455	4,270
Taxes - duties	471	1,381
Various expenses	538	1,580
<b>Total</b>	<b>2,966</b>	<b>8,704</b>

MANAGEMENT EXPENSES		
(GRD million)	1.1.-30.9.2001	1.1.-30.9.2001 (€ 000)
Staff salaries and expenses	425	1,246
Third party salaries	223	655
Fees for third party services	252	741
Taxes – duties	138	404
Various expenses	548	1,608
<b>Total</b>	<b>1,586</b>	<b>4,654</b>

Income from participating interests of the company on 30.9.2001 stood at 4,890 million GRD (€ 14,351,000) and can be broken down as follows:

INCOME FROM SHAREHOLDINGS		
(GRD million)	1.1.-30.9.2001	1.1.-30.9.2001 (€ 000)
CSD dividends for 2000	2,310	6,779
CSD share capital increase (General Meeting 27/2/01)	2,413	7,081
ASYK dividends for 2000	38	110
TSEC dividends for 2000	28	83
ADECH dividends for 2000	90	264
ASYK Share Capital Increase	4	11
TSEC Share Capital Increase - 25/6/01	8	22
<b>Total</b>	<b>4,890</b>	<b>14,351</b>

**Depreciation**

Total depreciation for the company on 30.9.2001 stood at 1,562 million GRD (€ 4,583,000) and was applied as follows:

<b>DEPRECIATION APPLIED</b>		
<b>(GRD million)</b>	<b>1.1.-30.9.2001</b>	<b>1.1.-30.9.2001 (€ 000)</b>
Cost of sales	1,492	4,379
Management expenses	45	133
Research and development expenses	1	2
Listing expenses	24	70
<b>Total</b>	<b>1,562</b>	<b>4,583</b>

**Off-book adjustments to ASE's results and net position**

The certified account who carried out the unscheduled audit of the company's accounts up to the period ending on 31.12.99 made the following remarks in his report:

- “1. Under fixed assets, there is included the undepreciated amount of GRD 1,110.2 million for the property which is claimed by the National Bank of Greece. According to a letter from the company's legal adviser, it is suggested that, “The Athens appeal court has decided in favour of the NBG's claim in respect of this property and the bank's obligation to pay ASE the sum of GRD 700 million, which is equivalent to the purchase price adjusted for devaluations and inflation. Announcement of the decision is expected to be followed by an appeal. Before a transfer of title to the NBG can be made, a final legal decision is necessary, the bank must pay the above amount and the transfer has to be recorded in the land registry.” No provision has been formed in relation to the effects on the company's financial results following the loss of this title.
- “2. The ASE has not made provisions for the likely negative impact on its financial results of the likely non-payment by debtors of the amount of 30,73 million GRD, and by clients of 78,460 million GRD, which have been outstanding for a considerable time.
- “3. ASE carried out regular tax audits for the years ending 31.12.1996, 31.12.1997 and 31.12.1998 and calculated income tax after adjustments at 39,92 million GRD, 109,40 million GRD and 70,65 million GRD, respectively, that is a total amount of 220,05 million GRD. Since the amount was paid in one installment, ASE paid 209,05 million GRD, by which amount the profits for appropriation were reduced in 1999.

“Since the tax audit concluded that some expenses that ASE had entered into the profit and loss account should have been depreciated over a number of years, ASE has entered these expenses under assets to be credited under “profits for appropriation” for the financial year 1999. These expenses amounted to GRD 156,98 million in 1997, and GRD 63,85 million in 1998. Furthermore, the company entered under “profits for appropriation” depreciations amounting to GRD7,84 million for 1997, 11,04 for 1998 relating to the above expenses of previous financial periods which had not been properly accounted for. The above amounts have been entered under the heading “prior period tax adjustments” (209,052-156,983-63,858+7,849+11,042=7,102).

*Note that no provision has been made for the taxation of ASE for the period 01.01 – 31.12.99 which based on the results of the audit for the aforementioned financial years would be approximately 80 million GRD where adjustments for expenses which should have been entered into the fixed assets are not imposed and where issues are not identified by a future tax audit giving rise to taxation issues.*

- “4. ASE has not included in the accounts any estimate of the likely loss expected to be incurred if the Council of State endorses the decision of the Capital Market Commission cancelling levies due to ASE from ASE members to cover the costs of upgrading of the Automatic Electronic Trading System (Greek acronym, ASIS). The amount of the levies paid reached 1,336.64 million GRD, as indicated in the attached ASE balance sheets dated 31.12.98. It is noted that the obligation to pay the above contributions has been cancelled as of financial year 1996, and for all companies listed on ASE from 01.01.99.
- “5. A letter from ASE’s legal adviser dated 25.4.2000 refers to outstanding legal claims against the company by third parties involving amounts totalling 4,200 million GRD, approximately. Of the above claims, an amount totalling 3,935 million GRD relates to claims made by ASE against the brokerage company Katsoulis Brokers S.A. In the legal adviser’s opinion, these claims will be directed against the Guarantee Fund, which is the only body legally liable to reimburse investors when a brokerage firm is unable to fulfill its obligations. As a result, no serious implications for ASE are expected to arise from this case. It is noted also that the case is still at an early stage and therefore no final conclusion is likely to be forthcoming for a considerable time.”

With respect to note 5 above, the independent legal adviser’s has clarified that the claim of Katsoulis Brokers S.A. for part of the compensation worth 3,395 million GRD being claimed, is directed against both ASE and the CSD. If the said claim were to be successful, costs would be apportioned between ASE and CSD respectively. In order to calculate the adjusted results of these companies it was simply accepted that apportionment would be 50:50.

According to the off-book adjustments made by the regular certified auditors – accountants of the Company HELEX for the consolidated results and shareholders’ equity for 2000 and for the period up to 30.09.2001, the following remarks can be made:

1. *In relation to the value of the property belonging to ASE at 1 Pasmazoglou St., Athens, a provision worth 544 million GRD was formed deductible from the financial results for the period. This amount is the difference between the sum of the undepreciated value of that property on 31.12.2000 namely 1,275 million GRD and the amount of 1,500 million GRD paid in addition by the ASE to the National Bank of Greece (on the basis of the agreement dated 7.6.2001) less the value of the property at 2,231 million GRD as determined on 25.8.2000 by the Institute of Certified Assessors ( $1,275+1,500-2,231=544$ ).*
2. *In relation to the pending actions against ASE and CSD concerning the KATSOULIS Brokers S.A. case, the companies accepted the assumption made in the independent accounting and financial audit up to the year 1999 and allocated the amount claimed by third parties 50:50 each among the ASE and CSD. Thus of the 4,880 million GRD in total claimed by third parties from the ASE, the amount of 4,615 million GRD relates to the Katsoulis Brokers S.A. cases which is allocated in the sum of 2,308 million GRD against each company and the remainder of 265 million GRD (4,880*



*million GRD less 4,615 million GRD) relates solely to the ASE. Consequently the total amount relating to ASE is 2.573 million GRD (2,308 million plus 265 million) and for CSD 2,308 million GRD*

3. *In relation to taxes for the unaudited financial years 2000 and 2001 the auditors estimated that in conjunction with the amount of taxes determined for the same causes during previous years, taxes will be in the order of 100 million GRD and 90 million GRD (120 million times 9/12) respectively.*
4. *In order to determine the level of income tax on profits for the period 1.1.2001-30.9.2001, the taxation rate used by the companies ASE and CSD were applied to the profits so as to calculate income tax on the estimated profits for the whole 2001 financial year.*
5. *In order to determine the adjusted shareholders' equity on 30.9.2001, the total for off-book adjustments for the period 1.1.2001-30.9.2001, included the sum of 2,050 million GRD for income tax on the profits for that period since the shareholders' equity on 30.9.2001, as presented in the financial statement of that same date is augmented with the profits before tax for the period 1.1.2001-30.9.2001.*

On the basis of the above, the following points can be made:

1. As mentioned above, in relation to the property at 1 Pasmazoglou St., it should be noted that the independent audit adjusted the results for the year 1999 and the ASE's shareholders' equity on 31.12.1999 by 410 million GRD which was based on payment of the sum of 700 million GRD by the National Bank of Greece to ASE since ownership of the building would devolve to NBG. Given the outcome of the case during 2001 with a settlement having been reached between the parties, with ownership of the building devolving to ASE, the regular certified auditors – accountants adjusted the shareholders' equity on 30.09.2001 by 544 million GRD. Consequently, the results for the ASE for the period 01.01.2001 – 30.09.2001 are adjusted by the sum of 134 million GRD (the difference between 544 million GRD and 410 million GRD which have already adjusted the results for 1999) while the ASE's shareholders' equity was adjusted by the total amount of 544 million GRD.
2. The provision formed by the independent audit carried out for the period up to 1999 from the financial results for taxes for 1999 worth 80 million GRD remains since no tax audit for this year has yet been carried out.
3. In relation to Note 3 of the independent audit cited above concerning possible losses which could arise from recourse by members of the ASE to the Council of State in order to annul the decision of the Capital Market Commission on levies payable to the ASE for modernization of ASIS worth 1,336,648 million GRD, note that the court dispute ended with the petition for annulment being dismissed (a decision was issued quashing the trial – Council of State Judgement No. 1588/2000 6<sup>th</sup> Chamber). Consequently there is no note in the company's financial statements for the year 2000 or the Financial Statement dated 30.09.2001. Thus the adjustment worth 1.337 billion GRD made is no longer valid and is reversed.
4. In relation to adjustments made for pending legal actions by the regular certified auditors – accounts for the financial year 1999 worth 2.232 billion GRD, the results for the period 01.01.2001 – 30.09.2001 have been charged with a further amount of 341 million GRD (2.573

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billion GRD less GRD 2.232 billion GRD). Note too that in relation to liabilities of 4.615 billion GRD which relate to the Katsoulis Brokers S.A. cases, judgements have already been issued by the Multi-Member Court of First Instance of Athens dismissing two of the actions worth 2,859,166,751 GRD, a fact which was not taken into account in the adjustments made.

As a result of the above remarks, the results and net position of ASE were adjusted off-book as follows:

OFF-BOOK ADJUSTMENTS TO ASE'S RESULTS	17.7.95-31.12.96	1997	1998	1999	2000	2000 (€'000)	1.1.01 – 30.09.01	1.1.01 – 30.09.01 (€'000)
<i>(GRD million)</i>								
<b>Balance sheet profits before tax</b>	<b>3,239</b>	<b>3,358</b>	<b>10,004</b>	<b>32,141</b>	<b>28,761</b>	<b>84,405</b>	<b>9,530</b>	<b>27,968</b>
Provision for pending court action on ASE property	0	0	0	410	0	0	134	393
Provision for bad debt	0	0	0	109	0	0	0	0
Provision for return of levy paid for ASIS	0	0	0	1,337	0	0	(1,337)	(3,924)
Provision for possible negative outcome of cases pending against ASE	0	0	0	2,232	0	0	341	1,001
<b>Total off-book adjustments</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>4,088</b>	<b>0</b>	<b>0</b>	<b>(862)</b>	<b>(2,530)</b>
<b>Adjusted financial results before tax</b>	<b>3,239</b>	<b>3,358</b>	<b>10,004</b>	<b>28,053</b>	<b>28,761</b>	<b>84,405</b>	<b>10,392</b>	<b>30,497</b>
Less: income tax and other taxes	412	868	2,779	10,453	8,746	25,667	2,050	6,016
<b>Adjusted financial results after tax</b>	<b>2,826</b>	<b>2,489</b>	<b>7,225</b>	<b>17,600</b>	<b>20,015</b>	<b>58,738</b>	<b>8,342</b>	<b>24,481</b>
Less: prior period taxes	40	109	71	80	0	0	0	0
Less: provision for prior period tax adjustments	0	0	0	0	100	293	90	264
<b>Adjusted profits after taxes, directors' salaries and tax adjustments</b>	<b>2,786</b>	<b>2,380</b>	<b>7,155</b>	<b>17,520</b>	<b>19,915</b>	<b>58,445</b>	<b>8,252</b>	<b>24,217</b>

OFF-BOOK ADJUSTMENT TO ASE SHAREHOLDERS' EQUITY	30.09.01 (GRD million)	30.09.01 (€'000)
<b>ASE SHAREHOLDERS' EQUITY</b>	<b>53,797</b>	<b>157,878</b>
Less Total off-book adjustments	3,226	9,467
Less Taxes for the period 01.01.2001 – 30.09.2001	2,050	6,016
Less Taxes for 1999	80	235
Less provision for prior period tax adjustments	190	557
<b>Adjusted shareholders' equity ASE</b>	<b>48,281</b>	<b>141,690</b>

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### 15.2.1.15 Analysis of the financial statement for the period 1.1. – 30.9.2001

ASSETS (GRD million)	1.1.-30.9.2000	1.1.-30.9.2000 (€ 000)	1.1.-30.9.2001	1.1.-30.9.2001 (€ 000)
Establishment Expenses	4,043	11,864	4,519	13,263
Less: accumulated depreciation	2,001	5,872	2,690	7,894
Establishment expenses (undepreciated value)	2,042	5,992	1,830	5,369
Intangible assets	6,138	18,014	8,034	23,577
Less: accumulated depreciation	2,354	6,910	3,501	10,274
Undepreciated intangible assets	3,784	11,104	4,533	13,303
<b>Total tangible assets</b>	<b>3784</b>	<b>11,104</b>	<b>4,533</b>	<b>13,303</b>
Participations	7,750	22,744	10,174	29,858
Other long-term receivables	13	38	21	61
<b>Total Fixed Assets</b>	<b>11,547</b>	<b>33,887</b>	<b>14,728</b>	<b>43,222</b>
Clients	1,374	4,033	857	2,515
Cheques receivable	64	188	1	2
Sundry debtors	6,060	17,785	6,583	19,318
Pre-payments and credit management accounts	3	9	1	3
Marketable securities	36,068	105,850	32,147	94,343
Cash at bank and in hand	3,712	10,894	298	875
<b>Total current assets</b>	<b>47,282</b>	<b>138,760</b>	<b>39,887</b>	<b>117,056</b>
<b>Transit Debit Balances</b>	<b>611</b>	<b>1,792</b>	<b>395</b>	<b>1,160</b>
<b>TOTAL ASSETS</b>	<b>61,481</b>	<b>180,430</b>	<b>56,839</b>	<b>166,807</b>
Debit memo accounts	2,359	6,922	1,597	4,688

LIABILITIES	1.1-30.9.2000	1.1-30.9.2000 (€ 000)	1.1-30.9.2001	1.1-30.9.2001 (€ 000)
Share Capital	5,000	14,674	5,111	15,000
Premium on capital stock	6,836	20,062	6,836	20,062
Value adjustments & fixed asset investment grants	690	2,024	870	2,552
Reserves	9,181	26,944	10,299	30,225
Results carried forward	36,274	106,454	30,681	90,039
<b>Total shareholders' equity</b>	<b>57,982</b>	<b>170,159</b>	<b>53,797</b>	<b>157,879</b>
<b>Provisions</b>	<b>90</b>	<b>264</b>	<b>91</b>	<b>266</b>
<b>Long-term liabilities</b>				
<b>Other long-term liabilities</b>	<b>6</b>	<b>18</b>	<b>3</b>	<b>9</b>
<b>Current liabilities</b>				
Suppliers	1,354	3,973	1,951	5,727
Client down payments	97	284	63	185
Taxes – duties	112	329	97	285
Insurance and pension fund dues	19	56	26	77
Dividends payable	0	0	0	0
Sundry creditors	2	7	16	48
<b>Total current liabilities</b>	<b>1,584</b>	<b>4,649</b>	<b>2,154</b>	<b>6,322</b>
<b>Transit credit balances</b>	<b>1,819</b>	<b>5,340</b>	<b>794</b>	<b>2,330</b>
<b>TOTAL LIABILITIES</b>	<b>61,481</b>	<b>180,430</b>	<b>56,839</b>	<b>166,807</b>
Credit memo accounts	2,359	6,922	1,597	4,688

### Remarks on the balance sheet

## HELLENIC EXCHANGES HOLDING S.A.

Establishment Expenses before depreciation on 30.9.2001 stood at 4,519 million GRD (€ 13,262,000) and can be broken down as follows:

ESTABLISHMENT EXPENSES		
(GRD million)	1.1-30.9.2001	1.1-30.9.2001 (€ 000)
Reorganization studies – supervision - execution	588	1,724
Software	1,230	3,610
Refurbishment of computer room and Stock Exchange	12	35
<b>Total</b>	<b>1,830</b>	<b>5,369</b>

### *Participations*

Shareholdings in companies on 30.9.2001 stood at 10.174 million GRD (€ 29,858,000) and can be broken down as follows:

GRD million	Extent of shareholding (30.9.2001)	Acquisition value (30.9.2001)	Book value (30.9.2001)	Lowest value between acquisition value and book value (30.9.2001)
CSD S.A.	38.50%	5,096	10,044	5,096
ASYK S.A.	37.17%	167	449	167
TSEC S.A.	33.80%	346	558	346
ASE Training Centre *	40.00%	16	--	16
ADEX S.A.	35.46%	1,064	1,167	1,064
ADECH S.A.	35.00%	2,800	2,910	2,800
SMSC **	33.33%	1	--	1
Auxiliary Fund ***	1.75%	681	--	681

### *Current Assets*

#### Clients

Receivables from clients include those from brokerage firms and companies listed on the Stock Exchange. The following table presents an indication of the periods over which these amounts are due:

CLIENT RECEIVABLES 30.9.2001		
(GRD million)		
Between 1 and 4 days	429	50.06%
Between 5 and 30 days	81	9.45%
Between 31 and 90 days	49	5.72%
Between 91 and 180 days	167	19.49%
Between 181 and 365 days	100	11.67%
More than 365 days	31	3.62%
<b>Total</b>	<b>857</b>	<b>100%</b>

Approximately half of client receivables are represented by those receivables collected within four days.

The total balance of client receivables, which on 30.9.2001 stood at 857 GRD million represented a small percentage of overall ASE turnover (5.8%).

#### Sundry debtors

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A breakdown of the 'sundry debtors' account on 30.9.2001 is presented in the table below:

<b>SUNDRY DEBTORS</b>		
<i>(GRD million)</i>	<b>1.1.-30.9.2001</b>	<b>1.1.-30.9.2001 (€ 000)</b>
Advances to personnel	7	20
Prepaid income tax	4,778	14,021
Tax withheld at source on interest income	141	415
Greek state - other receivables	1	2
Other sundry debtors	1,576	4,624
Advances from trade debtors	81	236
<b>Total</b>	<b>6,583</b>	<b>19,318</b>

### Securities

The company's 'securities' account includes shares of listed company and Greek treasury interesting bearing notes and bonds. On 30.9.2001 the said account amounted to 32,147 million GRD (€ 94,343,000).

More specifically, the securities of the company can be broken down as follows:

<i>(GRD million)</i>	<b>1.1.-30.9.2001</b>	<b>1.1.-30.9.2001 (€ 000)</b>
Shares	24,163	70,912
Other securities	7,984	23,431
<b>Total</b>	<b>32,147</b>	<b>94,343</b>

The 'other securities' account on 30.9.2001 contained Greek treasury bonds (GTB) worth 7,313 million GRD (€ 21,464,000) and repos worth 670 million GRD (€ 1,966,000) and can be broken down as follows:

<b>Purchase date</b>	<b>Type</b>	<b>Bank</b>	<b>Expiry date</b>	<b>Interest rate</b>	<b>amount (GRD million)</b>	<b>(€ 000)</b>
30.9.1996	GTB	--	30.9.2003	Fluctuating	2.740	8.041
31.12.1996	GTB	--	31.12.2003	Fluctuating	278	816
4.10.1999	GTB	--	22.1.2002	7.6%	2.414	7.084
1.3.2000	GTB	--	1.3.2003	8.9%	1.882	5.523
29.9.2001	Repos	NBG	30.9.2001	3.72%	670	1.966
<b>Total</b>					<b>7.984</b>	<b>23.340</b>

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The breakdown of the company's share portfolio on 30.9.2001 was as follows:

SHARES	Acquisition value	Acquisition value	Current*	Current *
	In GRD '000	in €	Value in GRD '000	Value in €
BANK OF Greece	119,462	350,587	849,395	2,492,721
COMMERCIAL BANK OF GREECE	2,581,170	7,574,968	2,070,729	6,076,975
NATIONAL BANK OF GREECE	8,591,689	25,214,053	7,585,785	22,262,024
ALPHA BANK	12,501,488	36,688,152	14,001,749	41,090,974
EFG BANK	740,901	2,174,325	599,648	1,759,788
OTE	98,971	290,450	133,954	393,116
<b>Total</b>	<b>24,633,682</b>	<b>72,292,536</b>	<b>25,241,260</b>	<b>74,075,598</b>

\* Based on September 2001 average value

The above securities were valued at the lowest value between acquisition value and current value in accordance with Article 43 of Law 2190/1920 and the Hellenic Accounting Books and Records Code.

### Transit debit balances

The sum of 395 million GRD (€ 1,160,000) which appears in the transit debit balances on 30.9.2001 can be broken down as follows:

TRANSIT DEBIT BALANCES		
(GRD million)	1.1-30.9.2001	1.1-30.9.2001 (€ 000)
Income from repos	1	4
Interest from GTB	186	546
OASIS income	198	580
Prepaid expenses	10	30
<b>Total</b>	<b>395</b>	<b>1,160</b>

### *Shareholders' equity*

On 30.9.2001 total shareholders' equity stood at 53,797 million GRD (€ 157,879,000) compared to 57,982 million GRD on 30.9.2000.

### *Current liabilities*

#### Suppliers

The balance of the 'Suppliers' account includes amounts payable by ASE to its suppliers for equipment, software, etc. The table below provides a breakdown of this account on 30.9.2001:

SUPPLIERS ACCOUNTS OUTSTANDING		
(GRD million)	30.9.2001	(%)
From 1 to 4 days	527	28.05%
From 5 to 30 days	379	20.17%
From 31 to 90 days	810	43.11%
From 91 to 180 days	42	2.24%
From 181 to 365 days	103	5.48%
More than 365 days	18	0.96%
<b>Total</b>	<b>1,879</b>	<b>100%</b>

*Taxes – duties – Insurance and pension fund dues*

Taxes, duties and insurance and pension fund dues payable on 30.9.2001 stood at 123 million GRD (€ 362,000) while on 30.9.2000 the figure was 131 million GRD (€ 384,000). Tax payable mainly relates to VAT due worth 37.6 million GRD (€ 110,000), staff salaries and other taxes worth 55.3 million GRD (€ 162,000).

*Transit credit balances*

The transit credit balances, which stood at 794 million GRD (€ 2,330,000) on 30.9.2001 compared to 1,819 million GRD on 30.9.2000 relate in large part to accrued expense and in particular to levies payable to the Capital Market Commission as well as a sum to cover erroneous Stock Exchange transactions worth 630 million GRD (€ 1,848,000).

15.2.1.16 ASE Forecast Results

The forecast results for the company for the 2001 financial year are presented below:

<b>FINANCIAL RESULTS(GRD million)</b>	<b>2001 (E)</b>	<b>2001 (€ 000)</b>
<b>Turnover</b>	<b>15,236</b>	<b>44,713</b>
Less: Cost of Sales (before depreciation)	3,952	11,598
<b>Gross operating result (profit)</b>	<b>11,284</b>	<b>33,115</b>
<i>(as a % of turnover)</i>	74%	74%
Plus: Other operating income	106	311
<b>Total</b>	<b>11,390</b>	<b>33,426</b>
Less: Management expenses (before depreciation)	2,085	6,119
Less: Listing expenses (before depreciation)	1,964	5,764
Less: Research & Development expenses (before depreciation)	41	120
Total expenses	4,090	12,003
<i>(as a % of turnover)</i>	27%	27%
<b>Operating income</b>	<b>7,300</b>	<b>21,423</b>
<i>(as a % of turnover)</i>	48%	48%
Plus: Income from participating interests	4,890	14,351
Plus: Income from securities	1,959	5,749
Less: Expenses and losses from participating interests/ investments	9	26
Plus: Extraordinary & non-operating income	972	2,853
Less: Extraordinary & non-operating expenses	4	12
<b>Profits before interest, depreciation and taxes</b>	<b>15,108</b>	<b>44,337</b>
<i>(as a % of turnover)</i>	99%	99%
Plus: Interest & related income	208	610
Less Interest charges & related expenses	3	9
<b>Profit before depreciation and taxes</b>	<b>15,313</b>	<b>44,939</b>
<i>(as a % of turnover)</i>	101%	101%
Less: Adjustments to value of fixed assets (total depreciation)	2,300	6,750
<b>Profit before tax</b>	<b>13,013</b>	<b>38,189</b>
<i>(as a % of turnover)</i>	85%	85%
Less: income tax	2,800	8,217
<b>Profits after tax</b>	<b>10,213</b>	<b>29,972</b>
<i>(as a % of turnover)</i>	67%	67%

The following points can be made in relation to the above forecasts:

- ASE turnover is closely connected with the performance of Stock Exchange transactions and the overall capitalization of listed companies on the basis of which transaction fees and quarterly subscription fees for listed companies are determined. Thus while the initial forecast for the average daily volume of transactions for the year had initially been set at 170 billion GRD following successful revisions it was set at 60 billion GRD for the rest of 2001.
- Based on this ASE turnover for 2001 is estimated as follows:



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	<i>(GRD million)</i>
<i>Fees on transactions</i>	6,000
<i>Order fees</i>	698
<i>Other income from brokerage firms</i>	<u>538</u>
	7,236
<i>Quarterly subscriptions</i>	2,100
<i>One-off listing fees</i>	2,500
<i>One-off fees for capital increases, mergers and acquisitions and publications</i>	<u>176</u>
<i>Sub-total</i>	4,776
<i>Other income (mainly income from use of terminals - vendors)</i>	3,243
<b>Total Turnover</b>	<b>15,236</b>

### *Income from shareholdings*

The reduction in the company's income from shareholdings is mainly due to the reduction in dividends collected by ASE from its shareholding in CSD. More specifically, the CSD dividend for the year 1999 stood at 10.5 billion GRD while for 2000 it was 6 billion GRD (€ 17,608,000).

### *Income from other investments*

This includes dividends announced for the share placements of the company, placements in repos Greek Treasury Bonds.

### *Extraordinary income*

As in 2000 this includes income from fines as well as subsidies from the KLEISTHENIS Programme.

## **15.3 Affiliated Companies**

### **15.3.1 Central Securities Depository S.A.**

#### 15.3.1.1 General

The Central Securities Depository S.A. (CSD) was established on 22.2.1991 by the ASE as provided for in Article 33a of Law 1806/88, as in force, (Government Gazette 434/22.2.1991) with its head offices in the Municipality of Athens and with company registration No. 23708/06/B/91/25.

The objective of the CSD, according to Article 33a of Law 1806/88, as in force, and Article 2 of its Articles of Association is:

1. to clear Stock Exchange transactions for the ASE, issue, amend, cancel or replace depository receipts, safeguard securities for which depository receipts have been issued as well as all other activities related to this objective.
2. to classify dematerialized securities listed on the ASE, and transfers, blocks and encumbrances affecting them due to any reason and all other tasks related to these dematerialized securities.
3. to provide services relating to: a) the distribution of dividends, b) payment of interest coupons, c) distribution of securities, d) intermediation in the transfer of right to receive shares without consideration, e) all activities related to the above.
4. to clear transactions relating to Greek treasury dematerialized securities entered into on the ASE.
5. to participate in public companies where its objectives are promoted in this way.
6. to establish subsidiary companies.

The company's period of activity expires on 31.12.2040, while the General Meeting of Shareholders may decide to extend or shorten this period.

Since its establishment the CSD has been housed in rented offices with a total surface area of 1,123.3m<sup>2</sup> located in the building at 1 Pasmazoglou St. owned by ASE. More specifically, the company rents 112m<sup>2</sup> in the basement of the building, 281.4m<sup>2</sup> on the ground floor and mezzanine, 292.7m<sup>2</sup> on the first floor, 307.0m<sup>2</sup> on the third floor and 130.2m<sup>2</sup> on the fifth floor. The company's expanding needs associated with a significant rise in annual turnover and the development of new systems has made it necessary to rent new buildings:

- the 2nd and 3rd floor of the building at 1 Pasmazoglou St. With a total surface area of 347.19m<sup>2</sup> housing the legal advisers and Work Department divisions.
- the 4th, 5th and 6th floors of the building at 3 Kleisthenous St. with a total surface area of 440.3 m<sup>2</sup>, housing the Work Department and the archive.
- the 1st, 2nd, 3rd, 4th, 5th and 6th floors of the building at 19 Evripidou St. with a total surface area of 1,095.6m<sup>2</sup>, housing the IT Department.
- the 1st floor of the building at 21 Sofokleous St, with a surface area of 300 m<sup>2</sup> housing the organization and management support department.
- The 1<sup>st</sup> floor of the building at 16-18 Katouni St. in Thessaloniki with a surface area of 20m<sup>2</sup> from which the Client Service Dept. operates.
- The total rents for the above spaces for 2000 stood at approximately 95 million GRD.

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- Storage facilities for the archive covering 380 m<sup>2</sup> at 178 Kifisias Ave., Halandri, are also used.

By means of decision of the 9<sup>th</sup> Extraordinary General Meeting of shareholders on 24.10.2000 the Central Securities Depository purchased a building with a total surface area of 3,300 m<sup>2</sup> at the junction of Mager St. and Acharnon St. in order to gather together all its departments which are scattered throughout the other buildings. The building is currently being restored. The cost of the building was 610 million GRD and was purchased from the National Bank of Greece.

The sole shareholder and founder of the CSD was, as provided for in Article 33<sup>a</sup> of Law 1806/88, added to by Article 56 of Law 1892/90 and the Articles of Association of the company, is the ASE. According to Article 5 of the Articles of Association of the company and Article 33a(3) of Law 1806/1988, the shares are registered. According to Article 6 of the Articles of Association shareholders of the company may only be a) Athens Stock Exchange S.A., b) banks whose shares have been listed on the Athens Stock Exchange, c) Mutual Fund Management companies, d) Investment Portfolio Management Companies and e) members of the Athens Stock Exchange. Transfer of registered shares is only permitted between the categories of legal entities cited above. Apart from the Athens Stock Exchange no other shareholder was entitled to hold more than 10% of the company's share capital.

In accordance with the provisions of Law 1806/88 as in force today, and those of the company's Articles of Association, between the period 15.7.1991 and 24.7.1991 ASE transferred 60.7% of the shares in the company to third parties being entitled to do so by law and the Articles of Association. On the basis of the decision of the General Meeting held on 27.02.2001 Article 6 of the Articles of Association was amended and the public limited company with the corporate name 'HELLENIC EXCHANGES S.A.' was added to those parties who could be shareholders of the company. On the basis of the decision of the Extraordinary General Meeting held on 5.12.2001 Article 6 of the Articles of Association was amended again and the restriction on the closed share composition of the company was abolished. Thus today the shares of the Company may be freely transferred without any restrictions.

The initial share capital of the company was 1 billion GRD divided into 1,000,000 common registered shares with a face value of 1,000 GRD each, paid up in full in cash by the Athens Stock Exchange, which was the sole shareholder at the date of establishment of the company.

Pursuant to decisions taken on 03.03.1999, 23.02.2000 and 27.02.2001 by the Annual General Meeting of the company the 1,000,000,000 drachma share capital of the company was increased by 2,000,000,000, 3,000,000,000 and 6,267,000,000 drachmas respectively and stands at 12,267,000,000 drachmas paid up in full and divided into 12,000,000 common registered shares with a face value of 1022.25 GRD or € 3 each.

Pursuant to the decision taken on 5.12.2001 by the Extraordinary General Meeting the share capital of the company standing at 12,267,000,000 drachmas was increased by 102,225,000 GRD or € 300,000 with the issue of 100,000 new common registered shares with a nominal value of 1,022.25 GRD or € 3 by payment in cash and waiver of the option by existing shareholders.

Following this the share capital of the Company stands at twelve billion three hundred and sixty nine million two hundred and twenty five thousand (12,369,225,000) drachmas paid up in full or thirty six million three hundred thousand euro (€ 36,300,000) divided into twelve million one hundred thousand (12,100,000) common shares with a face value of one thousand and twenty two drachmas and twenty five leptons (1,022.25) or threes (3) euro each.

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Following this the breakdown of ownership of shares in the CSD on 10.11.2001 was as follows:

Share spread of CSD S.A.	Number of Shares	(%)
Athens Stock Exchange S.A.	4,620,000	38.18
Banks listed on ASE	2,373,600	19.61
Mutual Fund Management Companies	940,500	7.77
Investment Fund Management Companies	1,776,000	14.67
Securities Companies	2,289,900	18.92
Members of the BoD and employees of CSD	100,000	0.82
<b>Total</b>	<b>12,100,000</b>	<b>100.00</b>

Note that the total number of third party shareholders in CSD to whom this proposal to exchange their shares is addressed (see in detail Ch. 3 'BRIEF INFORMATION ABOUT THE SHARE CAPITAL INCREASE' and Ch. 7 'SHARE CAPITAL INCREASE') number 78.

The current Board of Directors of the company was elected by the 8<sup>th</sup> Annual General Meeting of Shareholders on 23.2.2000 to serve for three years until 30.6.2000. The Board of Directors consists of 11 members and formally convened following the decision of the board taken on 23.2.2000 (Societes Anonyme and Limited Liabilities Companies Issue of the Government Gazette 2544/6.4.2000) and was altered by means of decision taken on 29.11.2001 by the board following the resignation of a member (Societes Anonyme and Limited Liabilities Companies Issue of the Government Gazette 1247/28.2.2001) approved by the 10<sup>th</sup> Annual General Meeting of Shareholders on 27.2.2001.

The current Board of Directors is comprised of the following persons:

Name - Surname	Board Position	Profession
Theodoros N. Pantalakis	Chairman	Economist
Nikolaos I. Zografos	Vice-Chairman	Retired certified auditor
Loukas S. Zangas	Managing Director	Economist
Spyridon M. Lazaris	Member	Economist
Dimitrios A. Tsiribis	Member	Statistician
Artemis C. Theodoridis	Member	Economist
Athena A. Despiri	Member	Economist
Nikolaos I. Pantelakis	Member	Economist
Constantinos H. Pentedekis	Member	Stockbroker
Christos K. Spanos	Member	Economist
Iraklis D. Hortarias	Member	Bank employee

Note that directors' remuneration for the 2000 financial year stood at 104,521,205 GRD (lowest salary 567,000 GRD and highest salary 66,681,205 GRD) while for the year 2001 it is estimated to be 93,641,232 GRD (lowest salary 2,400,000 GRD and highest salary 65,681,232 GRD).

Remuneration for senior management of the company for 2000 stood at 222,141,475 GRD (lowest salary 15,880,239 GRD and highest salary 39,424,972 GRD) while for the year 2001 it is estimated to be 262,886,685 GRD (lowest salary 16,242,176 GRD and highest salary 41,343,720 GRD).

The following table shows the members of the Board of Directors of the company who participate in the Boards of Directors of other companies:

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Member	Company	Board Position	Extent of shareholding
Theodoros Pantalakis	National Bank of Greece	Vice-Chairman	-
	Ethniki General Insurance S.A.	Chairman	-
	'EKTENEPOL' Real Estate & Construction	Chairman	-
	Astir Palace Vouliagmeni S.A.	Chairman	-
	Astir Alexandroupolis S.A.	Chairman	-
	Phosphoric Fertilizer Industry	Chairman	-
	Ethniki Property & General Warehouse Development	Chairman	-
	NBG BANCASSURANCE S.A.	Vice-Chairman	-
	National Bank of Greece (Cyprus)	Vice-Chairman	-
	AGET Heracles	Vice-Chairman	-
	DIAS Interbanking System	Vice-Chairman	-
	YES Hellenic Financing & Leasing Group	Director	-
	HELLENIC TECHNODOMIKI Construction S.A.	Director	-
Nikolaos Zografos	Hermes Mutual Fund Management S.A.	Member	-
Loukas Zangas	ADECH	Member	-
	ASYK S.A.	Member	-
	ADEX S.A.	Member	-
Artemis Theodoridis	ASYK S.A.	Member	-
	Alpha Finance	Chairman & Managing Director	-
	Alpha Ventures	Chairman	-
	Alpha Equity Fund	Chairman	-
	Alpha Finance U.S. Corporation	Chairman	-
	Alpha Finance Romania	Vice-Chairman & Managing Director	-
Athena Despiri	EFG EUROBANK Securities	Member	-
	WWF Hellas	Member	-
Christos Spanos	Hermes Mutual Fund Management S.A.	Vice-Chairman	-
	O.T.E.	Member	-
	ADEX S.A.	Member	-
	Association of Institutional Investors	Chairman	-
Iraklis Hortarias	Hellenic Tourist Works S.A.	Chairman	-
	National real estate & tourism S.A.	Chairman	-
	Dionysos National Hotel, Tourism & Property Investment S.A.	Chairman	-
	Ethniki Portfolio Management S.A.	Vice-Chairman	-
	Ethniki Mutual Fund Management S.A.	Vice-Chairman	-
	Ethniki Property & General Warehouse Development	Vice-Chairman	-
	ETEBA	Director	-
	Ethniki Leasing S.A.	Director	-
	'EKTENEPOL' Real Estate & Construction	Director	-
	Astir Alexandroupolis S.A.	Director	-
	Grand Hotel – Summer Palace S.A.	Director	-
	ASYK S.A.	Director	-
	Astir Palace Vouliagmeni S.A.	Director	-
	Ethniki Art S.A.	Director	-
Protypos K.T S.A.	Director	-	
Nikolaos Pantelakis	HSBC Pantelakis Brokerage S.A.	Member and Managing Director	above 3%

### 15.3.1.2 Services provided by CSD

During its 10 years in operation Central Securities Depository S.A. has played a significant role in the capital market, focused on modernizing the services it provides and on its role in developing the Hellenic capital market. The company developed and completed a series of projects with the most important being those related to stock splits and the conversion of physical share certificates to the paperless system.

Stock splits and the issue of depository receipts reduced the transfer of paper shares on the market and was the foundation stone for dematerialization of shares and their input as electronic entries in the Central Securities Depository's Paperless Clearing System.

Following dematerialization of shares the company was transformed into a central support mechanism for the capital market and is a link between the companies listed on the ASE and investors. With its new role the Company guarantees security to the investor in relation to the ownership of the securities in the electronic registration environment also providing other services such as maintaining his securities account and providing information about the content and transactions involving his account. It provides companies listed on the ASE with updates on their share registers and the execution of transactions as well as services concerning relations between issuers and their shareholders. It also provides services to the members of the ASE and Banks acting as custodians for their participation in the Paperless Clearing System.

### **Clearance and Settlement of Stock Exchange transactions**

The Depository is the central body which has undertaken to clear and settle Stock Exchange transactions and to manage the Paperless Clearing System (PCS) into which dematerialized securities such as shares, options and bonded loans, listed on the Athens Stock Exchange are entered and to monitor transfer of these via the Investor Securities Accounts maintained on the PCS. Participants in the clearance and settlement of Stock Exchange transactions are the PCS operators, in other words members of the Stock Exchange and Bank providing custodian services.

Clearance and settlement of transactions is based on a transactions file dispatched electronically by the ASE to CSD following the completion of the transaction. This file is input into the PCS and the financial and quantitative liabilities of the operators are calculated. The financial liabilities deriving from purchases are offset against the claims from sales and constitute the net financial obligation of the operator. Operators are obliged on settlement day to deposit the amount corresponding to their net liabilities in their monetary account maintained for this purpose with the cash settlement bank (ALPHA BANK).

In the case where clearance and settlement of the transaction is undertaken by the Custodian Bank participating as operator in the PCS, the member which executed the order assigns it to the Custodian. Following assignment the Custodian assumes all liabilities and claims of the member. Operators are obliged to link each transaction with the Securities Account of the investor who entered into the transaction in order for the securities purchased to be entered in it or for those sold to be removed from it.

Settlement is multilateral based on the 'Payment on Delivery' principle and is considered final and irreversible in respect of its effects on the Investor Securities Accounts and the Operator Monetary Account on T+3, in other words on the third day after the transaction (T). Settlement is done within periods of time laid down by the CSD. During this stage CSD transfers the securities from the vendor's Securities Accounts to the purchaser – investor Securities Accounts and charges / debits the operator monetary accounts maintained with the cash settlement bank at the same time via the electronic link between the Depository's and Bank's systems.

The rules and procedures governing the clearance and settlement of Stock Exchange transactions are laid down in decisions of the Capital Market Commission and are recorded in the Stock Exchange Transaction Clearance and Paperless Clearing System Regulation.

### **Stock borrowing – short selling**

In order to meet the needs of borrowing of securities to cover cases of shorting selling, the CSD allows for the transfer of securities which are being borrowed on the basis of a relevant file dispatched by ADECH. In order to borrow securities the investor borrows the certificates using a stock borrowing agreement with ADECH which has borrowed the securities from another investor using a stock lending agreement. Following this the investor can sell this stock on the ASE by short selling. In all cases where an investor wishes to act as borrower or lender the other party is always ADECH which manages the stock pool available for lending.

### **Physical delivery of bonds of expiry of futures in 10-year Greek Treasury Bonds.**

CSD acts as intermediary in the physical delivery of Greek Treasury Bonds where this is required at the expiry of futures in 10-year bonds. Delivery is done in accordance with the relevant orders of ADECH via the Depository's participation in the Bank of Greece's Securities Monitoring System.

### **Margin Account**

CSD supports the blocking and unblocking of securities in the margin account. The Account Operator is responsible for classifying and declassifying securities which have been entered in the Securities Account as part of the margin account under the form of a legal pledge.

### **Monitoring coverage for ASE transactions**

The Depository monitors brokerage firm coverage in the case of exceedance of their daily transaction limit. The additional amount must be covered 100% either with bank guarantee letters which the company has submitted before commencement of the session or covered in the form of cash, guarantee letters or listed securities which the company must submit by 9:00 a.m the next day. Coverage in the form of bank guarantee letters or cash are provided to the Depository which holds them until clearance is complete. Holding by the Depository does not entail any liability to the brokerage firm in relation to clearance.

### **Entering new companies into the PCS**

During a public offering a shares of a company listing on the Stock Exchange for the first time the investor must declare to the Underwriter the Operator and Investor Share or Securities Account where the shares will be entered or declare the Depository as operator in the case where it wishes the shares entered in the Special Account. Following completion of registration and having received approval from the Stock Exchange the Company informs the Depository about the new shareholders and the shares held by each of them.

Entry of the securities in the Investor Securities Accounts is done by the Depository two days before commencement of trading of those securities on the Stock Exchange. During this period of two days operators can obtain information via PCS about the entry of these securities. Securities are fully entered in the investor securities accounts and are available on the date of commencement of trading on the Stock Exchange.

### **Transactions involving listed companies**

The Depository provides services to issuing companies relating to transactions involving their shares. More specifically it supports the following transactions:

- Share capital increases automatically generating and updating Investor Securities Accounts with the options corresponding to them and informing the issuing company about commitments made by investors on their options in order to exercise them. Finally it updates investor securities

accounts with new shares from the capital increase in accordance with the relevant file received from the issuing company following the end of the period for exercising options.

- Distribution of free shares, automatically generating the data based on the distribution algorithm determined by the issuing company and updated the investor securities accounts with the new shares corresponding to them.
- Split (and Reverse Split), automatically generating the data based on the distribution algorithm determined by the issuing company and updated the investor securities accounts with the new shares corresponding to them.
- Distribution of dividends, determining the beneficiaries and informing the issuing company with the relevant file in relation to registered shares and issuing confirmations in relation to unregistered shares so that the investor can collect the dividend from the issuing company.
- Holding of General Meeting, informing the issuing company about share commitment on the securities accounts placed by investors who wish to attend the General Meeting.

### **Maintaining investor Securities Shares and Accounts**

Each investor must have a Securities Share and Account on the PCS in order to purchase and sell shares of companies listed on the ASE. The Investor Share contains personal particulars (first and last name, father's name, tax No. and tax office, Police ID Card No., address, etc.) and the Securities Account contains the investor's dematerialized shares. The Depository provides services for creating and changing the standard data in Investor Shares and Securities Accounts, for activating and deactivating operators, for merging Shares owned by the same investor and for transferring shares to the Special Account.

### **Execution of special transactions involving investor security accounts**

The Depository provides investors with services relating to the formation of pledges and beneficial interests over securities, inheritance succession and off session transfer of securities. These services are offered by the CSD directly to the investor or to an authorized representative thereof from its offices on the ground floor of 1 Pesmazoglou St..

### **Investor Information Services – AxIA Services**

In addition to the above services, CSD also offers a range of services with the general title 'AxIA' which employ cutting edge technology with the aim of providing integrated, direct services to investors and ensuring the integrity and validity of these services. The AxIA services aim to provide information to the investor about the content and transactions of his Securities Account.

#### **AxIAphone      Call line**

By dialling 37 11 1000 the investor connects to the CSD's investor telephone service centre where he can get information on the balance of his Securities Account having entered his access code. No human intervention is involved. Moreover, the investor can hear pre-recorded information about the operation of the Paperless Clearing System and the services provided by CSD or connect to a CSD employee for any queries or to make observations.

#### **AxIAweb      Securities on your screen**

Via the CSD's website [www.axiaweb.gr](http://www.axiaweb.gr) and his PC screen, the investor can input his personal access codes, get information about transaction and the balance of his Securities Account, Share data and a valuation of his portfolio based on the latest closing price for shares on the Stock Exchange. Moreover, the visitor can find general information about the Company in both English and Greek and connect to the



websites of the other companies in the HELEX Group, as well as to that of his PCS Operator.

**AxIAmail      Your dematerialized shares on Paper**

Where investors wish and submit a request to this effect the Depository can in addition dispatch a printed update by mail with the current securities balance in their Share and the transactions which generated that balance.

**AxIAbank      Securities via your Cashcard**

Using this new service the investor can get specific information about his portfolio using his cashcard at his bank's ATMs. This service is provided in collaboration between CSD and the banks which allow the cashcards of their clients – investors to be connected to the Securities Accounts on the Paperless Clearing System.

**AxIAcard      The Investor's Smart Card**

Investor's can obtain information by using the smart card AxIAcard issued by the CSD to each investor who wants one. Any investor with a Share on the PCS can become a cardholder.

**AxIANet      Investor Information Centre**

By using the AxIAcard via the AxIANet Investor Information Centre network investors can obtain information on their PCS Shares, the balance of the Securities Account and the transactions for the last five days.

Today the following investor points of service operate via AxIANet:

- Investor Service Department, 1 Pasmazoglou St., Athens.
- Public Service Office, 14 Tsimiski St., 3rd floor, Thessaloniki.

**Capital Market Support Services**

The CSD collects and pays:

- Tax on sales via Stock Exchange transactions, on behalf of the Greek State.
- The fees of brokerage firms from the levy on the value of their stock exchange transactions on behalf of the Guarantee Fund.
- The fees of the ASE for Stock Exchange transactions on behalf of ASE.

Moreover, CSD has created and placed at the disposal of the Capital Market Commission, special software enabling its officers to gain access to the PCS in order to perform its supervisory role.

15.3.1.3 Personnel

The CSD's human resources policy is to maintain staffing a level which permit the proper running of the company and to provide ongoing training so that staff can cover its needs.

The growth in the number of CSD staff between 1997-2000, taken from the notes to the company's published balance sheets, is presented below:

## HELLENIC EXCHANGES HOLDING S.A.

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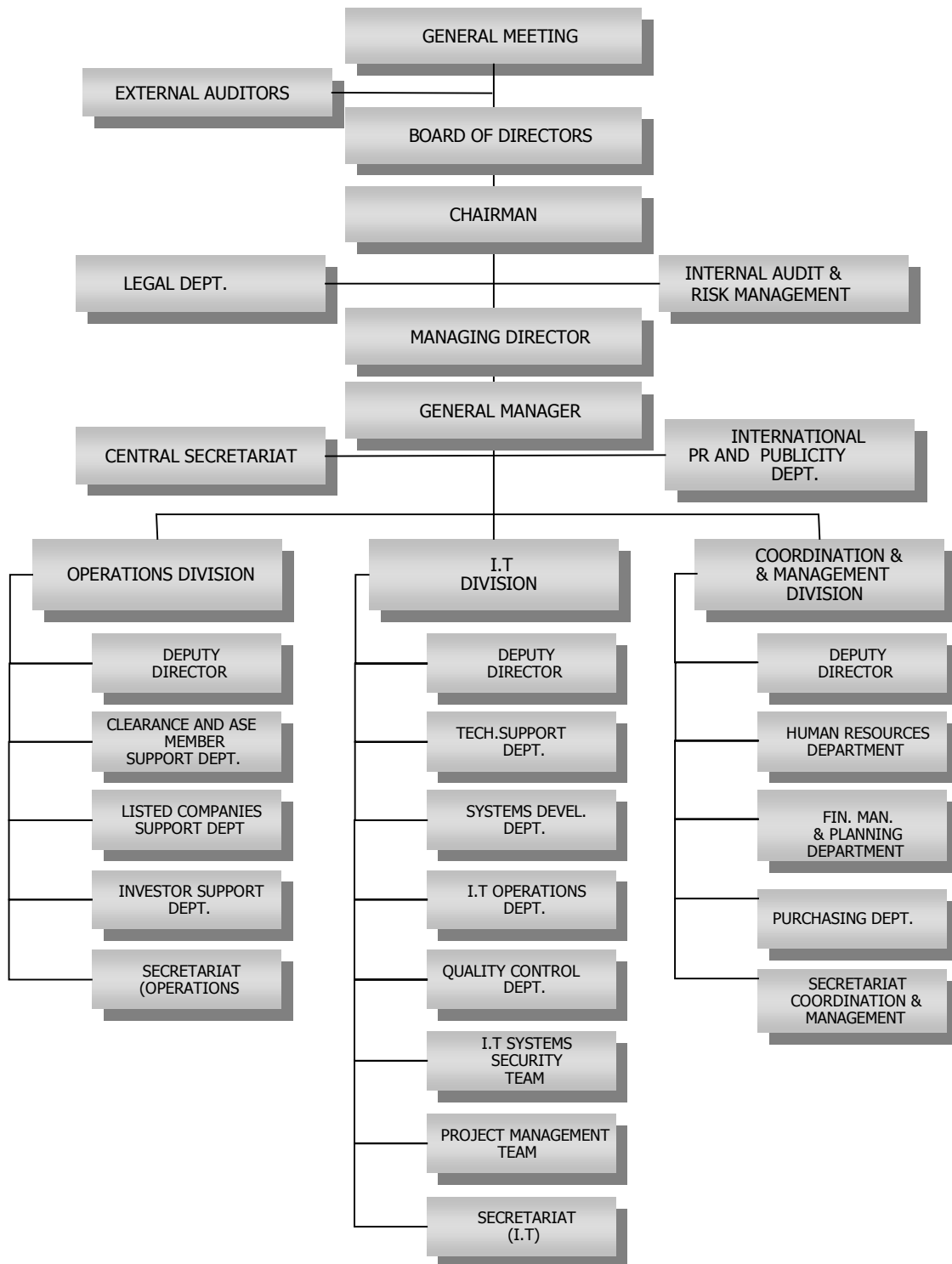
	<b>1997</b>	<b>1998</b>	<b>1999</b>	<b>2000</b>
Average staff numbers	141	214	302	339

The number of CSD staff on 31<sup>st</sup> December 2000 was 339 of which 204 were on open-ended contracts of work, 11 were salaried employees (lawyers) and 24 were on fixed term contracts compared to a total of 302 employees on 31.12.1999.

The Company has drawn up and implemented an Employment Regulation (Approval No. 5750/8.10.2000, Prefecture of Athens).

15.3.1.4 Organizational Chart

The CSD's organization chart is presented below:



### 15.3.1.5 Contracts with third parties

#### **Contracts for the supply and maintenance of computer and electronic equipment – contracts for software supply**

The Company has signed contracts with the following companies: BULL S.A.E., ERICSSON Swedish Telecommunications S.A., Logic Dis S.A., ORACLE HELLAS S.A., DATA ORDER and REDD-, COMPAQ COMPUTERS Ltd., UNISYSTEMS, OPEN SOLUTION LTD, DECISION S.A., SISCOM COMPUTER SYSTEMS S.A., RSS S.A., INFOQUEST S.A., ALPHA GRISIN INFOTECH S.A. and DATA MEDIA. The contracts relate to the procurement of software, IT security management systems, the procurement of computer equipment, hardware and software and the maintenance of the said systems and equipment.

#### **Service Contracts with ALPHA BANK S.A.**

Pursuant to Article 20 (9) of Law 3632/1928 as in force today, the Company via Annex A of the Service Contract dated 26.2.1997 and the Rider dated 5.2.1999, assigned the financial settlement of transactions entered into the ASE to ALPHA BANK S.A. via the bank's automated system. The contract expires on 25.2.2003 and the bank's services are provided free of charge. According to the specific terms of the contract, Alpha Bank undertakes to open special sight deposit accounts for each party participating in the PCS (brokerage firms, custodians, etc.) the financial terms and characteristics of which are agreed in a contract between the participants and the bank. Alpha Bank is not liable for any loss to beneficiaries of the accounts associated with debits / credits carried out by CSD directly or based on a written order or following intervention by CSD. The contract may be terminated by either of the contracting parties at any time by serving notice to terminate which is effect following a period of three (3) months from the date of service.

#### **Contracts concerning intangible assets**

##### Agreements covering software licences & access to the Paperless Clearing System (PCS):

The Company has developed and support software which allows: a) the conversion of tangible securities listed on the ASE into dematerialized securities for companies listed on the exchange, b) the connection and operation of all ASE Members and Custodians to the PCS as prescribed by law and the ASE regulations, c) the monitoring of all manner of changes relating to transferable securities deriving from clearance of transactions and exercise of stock options for example and d) the preparation of investor data file covering investor trading activities.

Software user licences are issued by the company to all companies listed on the ASE to all ASE members and to Custodians (participants in the PCS) by means of relevant contracts and PCS Participation Contracts are signed by the company and all PCS participants.

##### Contract for the provision of services with the AxIAphone network and the AxIAweb net.

The Central Securities Depository using the capabilities of the PCS and state of the art technology and communications devices is able to offer the investor two of the products from the range entitled AxIA services which relate to IT services concerning their Securities Accounts. During the first phase these services are free to the investing public and complement the information received by investors from brokerage firms and banks with which they deal using information direct from the Securities Accounts.

In order to ensure the information provided relating to investor personal particulars the Central Securities Depository developed security mechanisms to confirm investor identity using two (2) access codes which are valid for the AxIAphone and AxIAweb services. The access codes are dispatched by the Depository by registered mail to the Investor's contact address.

In order to obtain access code the investor must fill out a Contract for services via the AxIAphone network and AxIAweb net with his particulars and sign it, with the authenticity of the signature being confirmed by the police. This contract is available from the PCS operators and the offices of the Depository. It should be returned to CSD by mail.

15.3.1.6 CSD Financial Data

CSD operates as a private law body corporate and prepares financial statements in accordance with Law 2190/20 which are audited by certified auditors.

15.3.1.6.1 Operations and income from operations

CSD's income today mainly comes from transfer fees and fees for clearing registered and unregistered shares and to a lesser extent from listing new shares for trading on the ASE. A breakdown of the fees collected by CSD per type of service as well as basis on which the fees are calculated are set out in the following table:

DESCRIPTION	FEEs	BASIS FOR CALCULATION
Clearance office (Law 1808/88, Article 33a (11))	0.005%	Value of the transaction
Stock Exchange transfer of shares, Hellenic Certificates, ECSD shares and options *	0.025%	Value of the transaction
Entry of over the counter securities transactions*	0.06%	Value of the transfer (1)
Entry of a beneficial interest *	0.06%	Value of the transfer (1)
Entry of transfer due to inheritance *	0.06%	Total value of inherited securities (2)
Provision of information to a company issuing registered shares or a company issuing Hellenic Certificates or a ECSD manager*	€ 0.10 or 34.075 GRD minimum amount € 20 or 6,815 GRD per disk	Per registration of change in share register due to Stock Exchange or over the counter transaction
Change in the number or category of shares or Hellenic Certificates or ECSD shares and options without a change in share capital of ECSD capital * (3)	€ 0.10 or 34.075 GRD	Per registration in the Investor Share Account
Entry of new shares due to listing of a new company or increase in share capital* (4)	Up to € 3,000,000 0.30% € 3,000,000 – 9,000,000 0.20% € 9,000,000.01 – 15,000,000 0.10% above 15,000,000.01 0.05% Minimum amount € 3,000 Maximum amount € 180,000	On the total value of new shares (5, 6)
Transfer of bonds for clearance of futures on bonds (Capital Market Commission Decision No. 7/188/4.4.2000-Government Gazette 599 B*)	4,000 GRD or € 11.74	Per futures contract

\* Decision No. 1/215/3.5.2001 of the BoD of the Capital Market Commission – Government Gazette 667 B'

Notes:

1. Transfer value means the greater value between that recorded on the transfer deed and the product of the number of securities times the closing price of the securities on the ASE on the day before the date recorded on the transfer deed or the deed establishing the beneficial interest.
2. The total value of inherited securities is the product of the number of securities inherited times the mean price of the securities during the half-year preceding the date of death of the benefactor.
3. Such as in cases of conversion of unregistered shares to registered shares and vice versa, conversion of preference shares to common shares or splits or reverse splits, etc.
4. Such as in cases of share capital increase by cash payment or contribution in kind or due to merger, etc.
5. The total value on which the above scale is calculated for cases of share capital increases means the product of the sale price times the number of shares and in the case where there are free shares the product of the face value of each share times the number of shares.

The total value on which the above scale is calculated for companies whose shares are listed for the first time on the ASE means for that part of the shares belonging to old shareholders the product of the face value of the shares times the number of shares and for the shares deriving from the capital increase the product of the sale price times the number of shares.

Note that as of October 2001 for entering corporate bonds into the PCS and for clearance of Stock Exchange transactions involving these the CSD collects:

- ¼ of the equivalent fees for shares when clearing such transactions and other work
- ½ of the equivalent fees for shares when inputting them into the PCS.

Moreover, the Depository collects the 0.3% tax on behalf of the Greek State on the value of the Stock Exchange transactions involving share transfers and 0.0025% on the value of bond transactions which amounts are paid by the vendor. Finally, the CSD collects 0.01% on behalf of the Guarantee Fund on the value of transfer transactions which is paid by both parties.

### **Income from operations**

The massive increase in the volume of Stock Exchange transactions, listings of new companies on the ASE and increases in share capital of already listed companies contributed to an impressive rise in the CSD's turnover during the financial years 1997-2000.

The table below presents in detail the growth in CSD turnover per category of income:

<b>TURNOVER (GRD million)</b>	<b>1997</b>	<b>1998</b>	<b>1999</b>	<b>2000</b>	<b>2000 (€ 000)</b>
Turnover from:					
Fees from clearing stock exchange transactions	8,202	12,053	37,657	17,874	52,455
Fees from share capital increases	570	1,167	1,720	3,711	10,891
Fees from replacement of shares	150	213	83	0	0
Changes to share registers	197	343	395	0	0
Other services	21	51	115	12	35
<b>Total Turnover</b>	<b>9,140</b>	<b>13,827</b>	<b>39,970</b>	<b>21,597</b>	<b>63,381</b>

More specifically:

The most important source of income for CSD was income from the clearing of Stock Exchange transactions which during 2000 accounted for 83% of its overall turnover standing at approximately 18 billion GRD (€ 52,455,000) in 2000 compared to a turnover the previous year of 37 billion GRD.

This drop was due to the fall off in the volume of transactions resulting in a drop in the value of transactions for 2000 compared with the previous year.

Income from increases in share capital for 2000 stood at 3.7 billion GRD (€ 10,891,000) compared to 1.7 billion GRD in 1999, an increase in the order of 117.6%.

Finally, CSD income from providing other services during 2000 stood at 12 million GRD (€ 35,000) compared to 115 million GRD in 1999.

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### 15.3.1.6.2 Growth of Turnover and financial results for the period 1997 – 2000

CSD turnover and financial results for the period 1997-2000 are shown in the table below (the balance sheets and financial statements for the period 1997-2000, are provided in the attached Appendix).

<b>INCOME STATEMENT FOR THE YEAR (GRD million)</b>	<b>1997</b>	<b>1998</b>	<b>1999</b>	<b>2000</b>	<b>2000 (€ 000)</b>
Turnover from:					
Fees from clearing stock exchange transactions	8,202	12,053	37,657	17,874	52,455
Fees from issuance of depository documents from share capital increases	570	1,167	1,720	3,711	10,891
Fees from issuance of depository documents from the replacement of shares	150	213	83	0	0
Conversion of shares into registered shares	0	0	0	0	0
Operations involving transfers to magnetic media	197	343	395	0	0
Other services	21	51	115	12	35
<b>Turnover</b>	<b>9,140</b>	<b>13,827</b>	<b>39,970</b>	<b>21,597</b>	<b>63,381</b>
Less: CMC Levy - Law2471/1997 Art.. 79 D.	0	0	2,798	1,512	4,437
Less: Cost of Sales (before depreciation)	934	1,549	2,538	2,599	7,627
<b>Gross operating result (profit)</b>	<b>8,206</b>	<b>12,278</b>	<b>34,634</b>	<b>17,486</b>	<b>51,317</b>
<i>(as a % of turnover)</i>	<i>90%</i>	<i>89%</i>	<i>87%</i>	<i>81%</i>	<i>81%</i>
Plus: Other operating income	0	3	0	5	16
<b>Total</b>	<b>8,206</b>	<b>12,280</b>	<b>34,634</b>	<b>17,491</b>	<b>51,332</b>
Less: Management expenses (before depreciation)	397	528	940	1,265	3,712
Less: Research & Development expenses (before depreciation)	0	0	0	0	0
Total expenses	397	528	940	1,265	3,712
<i>(as a % of turnover)</i>	<i>4%</i>	<i>4%</i>	<i>2%</i>	<i>6%</i>	<i>6%</i>
<b>Operating income (before depreciation)</b>	<b>7,809</b>	<b>11,752</b>	<b>33,694</b>	<b>16,226</b>	<b>47,620</b>
<i>(as a % of turnover)</i>	<i>85%</i>	<i>85%</i>	<i>84%</i>	<i>75%</i>	<i>75%</i>
Plus: Income from participating interests	0	0	0	3	10
Plus: Income from other investments	204	131	3,591	3,916	11,493
Plus: Profits from sale of participating interests and other investments	341	1,142	0	0	0
Plus: Extraordinary & non-operating income	2	215	37	116	340
Less: Extraordinary & non-operating expenses	1	305	236	48	141
<b>Profits before interest, depreciation and taxes</b>	<b>8,355</b>	<b>12,935</b>	<b>37,086</b>	<b>20,214</b>	<b>59,322</b>
<i>(as a % of turnover)</i>	<i>91%</i>	<i>94%</i>	<i>93%</i>	<i>94%</i>	<i>94%</i>
Plus: Interest & related income	50	149	209	123	362
Less Interest charges & related expenses	1	1	3	4	12
<b>Profit before depreciation and taxes</b>	<b>8,404</b>	<b>13,082</b>	<b>37,292</b>	<b>20,333</b>	<b>59,671</b>
<i>(as a % of turnover)</i>	<i>92%</i>	<i>95%</i>	<i>93%</i>	<i>94%</i>	<i>94%</i>
Less: Adjustments to value of fixed assets (total depreciation)	538	1,087	1,806	2,772	8,136
<b>Profit before tax</b>	<b>7,866</b>	<b>11,995</b>	<b>35,486</b>	<b>17,560</b>	<b>51,535</b>
<i>(as a % of turnover)</i>	<i>86%</i>	<i>87%</i>	<i>89%</i>	<i>81%</i>	<i>81%</i>
Less income tax and other taxes	3,008	4,549	14,727	7,070	20,748
Less: Directors' salaries	0	19	35	41	121
Less: staff remuneration other than salaries	30	30	60	70	205
<b>Profits after tax and directors' salaries</b>	<b>4,827</b>	<b>7,398</b>	<b>20,664</b>	<b>10,379</b>	<b>30,460</b>
<i>(as a % of turnover)</i>	<i>53%</i>	<i>54%</i>	<i>52%</i>	<i>48%</i>	<i>48%</i>
Tax adjustments for previous years	0	0	162	0	0
<b>Profit for the year after salaries, tax and tax audit adjustments</b>	<b>4,827</b>	<b>7,398</b>	<b>20,502</b>	<b>10,379</b>	<b>30,460</b>
<i>(as a % of turnover)</i>	<i>53%</i>	<i>54%</i>	<i>51%</i>	<i>48%</i>	<i>48%</i>
<b>ADJUSTED PROFIT<sup>(1)</sup></b>					
<b>Profit before tax</b>	<b>7,866</b>	<b>11,995</b>	<b>35,486</b>	<b>17,560</b>	<b>51,535</b>



## HELLENIC EXCHANGES HOLDING S.A.

Tax adjustments (relevant financial years)	26	56	60	190	558
<b>Profits after tax, directors' salaries and prior tax audit adjustments</b>	<b>4,831</b>	<b>7,372</b>	<b>18,696</b>	<b>10,260</b>	<b>30,110</b>

(1) Adjusted on the basis of remarks made by the certified auditor – accountant who carried out the unscheduled audit up to the financial year 1999 and of the regular certified auditors – accountants for 2000.

### Remarks on the financial results:

#### *Turnover*

As mentioned above, as a result of the decline in the volume of Stock Exchange transactions CSD's turnover for 2000 was down compared to the previous year with turnover standing at 21,597 million GRD in 2000, compared to 39,970 million GRD in 1999 and 13,827 million GRD in 1998.

The turnover of the company on 31.12.2000 can be broken down as follows:

TURNOVER FROM OPERATIONS		
(GRD million)	2000	2000 (€ 000)
Income from services provided		
- fees from clearing Stock Exchange transactions	17,874	52,455
- fees from issuance of depository documents for share capital increases	3,711	10,891
- other services	12	35
<b>Total</b>	<b>21,597</b>	<b>63,381</b>

#### *Cost of Sales – Gross Profit Margin*

The cost of providing services (cost of sales) before depreciation for the financial years 1997-2000 can be broken down as follows:

COST OF SALES					
(GRD million)	1997	1998	1999	2000	2000 (€ 000)
Personnel expenses	633	1001	1648	1,750	5,136
Third party salaries	25	45	45	52	153
Fees paid to third parties	180	265	336	559	1,640
Taxes - duties	86	2	3	4	12
Sundry expenses	0	223	475	192	563
Interest and related expenses	0	0	0	0	0
Provisions for compensation	8	13	31	42	123
<b>Total</b>	<b>932</b>	<b>1,549</b>	<b>2,538</b>	<b>2,599</b>	<b>7,627</b>

According to the law establishing the Capital Market Commission (Law 1969/91) as in force today the income of the Capital Market Commission include an obligation on the part of the CSD to contribute 7% if its turnover.

Note that with effect from the financial year 1999 the above deduction in the CSD's turnover is shown in the company's income statement for the year whereas previously it appeared in the appropriate account. In 2000 this amount was 1,512million GRD (€ 4,437,000).

## HELLENIC EXCHANGES HOLDING S.A.

### *Management expenses*

Management expenses before depreciation stood at 1,265 million GRD (€ 3,712,000) in 2000, compared to 940 million GRD in 1999, GRD 528 million GRD in 1998 and 397 million GRD in 1997.

A breakdown of management expenses for the financial periods 1997, 1998, 1999 and 2000 is presented in the table below:

MANAGEMENT EXPENSES					
(GRD million)	1997	1998	1999	2000	2000 (€ 000)
Personnel expenses	210	243	390	660	1,937
Third party salaries	90	73	79	35	103
Fees paid to third parties	27	39	71	161	472
Taxes - duties	8	17	45	108	317
Sundry expenses	58	151	344	278	816
Provisions for compensation	4	5	11	23	67
<b>Total</b>	<b>397</b>	<b>528</b>	<b>940</b>	<b>1,265</b>	<b>3,712</b>

### *Income from securities*

The account 'income from securities' mainly includes income from investments of the company in mutual funds and term deposits. Income from such securities during 2000 stood at 3.9 billion GRD (€ 11,492,000), compared to 3.6 billion GRD during the previous year.

Tax (currently at 0.3%) on the volume of ASE member sale transactions is collected at clearance of transactions, namely three days after completion of the transaction. Thus the amount of tax relating to transactions completed during the preceding three day's trading sessions is shown in the CSD's balance sheet as equal sums in the receivables and liabilities accounts.

### *Depreciation*

Depreciation was applied by the company on the basis of the rates laid down by law and there were not changes during the period under consideration.

The table below shows the allocation of depreciation applied by the company to the cost of sales, management expenses and research and development expenses. Total depreciation for 2000 stood at 2,772 million GRD (€ 8,139,000) and was allocated as follows:

Allocation of depreciation (GRD million)	1997	1998	1999	2000	2000 (€ 000)
Depreciation of Cost of Sales	254	642	760	1,202	3,528
Depreciation of Management expenses	18	43	73	301	883
Depreciation of R & D expenses	266	402	973	1,269	3,724
<b>Adjustments to value of fixed assets (total depreciation)</b>	<b>538</b>	<b>1,087</b>	<b>1,806</b>	<b>2,772</b>	<b>8,135</b>

### *Profit before tax*

During the period under consideration the company showed fluctuations in its profitability, particularly so during 2000 as a result of changes observed in its turnover. Thus profit before tax in 2000 stood at 17.6 billion GRD (€ 51,535,000), compared to 35.5 billion GRD in 1999 and 11.9 billion GRD in 1998.

Note that off-book adjustments to the financial results for the period under consideration up to 30.09.2001 were made and the company's net assets on 30.09.2001 are set out in detail in Ch. 15.3.1.7 'CSD FINANCIAL DATA FOR THE PERIOD 1.1. – 30.09.2001'.

## HELLENIC EXCHANGES HOLDING S.A.

### 15.3.1.6.3 Allocation of profits before depreciation for the period 1997 – 2000

Allocation of profits by the company for the period 1997 – 2000 is presented in the following table:

<b>PROFIT ALLOCATION</b>	<b>1997</b>	<b>1998</b>	<b>1999</b>	<b>2000</b>	<b>2000 (€ 000)</b>	<b>TOTAL</b>	<b>%</b>
Profits before depreciation and tax	8,404	13,082	37,292	20,333	59,671	79,111	
<b>Profit allocation</b>							
Statutory reserve	53	0	1,066	525	1,539	1,643	2%
Special & extraordinary reserves	1,246	2,382	7,027	2,155	6,326	12,810	16%
Untaxed Reserves	389	1,100	1,909	1,700	4,988	5,099	6%
Dividend	2,500	3,000	10,500	6,000	17,608	22,000	28%
Directors' salaries and staff non-salary benefits	30	49	95	111	326	285	0%
Capital Market Commission levy- Law 1969/91	639	968	0	0	0	1,607	2%
Income tax	3,008	4,497	14,727	7,070	20,748	29,302	37%
Prior period tax adjustments	0	0	162			162	0%
<b>Total</b>	<b>8,404</b>	<b>13,083</b>	<b>37,292</b>	<b>20,333</b>	<b>59,672</b>	<b>79,111</b>	<b>100%</b>

The total profit for allocation by the CSD for the period 1997-2000 stood at a total of approximately 79 billion GRD (€ 231,000).

The sum of 19 billion GRD (€ 57,379,000) or 24% of profit for allocation, remained with the company in order to bolster its net position and form reserves. The sum of 22 billion GRD (€ 64,563,000) or 28% was distributed as a dividend and the sum of 29 billion GRD (€ 85,106,000) was used to pay income tax and other taxes.

## HELLENIC EXCHANGES HOLDING S.A.

### 15.3.1.6.4 Breakdown of the Financial Statement for the period 1997 – 2000

The following tables presents summary information from the balance sheets for the financial years 1997-2000:

CSD S.A. FINANCIAL STATEMENTS					
ASSETS (GRD million)	1997	1998	1999	2000	2000 (€ 000)
Establishment Expenses	394	647	791	1,362	3,996
Less: accumulated depreciation	214	376	478	789	2,315
Establishment Expenses (undepreciated value)	180	271	313	573	1,681
Intangible assets	266	667	1,641	2,910	8,541
Less: depreciation	266	667	1,641	2,910	8,541
Undepreciated intangible assets	0	0	0	0	0
Intangible assets	1,274	2,354	4,072	5,395	15,833
Less: accumulated depreciation	414	907	1,558	2,664	7,819
Undepreciated intangible assets	860	1,447	2,514	2,731	8,014
<b>Total tangible assets</b>	<b>860</b>	<b>1,447</b>	<b>2,514</b>	<b>2,731</b>	<b>8,014</b>
Participations	0	0	500	500	1,468
Other long-term receivables	4	6	11	12	34
<b>Total Fixed Assets</b>	<b>864</b>	<b>1,452</b>	<b>3,025</b>	<b>3,243</b>	<b>9,517</b>
Clients	182	239	498	151	443
Cheques receivable	0	15	0	4	11
Doubtful-disputed clients and debtors	0	0	0	0	0
Sundry debtors	3,008	2,690	13,671	5,416	15,896
Pre-payments and credit management accounts	3	1	0	1	2
Marketable securities	4,598	17,972	68,247	36,379	106,762
Cash at bank and in hand	4,361	1,156	2,235	1,551	4,551
<b>Total current assets</b>	<b>12,150</b>	<b>22,073</b>	<b>84,652</b>	<b>43,502</b>	<b>127,666</b>
<b>Transit Debit Balances</b>	<b>173</b>	<b>100</b>	<b>654</b>	<b>77</b>	<b>225</b>
<b>TOTAL ASSETS</b>	<b>13,367</b>	<b>23,896</b>	<b>88,644</b>	<b>47,395</b>	<b>139,088</b>
Debit memo accounts	63,993	346,224	1,642,413	116,439	341,715
<b>LIABILITIES</b>					
	<b>1997</b>	<b>1998</b>	<b>1999</b>	<b>2000</b>	<b>2000 (€ 000)</b>
Share Capital	1,000	1,000	3,000	6,000	17,608
Reserves	4,339	5,770	12,771	10,884	31,942
Amounts marked for capital increase	0	2,000	3,000	6,267	18,392
Results carried forward	0	0	0	0	0
<b>Total shareholders' equity</b>	<b>5,339</b>	<b>8,770</b>	<b>18,771</b>	<b>23,151</b>	<b>67,942</b>
<b>PROVISIONS</b>	<b>36</b>	<b>348</b>	<b>586</b>	<b>648</b>	<b>1,901</b>
<b>Long-term liabilities</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Current liabilities</b>					
Suppliers	526	565	1,006	623	1,828
Advances from trade debtors	0	0	0	0	0
Taxes – duties	4,199	10,058	54,701	14,770	43,344
Insurance and pension fund dues	36	69	94	113	330
Dividends payable	2,500	3,000	10,500	6,000	17,608
Sundry creditors	729	1,078	2,977	2,071	6,077
<b>Total current liabilities</b>	<b>7,990</b>	<b>14,770</b>	<b>69,279</b>	<b>23,576</b>	<b>69,188</b>
<b>TOTAL LIABILITIES</b>	<b>7,990</b>	<b>14,770</b>	<b>69,279</b>	<b>23,576</b>	<b>69,188</b>
<b>Transit credit balances</b>	<b>2</b>	<b>8</b>	<b>7</b>	<b>20</b>	<b>58</b>
<b>TOTAL LIABILITIES</b>	<b>13,367</b>	<b>23,895</b>	<b>88,644</b>	<b>47,395</b>	<b>139,089</b>
Credit memo accounts	63,993	346,224	1,642,413	116,439	341,715

## HELLENIC EXCHANGES HOLDING S.A.

### *Establishment Expenses*

Establishment expenses before depreciation on 31.12.2000 stood at 1,362 million GRD (€ 3,996,000) and relate in their entirety to computer programmes.

In 1999 establishment expenses relating to computer programmes, the CSD Reorganization Study and the printing of share certificates stood at 791 million GRD and growth in this indicator is presented below:

<b>BREAKDOWN OF ESTABLISHMENT EXPENSES</b> <i>(GRD million)</i>	<b>1997</b>	<b>1998</b>	<b>1999</b>	<b>2000</b>	<b>2000</b> <b>(€ 000)</b>
Reorganization expenses	394	644	777	1,362	3,996
Other capitalized expenses	0	3	14	0	0
<b>Total</b>	<b>394</b>	<b>647</b>	<b>791</b>	<b>1,362</b>	<b>3,996</b>
Less: accumulated depreciation	214	376	478	789	2,314
<b>Undepreciated total</b>	<b>180</b>	<b>271</b>	<b>313</b>	<b>573</b>	<b>1,682</b>

Depreciation of establishment expenses has been calculated at the rate of 20%, namely depreciation over 5 years with the exception of software which are depreciated at the rate of 30%.

### *Tangible and Intangible Assets*

The acquisition value of the company's tangible assets on 31.12.2000 stood at 5,395 million GRD (€ 15,833,000), compared to 4,072 million GRD in 1999 and 2,354 million GRD in 1998, reflecting increases in the order of 32.5% and 73% respectively. The largest part of these assets namely 4,159 million GRD (€ 12,206,000) relate to office equipment (computers).

The major component of the tangible assets account relates to furniture and other equipment and in particular to the purchase of computer equipment. The significant increase in this account during the years 1998, 1999 and 2000 is due to the ongoing upgrading and development of the Paperless Clearing System's computer equipment.

Finally, the intangible assets of the company, relating to research & development expenses, stood at 2,910 million GRD (€ 8,541,000) in 2000 compared to 1,641 million GRD in 1999, 668 million GRD in 1998 and 266 million GRD in 1997.

<b>R &amp; D EXPENSES</b> <i>(GRD million)</i>	<b>1997</b>	<b>1998</b>	<b>1999</b>	<b>2000</b>	<b>2000</b> <b>(€ 000)</b>
Salaries	92	334	869	1,591	4,669
Third party salaries	55	89	219	263	772
Building repairs – maintenance	14	27	122	283	831
Miscellaneous	105	218	431	773	2,268
<b>Total</b>	<b>266</b>	<b>668</b>	<b>1,641</b>	<b>2,910</b>	<b>8,540</b>

A detailed description of the investments made by the Company during the period under consideration is set out in section 9.4 'HELEX GROUP INVESTMENTS 1997 – 2000' of this Prospectus.

## HELLENIC EXCHANGES HOLDING S.A.

### *Shareholdings in other companies*

On 31.12.2000 the account 'participations' stood at 500 million GRD (€ 1,467,000) broken down as follows:

CSD shareholdings in	(%)	Acquisition value	Book value	Lowest value between acquisition value and book value (31.12.2000)
ADEX	13.70%	410.0	420.0	410.0
ADECH	1.125%	90.0	96.0	90.0
Association of National Numbering Agencies		0.4	-	-
<b>TOTAL</b>		<b>500.4</b>		<b>500</b>

\* H Association of National Numbering Agencies is an international codification organization. The level of the said participation amounted to 378,000 GRD on 31.12.1999.

Note that up until 1998 these participations appeared in the 'securities' account among current assets.

### *Clients*

The company's 'clients' account on 31.12.2000 stood at 151 million GRD (€ 456,000) and related to domestic clients. The time within which receivables in this account are paid does not exceed 30 days.

### *Sundry debtors*

The account 'Sundry debtors' on 31.12.2000 stood at 5,416 million GRD (€ 15,896,000). A breakdown of this account is set out in the table below:

(GRD million)	1997	1998	1999	2000	2000 (€ 000)
Staff loans	1	5	12	0	0
Prepaid income tax	1,649	2,460	8,096	3,941	11,566
Tax withheld	28	37	53	2	6
Greek state – other receivables	0	0	4,738	0	0
Receivables from brokerage firms	1,330	0	726	0	0
Sundry debtors	0	0	22	1,470	4,314
Guarantee fund	0	134	0	0	0
Amounts due from suppliers	0	54	0	0	0
Interim dividends due	0	0	24	3	11
<b>Total</b>	<b>3,008</b>	<b>2,690</b>	<b>13,671</b>	<b>5,416</b>	<b>15,896</b>

### *Securities*

As part of the company's programme to invest its cash assets from its particularly high profits the CSD purchased mutual funds shares and repos.

Thus during the year 2000 securities of the CSD stood at 36,379 million GRD (€ 106,761,000) compared to 68,246 million GRD during the previous year. The company's investment portfolio is presented in the table below:

## HELLENIC EXCHANGES HOLDING S.A.

<i>(GRD '000)</i>	31.12.1997	31.12.1998	31.12.1999	31.12.2000	31.12.000 (€ 000)
Shares	378	500,378	0	0	0
Other securities					
- mutual funds	4,597,289	10,284,269	28,822,733	19,680,250	57,756
- Repos	0	7,187,692	39,423,993	16,698,824	49,005
Total other securities	<u>4,597,289</u>	<u>17,471,961</u>	<u>68,246,726</u>	<u>36,379,074</u>	<u>106,761</u>
<b>Total securities</b>	<b>4,597,667</b>	<b>17,972,339</b>	<b>68,246,726</b>	<b>36,379,074</b>	<b>106,761</b>

Note that securities similar in nature of term deposits not listed on the ASE (Greek treasury interest bearing notes) and Greek treasury bonds were valued in the same manner as term deposits.

The aforementioned securities were valued at the lowest value between acquisition value and current value in accordance with Article 43 of Law 2190/1920.

### ***Current liabilities***

#### Suppliers

This account covers CSD debts to suppliers for computer equipment, software, etc. The table below shows the turn around time for outstanding debt for the said account on 31.12.2000:

SUPPLIERS		
<i>(GRD million)</i>	31.12.2000	%
0-30 days	276	37%
31-90 days	206	28%
91-180 days	183	25%
181-365 days	74	10%
<b>TOTAL</b>	<b>740</b>	<b>100%</b>

#### Taxes - duties- Insurance and pension fund dues

Tax, duties and insurance and pension fund dues amounted to 14,882 million GRD (€ 43,674,000) on 31.12.2000 compared to 54,795 million GRD during the previous year.

More specifically, taxes due for 2000 mainly included the aforementioned tax withheld worth 11,844 million GRD (€ 34,762,000) in income tax at 2,838 million GRD (€ 8,328,000).

Note that the company has not tax debts overdue nor does it have overdue debts to insurance funds or banks.

#### Sundry creditors

Amounts owed to creditors of the company in 2000 stood at 2,071 million GRD (€ 6,077,000) compared to 2,977 million GRD during the previous year. The main component of this amount relates to the CSD's contribution payable to the Capital Market Commission worth 7% of its turnover, payable in accordance with Law 2470/97 which during 2000 amounted to 1,548 million GRD (€ 4,543,000).

#### Dividends payable

This account amount to 6,000 million GRD (€ 17,608,000) in 2000 compared to 10,500 million GRD in 1999 and relates to dividends for the 2000 financial year.

## HELLENIC EXCHANGES HOLDING S.A.

### 15.3.1.6.5 STOCK EXCHANGE RATIOS for the financial years 1997 – 2000

The STOCK EXCHANGE RATIOS for the financial years 1997-2000 are set out in the table below:

<b>STOCK EXCHANGE RATIOS FOR THE YEARS</b>					
<b>1997 – 2000</b>	<b>1996</b>	<b>1997</b>	<b>1998</b>	<b>1999</b>	<b>2000</b>
<b>GROWTH RATIOS (%)</b>					
Turnover	44.1%	167.5%	51.3%	189.1%	-46.0%
Pre-tax profits	51.8%	166.5%	52.5%	195.8%	-50.5%
Profits after tax and directors' salaries	33.4%	58.7%	34.7%	64.2%	-99.1%
Tangible assets (undepreciated)	29.6%	111.6%	84.7%	73.0%	32.5%
Total employed capital	45.1%	120.8%	78.8%	271.0%	-46.5%
<b>YIELD RATIOS (before tax) (%)</b>					
Average yield on shareholders' capital	93.2%	175.0%	170.0%	257.7%	83.8%
Average yield on total employed capital	93.2%	175.0%	170.1%	257.7%	83.8%
<b>DEBT BURDEN RATIOS (:1)</b>					
Debt / equity	0.7	1.5	1.7	3.7	1.0
<b>LIQUIDITY RATIOS (:1)</b>					
General liquidity	2.3	1.5	1.5	1.2	1.8
Operational cash flow / total taxes	0.8	1.8	-0.1	0.3	0.0



## HELLENIC EXCHANGES HOLDING S.A.

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### 15.3.1.6.6 Sources and allocation of capital

The CSD's sources and allocation of capital for the financial years 1996 - 2000 are set out in the table below:

<b>SOURCES &amp; ALLOCATION OF CAPITAL</b>	<b>1996</b>	<b>1997</b>	<b>1998</b>	<b>1999</b>	<b>2000</b>
<b>SOURCES</b>					
Profit before tax	2,952	7,866	11,995	35,486	17,560
Depreciation (financial results)	226	538	1,087	1,806	2,772
Provisions	5	11	311	239	61
Capital increases by cash payment	0	0	0	0	0
Increased bank indebtedness	0	0	0	0	0
Changes in working capital		2,526	-6,269	-12,174	-4,647
<b>Total</b>	<b>3,183</b>	<b>10,942</b>	<b>7,125</b>	<b>25,357</b>	<b>15,747</b>
<b>ALLOCATION</b>					
Changes in cash on hand	247	3,680	-3,205	1,079	-684
Increased establishment expenses, intangible assets	14	46	90	571	1,840
Increased Tangible Assets	276	1,036	1,674	2,874	1,409
Increased (reduced) participations and long-term securities	0	2	2	506	1
Reduction in other long-term liabilities	0	0	0	0	0
Dividends payable	800	2,500	3,000	10,500	6,000
Director's salaries and profit distributed to employees	30	30	49	95	111
Capital Market Commission levy - Law 1969/91	200	639	968	0	
Taxes	957	3,008	4,549	14,889	7,070
<b>Total</b>	<b>2,524</b>	<b>10,941</b>	<b>7,126</b>	<b>30,513</b>	<b>15,747</b>

## HELLENIC EXCHANGES HOLDING S.A.

### 15.3.1.6.7 Cash flow

<b>CASH FLOWS FROM OPERATIONS</b>	<b>1996</b>	<b>1997</b>	<b>1998</b>	<b>1999</b>	<b>2000</b>
Net profits after tax and directors' salaries	1,995	4,827	7,398	20,502	10,379
Plus: Provisions	5	11	311	239	61
Plus: Depreciation	226	538	1,087	1,806	2,772
Less: Dividends	800	2,500	3,000	10,500	6,000
<b>Gross cash flow</b>	<b>1,426</b>	<b>2,877</b>	<b>5,797</b>	<b>12,047</b>	<b>7,213</b>
<b>LESS: Operational cash requirements</b>					
<b>Increases/decreases in:</b>					
Client accounts / bills receivable on hand	-333	123	73	244	-343
Other receivables	1,504	1,183	-320	10,981	-8,255
Marketable securities	340	1,817	13,375	50,274	-31,868
Accrued asset balances	58	-34	-73	555	-578
<b>Total operational cash requirements</b>	<b>1,569</b>	<b>3,089</b>	<b>13,055</b>	<b>62,054</b>	<b>-41,044</b>
<b>PLUS: Operational cash sources</b>					
<b>Increases/decreases in:</b>					
Suppliers accounts / bills payable	49	377	39	441	-383
Other payables	861	5,239	6,741	54,068	-45,320
Accrued liability balances	1	-1	6	0	12
<b>Total operational cash sources</b>	<b>911</b>	<b>5,615</b>	<b>6,786</b>	<b>54,508</b>	<b>-45,691</b>
<b>Transfer to working capital</b>	<b>-658</b>	<b>2,526</b>	<b>-6,269</b>	<b>-7,546</b>	<b>-4,647</b>
<b>Net cash flow</b>	<b>767</b>	<b>5,403</b>	<b>-472</b>	<b>4,501</b>	<b>2,566</b>
<b>LESS: Non-operational cash requirements</b>					
Increases in establishment costs and intangible assets	14	46	90	571	1,840
Net investments in fixed assets	276	1,036	1,674	2,874	1,409
Participations and other long-term receivables	0	2	2	506	1
Capital Market Commission levy - Law 1969/91	200	639	968	0	0
<b>Total non-operational cash requirements</b>	<b>490</b>	<b>1,723</b>	<b>2,734</b>	<b>3,950</b>	<b>3,250</b>
<b>PLUS: Non-operational cash sources</b>					
Capital increases by cash payment	0	0	0	0	0
<b>Total non-operational cash sources</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Cash transfer and other cash on hand</b>	<b>277</b>	<b>3,680</b>	<b>-3,206</b>	<b>551</b>	<b>-684</b>

## HELLENIC EXCHANGES HOLDING S.A.

### 15.3.1.7 CSD Financial Data for the period 1.1 - 30.9.2001

FINANCIAL RESULTS (GRD million)	1.1-30.9.2000	1.1-30.9.2000 (€ 000)	1.1-30.9.2001	1.1-30.9.2001 (€ 000)
<b>Turnover</b>	<b>18,388</b>	<b>53,964</b>	<b>6,988</b>	<b>20,508</b>
Less: CMC Levy – Law 2471/1997 Art. 79 D.	1,318	3868	490	1,438
Less: Cost of Sales (before depreciation)	2,348	6889	2,050	6,016
<b>Gross operating result (profit)</b>	<b>14,723</b>	<b>43,206</b>	<b>4,448</b>	<b>13,054</b>
<i>(as a % of turnover)</i>	80%	80%	64%	64%
Plus: Other operating income	5	16	30	87
<b>Total</b>	<b>14,728</b>	<b>43,222</b>	<b>4,478</b>	<b>13,141</b>
Less: Management expenses (before depreciation)	691	2028	953	2,797
Less: Research and development expenses (before depreciation)	0	1	1	2
Total expenses	692	2,030	954	2,799
<i>(as a % of turnover)</i>	4%	4%	14%	14%
<b>Operating income</b>	<b>14,036</b>	<b>41,192</b>	<b>3,524</b>	<b>10,342</b>
<i>(as a % of turnover)</i>	76%	76%	50%	50%
Plus: Income from other investments	3,319	9,741	928	2,725
Plus: Extraordinary & non-operating income	3	8	51	149
Less: Extraordinary & non-operating expenses	23	66	39	114
<b>Profits before interest, depreciation and taxes</b>	<b>17,336</b>	<b>50,875</b>	<b>4,465</b>	<b>13,103</b>
<i>(as a % of turnover)</i>	94%	94%	64%	64%
Plus: Interest & related income	93	273	12	36
Less Interest charges & related expenses	4	12	1	3
<b>Profit before depreciation and taxes</b>	<b>17,425</b>	<b>51,136</b>	<b>4,476</b>	<b>13,136</b>
<i>(as a % of turnover)</i>	95%	95%	64%	64%
Less: Adjustments to value of fixed assets (total depreciation)	1,949	5720	1,539	4,517
<b>Profit before tax</b>	<b>15,476</b>	<b>45,416</b>	<b>2,937</b>	<b>8,620</b>
<i>(as a % of turnover)</i>	84%	84%	42%	42%
<b>ADJUSTED PROFIT<sup>(1)</sup></b>				
<b>Profit before tax</b>			<b>2,937</b>	<b>8,619</b>
Tax adjustments (relevant financial years)			140	411
<b>Profits after tax, directors' salaries and tax audit adjustments</b>			<b>1,357</b>	<b>3,982</b>

(1) Adjusted on the basis of the remarks made by the regular auditors – accountants for the period 1.1. – 30.9.2001.

### Remarks on the financial results

Company turnover on 30.9.2001 stood at 6,988 million GRD (€ 20,508,000) down some 62% compared to the corresponding turnover on 30.9.2000 and can be broken down as follows:

TURNOVER FROM OPERATIONS		
<i>(GRD million)</i>	1.1-30.9.2001	1.1-30.9.2001 (€ 000)
Income from services provided		
- fees from clearing Stock Exchange transactions	6,137	18,010
- Fees from share capital increases	548	1,608
- Changes to share registers	89	261
- other services	214	628
<b>Total</b>	<b>6,988</b>	<b>20,508</b>

Total company depreciation on 30.9.2001 stood at 1,539 million GRD (€ 4,517,000) allocated as follows:

## HELLENIC EXCHANGES HOLDING S.A.

ALLOCATION OF DEPRECIATION		
(GRD million)	1.1-30.9.2001	1.1-30.9.2001 (€ 000)
Cost of sales	702	2,060
Management expenses	222	652
R & D expenses	615	1,805
<b>Total</b>	<b>1,539</b>	<b>4,517</b>

The cost of providing services before depreciation on 30.9.2001 stood at 2,050 million GRD (€ 6,016,000) while management expenses of the company before depreciation stood at 953 million GRD (€ 2,797,000) and can be broken down as follows:

COST OF SALES		
(GRD million)	1.1-30.9.2001	1.1-30.9.2001 (€ 000)
Personnel expenses	1,360	3,991
Third party salaries	42	123
Fees paid to third parties	508	1,491
Taxes - duties	3	9
Sundry expenses	93	273
Interest and related expenses	1	3
Provisions for compensation	43	126
<b>Total</b>	<b>2,050</b>	<b>6,016</b>

MANAGEMENT EXPENSES		
(GRD million)	1.1-30.9.2001	1.1-30.9.2001 (€ 000)
Personnel expenses	664	1,949
Third party salaries	49	144
Fees paid to third parties	123	361
Taxes - duties	25	73
Sundry expenses	69	202
Provisions	23	68
<b>Total</b>	<b>953</b>	<b>2,797</b>

The income from securities account mainly includes income from the company's investments in mutual funds, term deposits and dividends. Income from other investments on 30.9.2001 stood at 928 million GRD (€ 2,925,000). A detailed breakdown of the account is set out in the table below:

INCOME FROM SECURITIES			
<i>(GRD million)</i>			
<b>BANK</b>	<b>TYPE</b>	<b>1.1-30.9.2001</b>	<b>1.1-30.9.2001 (€ 000)</b>
CYPRUS	M/F	384	1,128
ALPHA CREDIT (CENTRAL)	M/F	0	1
ALPHA CREDIT (CENTRAL)	REPOS	1	
ALPHA CREDIT (KALLITHEA)	REPOS	58	172
ETEBA	REPOS	2	5
CYPRUS	REPOS	1	3
NATIONAL	REPOS	115	339
COMMERCIAL	REPOS	48	140
PIREAUS	M/F	125	365
IONIAN	REPOS	54	159
<b>Total</b>		<b>788</b>	<b>2,314</b>

In addition, the Company had income from capital worth 71 million GRD (€ 208,000) which represents discounts from lump sum payment of income tax for the 2000 financial year as well as estimated capital income worth GRD 66 million GRD (€ 194,000) which was interest from repos.

#### **Off-book adjustment and CSD's financial results and net asset position**

The unscheduled audit report on the CSD's financial statements carried out by a certified auditor – accountant up to the year ending on 31.12.01 noted the following matters:

- '1. The CSD has not made any provision for taxes that are likely to be generated by the regular tax audit for the year 1999, the level of which is estimated to be 60 Million GRD.*
- 2. According to the CSD's independent legal adviser in a lettered dated 8.5.2000 there are outstanding legal claims against the company by third parties involving amounts of approximately 3,395 million GRD. The CSD has not made provisions in its financial results to take account of possible losses from these legal claims since in the view of the CSD's legal adviser these claims are not likely to succeed.'*

With respect to the independent legal adviser's 2<sup>nd</sup> point it should be noted that the action by Katsoulis Brokers S.A. for part of the compensation claimed worth 3,395 million GRD is directed against both the ASE and CSD. Should this claim succeed in the end it will be apportioned equally between the ASE and CSD. In order to calculate adjusted results for the said companies the simple assumption was made that apportionment would be 50:50.

Based on the off-book adjustments made by the regular certified auditors – accounts of the company HELEX on the consolidated financial results for the period and shareholders' equity for 2000 and for the period 30.09.2001, the following points should be noted:

- 1. In relation to the pending actions against ASE and CSD concerning the KATSOULIS Brokers S.A. case, the companies accepted the assumption made in the independent accounting and financial audit up to the year 1999 and allocated the amount claimed by third parties 50:50 each among the ASE and CSD. Thus of the 4,880 million GRD in total claimed by third parties from the ASE, the amount of 4,615 million GRD relates to the Katsoulis Brokers S.A. cases which is allocated in the sum of 2,308 million GRD against each company and the remainder of 265 million GRD (4,880 million GRD less 4,615 million GRD) relates solely to the ASE. Consequently the total*

*amount relating to ASE is 2.573 million GRD (2,308 million plus 265 million) and for CSD 2,308 million GRD*

- 2. In determining income tax on profits for the period 1.1.2001-30.9.2001, the taxation rate used by the companies ASE and CSD was applied to the profits in order to calculate income tax on the estimated profits for the entire year 2001.*
- 3. In order to determine the adjusted shareholders' equity on 30.9.2001, 1,100 million GRD in income tax on the profits for this period were included in the total off-book adjustments for the period 1.1.2001-30.9.2001, since the shareholders' equity on 30.9.2001, as shown in the financial statements of that date, were augmented by pre-tax profits for 1.1.2001-30.9.2001.*

The following points should be noted in relation to the above:

1. The provision formed by the independent audit carried out for the period up to 1999 from the financial results for taxes for 1999 worth 60 million GRD remains since no tax audit for this year has yet been carried out.
2. In relation to adjustments made for pending legal actions by the regular certified auditors – accounts for the financial year 1999 worth 1,968 billion GRD, the results for the period 01.01.2001 – 30.09.2001 have been charged with a further amount of 340 million GRD (2,308 billion GRD less GRD 1,968 billion GRD). Note too that in relation to liabilities of 4.615 billion GRD which relate to the Katsoulis Brokers S.A. cases, judgements have already been issued by the Multi-Member Court of First Instance of Athens dismissing two of the actions worth 2,859,166,751 GRD, a fact which was not taken into account in the adjustments made.

As a result of the above remarks, the results and net position of ASE were adjusted off-book as follows:

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<b>OFF-BOOK ADJUSTMENTS TO CSD</b>							
<b>FINANCIAL RESULTS</b>	<b>1997</b>	<b>1998</b>	<b>1999</b>	<b>2000</b>	<b>2000 (€'000)</b>	<b>30.09.01</b>	<b>30.09.01 (€'000)</b>
<i>(GRD million)</i>							
<b>Balance sheet profits before tax</b>	<b>7,866</b>	<b>11,995</b>	<b>35,486</b>	<b>17,561</b>	<b>51,536</b>	<b>2,937</b>	<b>8,619</b>
Less: Provision for any negative outcome to actions pending against CSD	0	0	1,968	0	0	340	998
<b>Adjusted results before tax</b>	<b>7,866</b>	<b>11,995</b>	<b>33,518</b>	<b>17,561</b>	<b>51,536</b>	<b>2,597</b>	<b>7,621</b>
Less: Income tax and other taxes and directors' salaries	3,008	4,549	14,727	7,070	20,748	1,100	3,228
Less: Directors' salaries	0	19	35	41	120,323	0	0
<b>Adjusted results after tax and directors' salaries</b>	<b>4,857</b>	<b>7,428</b>	<b>18,756</b>	<b>10,450</b>	<b>30,668</b>	<b>1,497</b>	<b>4,393</b>
Less: prior period taxes	26	56	60	0	0	0	0
Less: provision for prior period tax audit adjustments	0	0	0	190	558	140	411
<b>Adjusted profits after tax, directors' salaries and tax audit adjustments</b>	<b>4,831</b>	<b>7,372</b>	<b>18,696</b>	<b>10,260</b>	<b>30,110</b>	<b>1,357</b>	<b>3,982</b>

<b>OFF-BOOK ADJUSTMENT TO CSD SHAREHOLDERS' EQUITY</b>	<b>30.09.01 (GRD million)</b>	<b>30.09.01 (€'000)</b>
<b>CSD SHAREHOLDERS' EQUITY</b>	<b>26,088</b>	<b>76,560</b>
Less Total off-book adjustments	2,308	6,773
Less Taxes for the period 01.01.2001 – 30.09.2001	1,100	3,228
Less Taxes for 1999	60	176
Less provision for prior period tax audit adjustments	330	968
<b>Adjusted CSD shareholders' equity</b>	<b>22,410</b>	<b>65,767</b>

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### 15.3.1.8 Analysis of the Financial Statement for the period 1.1. – 30.9.2001

ASSETS (GRD million)	1.1-30.9.2000	1.1-30.9.2000 (€ 000)	1.1-30.9.2001	1.1-30.9.2001 (€ 000)
Establishment Expenses	849	2,491	1,532	4,496
Less: accumulated depreciation	602	1,765	964	2,829
Establishment Expenses (undepreciated value)	247	725	568	1,667
Intangible assets	4587	13,460	5,823	17,088
Less: accumulated depreciation	2395	7,027	3,488	10,237
Undepreciated intangible assets	2192	6,433	2334	6,851
<b>Total tangible assets</b>	<b>2,192</b>	<b>6,433</b>	<b>2,334</b>	<b>6,851</b>
Participations	500	1,468	500	1,468
Other long-term receivables	11	33	17	51
<b>Total Fixed Assets</b>	<b>2,704</b>	<b>7,934</b>	<b>2,852</b>	<b>8,370</b>
Clients	151	443	129	379
Receivables from management	0	0	23	67
Sundry debtors	9762	28,650	4,367	12,815
Other debtors	0	0	0	0
Pre-payments and credit management accounts	26	76	1	3
Marketable securities	39,701	116,509	22,673	66,537
Cash at bank and in hand	951	2,790	275	807
<b>Total current assets</b>	<b>50,591</b>	<b>148,469</b>	<b>27,467</b>	<b>80,608</b>
<b>Transit Debit Balances</b>	<b>175</b>	<b>513</b>	<b>154</b>	<b>451</b>
<b>TOTAL ASSETS</b>	<b>53,716</b>	<b>157,641</b>	<b>31,041</b>	<b>91,097</b>
Debit memo accounts	880	2,581	91	267

LIABILITIES	1.1-30.9.2000	1.1-30.9.2000 (€ 000)	1.1-30.9.2001	1.1-30.9.2001 (€ 000)
Share Capital	6,000	17,608	12,267	36,000
Reserves	12,771	37,480	10,884	31,942
Results carried forward	15,476	45,417	2,937	8,620
<b>Total shareholders' equity</b>	<b>34,247</b>	<b>100,505</b>	<b>26,088</b>	<b>76,562</b>
<b>Provisions</b>	<b>637</b>	<b>1,870</b>	<b>648</b>	<b>1,901</b>
<b>Current liabilities</b>				
Suppliers	301	884	369	1,084
Taxes – duties	16,933	49,694	3,139	9,211
Insurance and pension fund dues	58	171	57	166
Dividends payable	49	145	0	0
Sundry creditors	1,356	3,979	549	1,611
<b>Total current liabilities</b>	<b>18,698</b>	<b>54,874</b>	<b>4,113</b>	<b>12,072</b>
<b>Transit credit balances</b>	<b>134</b>	<b>392</b>	<b>192</b>	<b>562</b>
<b>TOTAL LIABILITIES</b>	<b>53,716</b>	<b>157,641</b>	<b>31,041</b>	<b>91,097</b>
Credit memo accounts	880	2,581	91	267



**Remarks on the balance sheet**

Establishment expenses before depreciation on 30.9.2001 stood at 1,532 million GRD (€ 4,496,000) and can be broken down as follows:

<b>ESTABLISHMENT EXPENSES</b>		
<i>(GRD million)</i>	<b>1.1-30.9.2001</b>	<b>1.1-30.9.2001 (€ 000)</b>
Computer programmes	1,334	3,916
Real estate acquisition expenses	180	529
Company reorganization study	11	33
Share certificate printing expenses	6	18
Other capitalized expenses	0	0
<b>Total</b>	<b>1,532</b>	<b>4,496</b>

**Clients**

On 31.12.2000 the company's account 'Clients' stood at 129 million GRD (€ 379,000) and related to domestic clients (brokers, listed companies). Turn around time for this account ranged from 1 to 30 days.

On 31.12.2000 the company's account 'Sundry Debtors' stood at 4,367 million GRD (€ 12,815,000). A breakdown of this account is set out in the table below:

<b>SUNDRY DEBTORS</b>		
<i>(GRD million)</i>	<b>1.1-30.9.2001</b>	<b>1.1-30.9.2001 (€ 000)</b>
Prepaid income tax 2000-2001	3,943	11,571
Other sundry debtors	417	1,224
Interim dividends payable	3	10
Income tax rebate	2	5
Tax withheld at source on interest income	2	5
<b>Total</b>	<b>4,367</b>	<b>12,815</b>

The account 'Other sundry debtors' amounted to 417 million GRD (€ 1,224,000) which relates to the 0.3% tax payable to the Greek state on sales.

**Securities**

On 30.9.2001 the CSD's securities amounted to 22,673 million GRD (€ 66,537,000) compared to 39,701 million GRD on 30.9.2000. The composition of the company's securities portfolio is presented in the table below:

<b>SECURITIES</b>		
<i>(GRD million)</i>	<b>1.1-30.9.2001</b>	<b>1.1-30.9.2001 (€ 000)</b>
Piraeus Bank Repos	3,347	9,824
Bank of Cyprus Repos	911	2,675
Commercial Bank of Greece	3,934	11,545
ETEBA Repos	238	699
EFG Eurobank-Ergasias Repos	138	405
National Bank of Greece Repos	14,104	41,390
<b>Total</b>	<b>22,673</b>	<b>66,537</b>

**Suppliers**

On 30.9.2001 the 'Suppliers' account covered debts of the CSD to suppliers for computer equipment, software, etc. The table below shows the turn around time for this account on 30.9.2001:

<b>SUPPLIERS</b>		
<b>(GRD million)</b>	<b>30.9.2001</b>	<b>%</b>
0-30 days	83	44%
31-90 days	26	14%
91-180 days	71	38%
181-365 days	190	100%
<b>TOTAL</b>	<b>370</b>	<b>195%</b>

**Sundry creditors**

Amounts owed by the company to creditors on 30.9.2001 amounted to 549 million GRD (€ 1,611,000) compared to 1,356 million GRD during the previous year. The main component of this was the amount owed by the CSD to the Capital Market Commission in levies calculated as 7% of its turnover on the basis of Law 2471/97. On 30.9.2001 this amount stood at 490 million GRD (€ 1.438,000).

**15.3.1.9 Forecast Financial Results for CSD**

The forecast financial results for the company at the end of 2001 are presented below:

<b>FINANCIAL RESULTS (GRD million)</b>	<b>2001 (E)</b>	<b>2001 (€ 000)</b>
<b>Turnover</b>	<b>9,470</b>	<b>27,792</b>
Less: CMC levy (before depreciation)	680	1,996
Less: Cost of Sales (before depreciation)	2,622	7,695
<b>Gross operating result (profit)</b>	<b>6,168</b>	<b>18,101</b>
<i>(as a % of turnover)</i>	65%	65%
Plus: Other operating income	37	109
<b>Total</b>	<b>6,205</b>	<b>18,210</b>
Less: Management expenses (before depreciation)	1,149	3,372
Less: Research & Development expenses (before depreciation)	941	2,762
Total expenses	2,090	6,134
<i>(as a % of turnover)</i>	22%	22%
<b>Operating income</b>	<b>4,115</b>	<b>12,076</b>
<i>(as a % of turnover)</i>	43%	43%
Plus: Income from participating interests and securities	1,079	3,167
Plus: Extraordinary & non-operating income	51	150
Less: Extraordinary & non-operating expenses	15	44
<b>Profits before interest, depreciation and taxes</b>	<b>5,230</b>	<b>15,348</b>
<i>(as a % of turnover)</i>	55%	55%
Plus: Interest & related income	86	252
Less: Interest charges & related expenses	2	6
<b>Profit before depreciation and taxes</b>	<b>5,314</b>	<b>15,595</b>
<i>(as a % of turnover)</i>	56%	56%
Less: Adjustments to value of fixed assets (total depreciation)	1,779	5,221
<b>Profit before tax</b>	<b>3,535</b>	<b>10,374</b>
<i>(as a % of turnover)</i>	37%	37%
Less: income tax	1,451	4,258
<b>Profits after tax</b>	<b>2,084</b>	<b>6,116</b>

The following points should be noted in relation to these forecasts:

- The forecast turnover for 31.12.2001 is based on estimates of the average daily 'turnover' of ASE since income from clearing Stock Exchange transactions represent 90% of the company's income. Thus the CSD's total turnover for 2001 is based on an estimate of the daily volume of transactions in the order to 60 billion GRD for the rest of the year.
- The level of overheads was based on the company's staffing levels and their salaries. Thus, while the number of staff dropped during the period under consideration the estimated overheads did not given that new, higher paid staff were engaged.
- Income from securities is expected to drop off significantly compared to 2000 given the fall in profits of listed companies as well as the drop in interest rates.

**15.3.2 Athens Derivative Exchange S.A.****15.3.2.1 General**

The Athens Derivative Exchange S.A. (ADEX) was established in April 1998 (Government Gazette 1766/6.4.1998) with company registration number 40294/06/B/98/10. Its incorporation and operations are prescribed by the Law 2533/1997. ADEX is a public limited company operating under the legislation applying to such companies save where the founding law provides otherwise.

The company is based in rented offices at Lekka 23-25, where its central offices are located.

ADEX's aims, according to Law 2533/97 and article 3 of its Articles of Association, are as follows:

- a) the organisation and support of stock exchange trading in derivatives products, the organisation and maintenance of systems to support such trading and related activities compatible with those aims;
- b) participation in other companies with similar aims or involved in related activities, and co-operation with such companies.

The company's envisaged period of activity is 200 years from the date of its registration (6.4.1998).

ADEX is supervised by the Ministry of National Economy and also by the Hellenic Capital Market Commission in respect of its compliance with stock market regulations.

Aspects of the company's operations, such as the size of, and restrictions on ownership/participation in, its share capital, the nature of its activities and the composition and responsibilities of its board of directors are determined by the provisions of Law 2533/1997.

The company's founding share capital totalled GRD 3 million, comprising 3,000,000 ordinary registered shares of nominal value GRD 1,000. Shareholders of the company, according to Article 3(2) of Law 2533/1997, and Article 29(8) of Law 2579/1998, are restricted to the following categories or bodies:

1. AXE S.A.
2. CSD S.A.
3. Investment services companies
4. Credit institutions
5. Portfolio management companies
6. Mutual fund management companies
7. Insurance companies
8. Social security funds

The table below presents the current state of shareholdings in ADEX based on Article 3(2) of Law 2533/1997 and Article 29(8) of Law 2579/1998:

<b>SHAREHOLDERS</b>	<b>NO. OF SHARES</b>	<b>%</b>
ASE S.A.	1,063,700	35.46%
Banks	745,000	24.83%
Brokerage firms	426,300	14.21%
CSD S.A.	410,000	13.67%

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Portfolio investment companies	110,000	3.67%
Insurance companies	120,000	4.00%
Mutual fund management companies	75,000	2.50%
Social security funds	50,000	1.67%
<b>TOTAL</b>	<b>3,000,000</b>	<b>100.00</b>

Given that Article 13 of Law 2937/26.7.2001 repealed Article 3 of Law 2533/1997 and Article 9(8) of Law 2579/1998, restrictions on the composition of ADEX's share capital have been lifted and from now on the provisions of Law 2190/1920 apply to shareholders.

Note that third party shareholders in ADEX, to whom this proposal on exchanging shares is addressed number 85 in total (see Ch. 3 'BRIEF INFORMATION ABOUT THE SHARE CAPITAL INCREASE' and Ch. 7 'SHARE CAPITAL INCREASE').

According to article 6 of Law 2533/97 and the company's Articles of Association, the board of directors consists of nine (9) members, of whom three (3) are appointed by the Ministry of National Economy and six (6) are elected by the General Meeting of Shareholders in accordance with the legislation on public companies.

The Board of Directors serves for a term of three years. The current composition of the BoD following the Decision of the General Meeting taken on 21.6.2000 is as follows:

NAME	BOARD POSITION	PROFESSION
Panagiotis D. Alexakis	Chairman & Managing Director	University Professor
Socratis G. Lazaridis	Vice-Chairman	Economist
Ismi A. Hinou	Member	Managing Director ASE
Loukas S. Zangas	Member	Economist
Alexandros G. Moraitakis	Member	Economist
Christos K. Spanos	Member	Economist
Lida K. Kondogianni	Member	Economist
Agis I. Leopoulos	Member	National Bank of Greece Dep. Governor
Vasiliki A. Campbell	Member	Economist

Note that the salaries of members of the BoD of the company for 2000 were 55,623,907 GRD (lowest salary 1,200,000 GRD, highest salary 34,000,000), while for 2001 it is expected that they will amount to 21,300,000 GRD (3,000,000 GRD for each of the members apart from the Chairman and Vice-Chairman who from 2001 do not receive any salary for attendance at the Board of Directors).

The salaries of senior management in the company for 2000 amounted to 26,750,000 GRD while it is estimated that during 2001 they will reach 56,000,000.

The table below shows the members of the Board of Directors of the company who participate in the Boards of other companies or have shareholdings in them:

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Board Member	Company	Board Position	Extent of shareholding
Panagiotis Alexakis	HELEX	Chairman	-
	ASE S.A.	Chairman	-
	ADEX S.A.	Chairman & Managing Director	-
	ADECH S.A.	Chairman & Managing Director	-
	TSEC S.A.	Chairman & Managing Director	-
	Capital Market Commission	Member	-
Socratis Lazaridis	ASYK S.A.	Chairman	-
	ASE S.A.	1 <sup>st</sup> Vice-Chairman	-
	ADECH S.A.	Member	-
Loukas Zangas	CSD S.A.	Managing Director	-
	ASYK S.A.	Member	-
	ADECH S.A.	Member	-
Alexandros Moraitakis	NUNTIUS Brokerage S.A.	Chairman	49.9%
	Alexander & Sterling INTRO BROKERS S.A.	Chairman	99.9%
	KOSMOS INTRO BROKERS S.A.	Chairman	0.016%
	Alexandros Moraitakis (Seminars)	Administrator	100.0%
	4 - Trade	Member	-
Christos Spanos	Hermes Mutual Fund Management S.A.	Vice-Chairman	-
	O.T.E.	Member	-
	CSD S.A.	Member	-
	Association of Institutional Investors	Chairman	-
Agis Leopoulos	OTENET	Member	-
Vasiliki Campbell	Sigma Securities S.A.	Chairman and Managing Director	-
Ismiini Hinou	ASE Training Centre	Member	-

ADEX's function is the organisation of stock exchange trading in derivatives products on the Athens Derivatives Exchange, which began operation on 27 August 1999.

ADEX members are brokerage companies and credit institutions who are entitled to participate in trading in derivatives products. The ADEX board of directors acts as a supervisory body for its members, in the same way that ASE supervises the members of the main market. ADEX members may operate in the market either as executors of their clients' instructions or on their own account, so long as they introduce offers and bids simultaneously to the market (as market makers in these products).

### 15.3.2.2 ADEX Products

Financial derivatives are financial instruments whose value depends on the values of other, underlying products (derivatives are also known as contingent claims). The derivatives that are traded on ADEX are contracts based on various financial instruments such as stocks, stock indices, interest rates, bonds and currencies.

A derivative's value, its price movements and its yield are contingent on the value of the underlying asset. Since these contracts are traded on the organised ADEX market, they are standardised and fully defined according to the kind of contract involved (i.e. option contract), the underlying asset (i.e. stocks) and the terms of the contract (i.e. size and maturity of contract).

These financial tools can offer investors a wide range of investment possibilities as follows:

- to counterbalance the risk from a position they have assumed in the spot market (hedge),
- to differentiate a portfolio,
- to re-adjust the duration of a portfolio,
- to take advantage of price variation between spot and forward markets (arbitrage),

- to eliminate credit risk by the derivatives exchange taking up the risk of breach of obligations by the contracting parties and in particular via the operation of the ADECH as the main second contracting party for transactions on this market.

In general, there are three types of derivative contracts on ADEX: futures, options and stock lending / borrowing. The type of contracts traded on the ADEX and their characteristics are defined, by decision of the ADEX and ADECH boards of directors. The operation of the ADEX started on 27 August 1997 and the first products traded were futures on the FTSE/ASE 20 Index. This index was deemed to be the most appropriate for the new derivative market due to its liquidity, transparency, size and good management. Derivatives trading based on the FTSE/ASE 20 Index are settled in cash and their trading price refers to index points. For the calculation of the contract size, the price is multiplied by a multiplier, which is equal to € 5 for the FTSE/ASE 20 Index and € 10 for the FTSE/ASE Mid40 index.

### ***Futures Contracts***

A futures contract is a legally binding agreement between two parties (the buyer and the seller) to buy or sell an asset (the underlying asset), at a certain volume (contract size), at a certain time in the future (maturity date) and at a certain price. Moreover, the buyer of a futures contract, who is under an obligation to buy the underlying asset at a future date, may if he wishes sell his contract to a third party through the Exchange. He would thus no longer be liable to buy the underlying asset at maturity. With the above transaction the investor wins or loses depending on the price at which he bought or sold the contract, since a contract's price varies in the market according to supply and demand for it. Futures contracts undergo a daily valuation procedure. This means that at the end of each day, investors whose positions (short or long) show losses have to make payments to those investors whose positions showed gains. Futures in share indexes (FTSE/ASE-20 and FTSE/ASE Mid40) are settled at maturity in cash while futures in shares are settled at maturity by physical delivery of the certificates.

### ***Options***

There are two types of options. A call option is an agreement between two parties, which gives the holder the right, but not the obligation, to buy the underlying asset by a certain date (expiry, exercise or maturity date) for a certain price (exercise or strike price). A put option is an agreement between two parties which gives the holder the right, but not the obligation, to sell the underlying asset by a certain date for a certain price. According to the terms of the contract, the buyer buys from, or sells to, the seller the underlying asset only if he can make a profit out of it. For this reason, the buyer pays a premium to the seller, which is the trading price on the exchange where options are traded. Investors may close their positions on options at any time before their expiry by selling or buying option series complementary to the ones which they have to buy or sell, respectively. In this way investors mark gains or losses, since option prices vary in the market. If, according to a contract, the buyer can exercise the option at any time prior to the expiry date, it is called an American-type option. If, on the other hand, the buyer can exercise the option only on expiry, it is called a European-type option.

### ***Stock lending / borrowing***

Finally, stock lending contracts are agreements between two parties (the borrower and the lender), which gives the opportunity to an investor (the lender) to lend his shares to another investor (the borrower). The lender will lend his shares in return for an amount that depends on the duration of the borrowing and is defined by the borrowing price, which is paid in the form of an annual interest. The borrower, since he has ownership of the shares, may sell them to a third party. He then assumes responsibility for buying the same shares at a future time in order to return them to the original owner (the lender). In this way the borrower assumes a "short selling" position and marks profits or losses depending on trends in buying and selling prices.

At present there are 6 products listed and traded on the derivatives exchange following decisions of the boards of both ADEX and ADECH: futures of the FTSE-ASE 20 and FTSE/ASE Mid40 indexes, options on the FTSE-ASE 20 and FTSE/ASE Mid40 indexes, Stock Repos and Stock Reverse Repos. In November 2000 the Boards of both ADEX and ADECH decided to commence trading in futures on shares listed on the ASE. Initially 4 shares will be traded as futures (OTE, National Bank of Greece, Hellenic Bottling Company and Panafon) with clearance being down by physical delivery.

### 15.3.2.3 Personnel

ADEX employs 27 people of which 26 are on open-ended contracts and 1 on a fixed-term contract.

Note that ADEX signed a service secondment contract with ADECH on 01/6/99 pursuant to which the latter seconded the services associated with 7 of its staff, employed by ADECH on open-ended contracts of work, to the former.

Moreover the company has signed service secondment contracts with ASE for the period 20.10.2000 to 8.2.2001 relating to two of its staff engaged on open-ended contracts of work.

Under these contracts ADEX remains the sole employer of the staff and remains responsible for payment of their agreed salaries and insurance contributions. ADECH and ASE are obliged to pay a fee to ADEX for the secondment of services of these employees at the end of each quarter, calculated on the basis of the gross pay of each employees including the Christmas bonus, Easter bonus and holiday pay and all other benefits. This fee is related to the length of service of each employee with ADECH and ASE respectively.

### 15.3.2.4 Main third party contracts

The company and ASE signed a contract with FTSE International Limited (the Share Price Index for the Financial Times) on 21.10.1998 granting permission to use the name FTSE/ASE- 20 Index, (the Index), any logo authorized by the holders relating to the FTSE/ASE- 20 Index ('Relevant Logo') and to provide information and services in accordance with the terms of this contract in order to promote the Stock exchange market and its products. This contract is for two years and may be extended. An underwriter's fee is payable for each transaction amounting to more than GDP for each derivatives contract or GBP 25,000 per year whichever is greater. The above fee is paid quarterly and is exempt from VAT.

### 15.3.2.5 Main intra-group agreements

The Company together ADECH signed a contract on 15/11/99 with ASYK S.A. by virtue of which the latter provided (qualitative and quantitative) support services to the first two parties covering:

- management and operation of OASIS' derivatives trading and clearance system
- in-house technical support for ADEX and ADECH staff and 1<sup>st</sup> level services for the operation of OASIS in relation to computer technology
- provision of 2<sup>nd</sup> level services to ADEX and ADECH staff covering technical aspects of computer system technical support and market operation
- provision of 2<sup>nd</sup> level technical support services to members of ADEX and ADECH
- provision of vertical support services to ADEX and ADECH.



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The fee for this project was agreed at 199,531,621 GRD plus 18% VAT for each year that contract is in effect. The fee is calculated monthly and paid every two months. ADEX pays around 50% of this fee.

The contract was initially for two years commencing on 1/1/1999. The contract was renewed on 31.12.2001.

In addition, when the contract between ASE and INFOQUEST for the execution of the OASIS project was signed, it gave ADEX the possibility of using the OASIS derivatives clearing subsystem. For 2001 ADEX is expected to pay 75,000,000 GRD in addition to its contribution to the expenses of the ASYK for supervising the proper performance of the project.

### 15.3.2.6 ADEX Financial Data

The tables below present the profits and loss accounts and the financial statements of the company for the first financial year in excess of 12 months which ended on 31.12.1999 and for the year 2000.

<b>FINANCIAL RESULTS (GRD million)</b>	<b>6.4.1998- 31.12.1999</b>	<b>2000</b>	<b>2000 (€ 000)</b>
<b>Turnover</b>	690	1,236	3,628
Less: Cost of Sales (before depreciation)	267	278	816
<b>Gross operating result (profit)</b>	<b>423</b>	<b>958</b>	<b>2,812</b>
<i>(as a % of turnover)</i>	61%	78%	78%
Plus: Other operating income	33	98	289
<b>Total</b>	<b>456</b>	<b>1,057</b>	<b>3,101</b>
Less: Management expenses (before depreciation)	233	262	770
Less: R & D expenses (before depreciation)	98	142	418
Less: Listing expenses (before depreciation)	280	403	1,182
Less : Expenses not included in cost of sales (before depreciation)	36	0	0
Total expenses	646	808	2,370
<i>(as a % of turnover)</i>	94%	65%	65%
<b>Operating income</b>	<b>-190</b>	<b>249</b>	<b>730</b>
<i>(as a % of turnover)</i>	--	20%	20%
Plus: Income from participating interests	0	27	78
Plus: Income from other investments	190	156	459
Plus: Profits from sale of participating interests and other investments	158	0	0
Plus: Extraordinary & non-operating income	29	16	48
Less: Extraordinary & non-operating expenses	2	28	82
<b>Profits before interest, depreciation and taxes</b>	<b>185</b>	<b>420</b>	<b>1,234</b>
<i>(as a % of turnover)</i>	27%	34%	34%
Plus: Interest & related income	40	5	15
Less Interest charges & related expenses	1	2	6
<b>Profit before depreciation and taxes</b>	<b>224</b>	<b>423</b>	<b>1,242</b>
<i>(as a % of turnover)</i>	32%	34%	34%
Less: Adjustments to value of fixed assets (total depreciation)	158	153	449
<b>Profit before tax</b>	<b>66</b>	<b>270</b>	<b>794</b>
<i>(as a % of turnover)</i>	10%	22%	22%

### Remarks on the financial results

Company turnover on 31.12.1999 and 31.12.2000 stood at 690 million GRD and 1,236 million GRD (€ 3,628,000) respectively and can be broken down as follows:

<b>TURNOVER PER ACTIVITY</b>			
<i>(GRD million)</i>	<b>1999</b>	<b>2000</b>	<b>2000 (€ 000)</b>
Income from providing services			
- fees from registering new members	132	142	418
- income from member annual subscriptions	14	87	254
- income from transaction commissions	24	608	1,786
- income from training activities	519	399	1,170
<b>Total</b>	<b>689</b>	<b>1,236</b>	<b>3,628</b>

ADEX income mainly derives from providing services, in particular:

Fees from registering new members: Credit institutions and stock broking companies wishing to become members of ADEX must first deposit GRD 4 million to be registered as a “class-B” trader, or GRD 5.5 million to be a “type-A” trader or ordinary member.

Members’ annual subscriptions: Annual subscriptions payable by ADEX members vary according to their activity. Type-B trader members pay GRD 2 million whereas type-A traders and ordinary members pay GRD 2.5 million.

Commissions on transactions: Each transaction executed by members attracts a charge payable to ADEX, based on its pricing policy. The fees charged for each different type of contract depend on a) the time at which the request is made (on session, after closing, transfer of position), b) the type of request (transfer of position, correction of an error) and c) the number of products which a broker handles. The fees per different type of contract as well as the range of fees payable having regard to these factors are set out in the table below:

<b>Futures on ASE/20 index</b>	<b>Futures on ASE/Mid 40 index</b>	<b>Options on ASE/20 index</b>	<b>Options on ASE/40 index</b>	<b>Option on shares</b>	<b>Futures on 10 year bonds</b>	
<b>Time / type</b>						
<b>Range of commission payable (GRD/ contract)</b>						
On session	51-613	34-409	34-273	34-409	17-341	17-341
After closing	51-1,227	34-818	34-273	34-409	17-341	0
Error correction	852-25,556	852-25,556	852-25,556	852-25,556	852-25,556	852-25,556
Transfer position	30,000	30,000	30,000	30,000	30,000	30,000

These charges are distributed as follows: 55% to ADEX and 45% to ADECH, as provided for by ADEX board of directors’ decision of 3.5.1999. The relevant charges are levied separately by the OASIS system without intervention by either company.

It should be noted that in 2000 the above income included fees from trading on the future value of the FTSE/ASE-20 index, which totalled 608 million GRD. It should also be noted that income from trading commissions and subscriptions from members for 1999 are derived from only four months activity since trading in derivatives on ADEX began on 27.8.1999. For 2000 the said income amounted to 608 million GRD (€ 1,786,000).

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Training programmes: These covered seminars concerned with raising awareness of stock exchange derivatives products and the operation of the market on which they are traded. Income from this source for 2000 totalled 399 million GRD (€ 1,170,000), representing 32.2% of ADEX's total turnover for the year.

ADEX's other income derives from services provided by ADEX staff to ADECH as well as income from sales of ADEX publication worth a total of 98 million GRD (€ 288,000).

Total depreciation for 1999 and 2000 stood at 158 million GRD and 153 million GRD (€ 449,000) respectively, broken down as follows:

ALLOCATION OF DEPRECIATION			
<i>(GRD million)</i>	1999	2000	2000 (€ 000)
Cost of sales	22	46	135
Management expenses	95	23	67
R & D expenses	21	31	90
Listing expenses	21	53	157
<b>Total</b>	<b>158</b>	<b>153</b>	<b>449</b>

The undepreciated cost of providing services during 2000 amounted to 278 million GRD (€ 816,000) while the management expenses of the company before depreciation stood at 262 million GRD (€ 770,000) and can be broken down as follows:

COST OF SALES		
<i>(GRD million)</i>	2000	2000 (€ 000)
Personnel expenses	105	308
Third party salaries	46	135
Fees paid to third parties	78	228
Sundry expenses	49	145
<b>Total</b>	<b>278</b>	<b>816</b>

MANAGEMENT EXPENSES		
<i>(GRD million)</i>	2000	2000 (€ 000)
Personnel expenses	37	109
Third party salaries	100	293
Fees paid to third parties	70	205
Taxes - duties	19	55
Sundry expenses	31	92
Provisions	6	16
<b>Total</b>	<b>262</b>	<b>770</b>

Income from participating interests of the company on 31.12.2000 stood at 27 million GRD (€ 78,000) and represent ADECH dividends for 1999.

Income from other investments of the company on 31.12.2000 stood at 156 million GRD (€ 459,000) and relate to income from Greek bank repos (Alpha, Commercial Bank of Greece, National Bank of Greece) as well as mutual fund unitholdings with the Bank of Cyprus.

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<b>ASSETS (GRD million)</b>	<b>6.4.1998- 31.12.1999</b>	<b>2000</b>	<b>2000 (€ 000)</b>
Establishment Expenses	407	430	1,262
Less: accumulated depreciation	82	166	488
Establishment Expenses (undepreciated value)	325	264	774
Intangible assets	242	275	808
Less: accumulated depreciation	77	145	424
Undepreciated intangible assets	165	131	383
<b>Total tangible assets</b>	<b>165</b>	<b>131</b>	<b>383</b>
Participations	740	740	2,170
Other long-term receivables	7	7	20
<b>Total Fixed Assets</b>	<b>911</b>	<b>877</b>	<b>2,574</b>
Clients	47	61	180
Current receivables from affiliates	15	59	174
Receivables from management	1	0	0
Sundry debtors	10	33	98
Pre-payments and credit management accounts	0	0	0
Marketable securities	1,807	2,300	6,750
Cash at bank and in hand	111	84	247
<b>Total current assets</b>	<b>1,991</b>	<b>2,538</b>	<b>7,449</b>
<b>Transit Debit Balances</b>	<b>31</b>	<b>20</b>	<b>60</b>
<b>TOTAL ASSETS</b>	<b>3,258</b>	<b>3,699</b>	<b>10,856</b>
Debit memo accounts	5	5	14

<b>LIABILITIES</b>	<b>6.4.1998- 30.9.1999</b>	<b>2000</b>	<b>2000 (€ 000)</b>
Share Capital	3,000	3,000	8,804
Reserves	66	238	699
Results carried forward	0	52	151
<b>Total shareholders' equity</b>	<b>3,066</b>	<b>3,290</b>	<b>9,655</b>
<b>Provisions</b>	<b>10</b>	<b>14</b>	<b>41</b>
<b>Current liabilities</b>			
Suppliers	41	49	144
Advances from trade debtors	25	24	72
Taxes - duties	13	99	290
Insurance and pension fund dues	8	10	30
Obligations to affiliates	17	115	339
Sundry creditors	22	39	115
<b>Total current liabilities</b>	<b>128</b>	<b>337</b>	<b>990</b>
<b>Transit credit balances</b>	<b>55</b>	<b>58</b>	<b>170</b>
<b>TOTAL LIABILITIES</b>	<b>3,258</b>	<b>3,699</b>	<b>10,856</b>
Debit memo accounts	5	5	14

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### Remarks on the balance sheet:

Depreciation of establishment costs relating to the setting up of the company was calculated using a factor of 20%, i.e. depreciation over five years, except for computer programs which are depreciated at the rate of 30% per year.

Establishment expenses before depreciation on 31.12.1999 and 31.12.2000 stood at 407 million GRD and 430 million GRD (€ 1,262 million GRD) respectively and can be broken down as follows:

ESTABLISHMENT EXPENSES			
(GRD million)	31.12.1999	31.12.2000	2000 (€ 000)
ADEX set up expenses	36	36	106
Capital gains tax	30	30	88
Wiener-Borse contract	191	191	561
ASYK S.A. contract	47	47	139
OASIS development contract	102	118	345
Software	1	8	23
<b>Total</b>	<b>406</b>	<b>430</b>	<b>1,262</b>

The acquisition value of the company's tangible assets 31.12.1999 stood at 242 million GRD while on 31.12.2000 it stood at 275 million GRD (€ 808,000). During these two years the main component of these assets related to computers and electronic systems as well as refurbishing and decorating expenses for the rented offices used by the company. The amount of 136 million GRD (€ 399,000) on 31.12.2000 related to refurbishing and decorating the company's offices while the figure of 139 million GRD (€ 408,000) relates to furniture, computers and the company's electronic systems.

The account entitled 'Participations' includes the company's participation in ADECH which on 31.12.2000 amounted to 740 million GRD (€ 2,170,000). In particular:

ADEX participation in	(%)	Acquisition value	Book value	Lowest value between acquisition value and book value (31.12.2000)
<i>GRD million</i>				
ADECH	9.240%	740	768	740

On 31.12.2000 the company's account 'Clients' stood at 61.2 million GRD (€ 180,000). A breakdown of this account is shown in the table below.

Turnaround time for this account on 31.12.2000 is presented below:

CLIENTS	
(GRD million)	31.12.2000
0-30 days	61.2
<b>TOTAL</b>	<b>61.2</b>

The company's account 'Sundry Debtors' on 31.12.2000 stood at 33 million GRD (€ 98,000). A breakdown of this account is shown in the table below:

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SUNDRY DEBTORS		
<i>(GRD million)</i>	<b>2000</b>	<b>2000</b> <b>(€ 000)</b>
Prepaid income tax for 2000-2001	25	75
Tax withheld at source on interest income	2	5
Other sundry debtors	1	2
Advances from trade debtors	5	16
<b>Total</b>	<b>33</b>	<b>98</b>

The account 'Current receivables from affiliates' of the company on 31.12.2000 stood at 59 million GRD (€ 174,000) and relates to receivables of the company from the ASE.

The company's account 'Securities' on 31.12.2000, amounted to 2,300 million GRD (€ 6.750,000) and relates to domestic mutual fund unitholdings worth 1,000 million GRD (€ 2,935,000) and repos worth 1,300 million GRD (€ 3,815,000) shown in the table below:

Date of purchase	Type	Bank	Maturity date	Interest rate	GRD million
27.10.2000	repos	ALPHA CREDIT	3.1.2001	5%	200
10.10.2000	repos	ALPHA CREDIT	8.1.2001	6.65%	1,100
<b>Total</b>					<b>1,300</b>

The account 'Obligations to affiliates' on 31.12.2000, relates to obligations to ADECH broken down as follows:

OBLIGATIONS TO AFFILIATES		
<i>(GRD million)</i>	<b>2000</b>	<b>2000</b> <b>(€ 000)</b>
ADECH	26	75
ASE	90	264
<b>Total</b>	<b>115</b>	<b>339</b>

On 31.12.2000 the account 'Suppliers' amounted to 49 million GRD (€ 144,000). Turnaround for this account is presented below:

SUPPLIERS	
<i>(GRD million)</i>	<b>31.12.2000</b>
0-30 days	47
31-60 days	0
61-120 days	0
121-180 days	0
> 180 days	2
<b>TOTAL</b>	<b>49</b>

Note that the company has no overdue tax debts nor any overdue debts to insurance funds or banks.

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### 15.3.2.7 ADEX financial data for the period 1.1. - 30.9.2001

FINANCIAL RESULTS (GRD million)	1.1.-30.9.2000	1.1.-30.9.2000 (€ 000)	1.1.-30.9.2001	1.1.- 30.9.2001 (€ 000)
<b>Turnover</b>	<b>727</b>	<b>2,135</b>	<b>1,082</b>	<b>3,177</b>
Less: Cost of Sales (before depreciation)	163	479	271	794
<b>Gross operating result (profit)</b>	<b>564</b>	<b>1,656</b>	<b>812</b>	<b>2,382</b>
<i>(as a % of turnover)</i>	78%	78%	75%	75%
Plus: Other operating income	34	101	78	229
<b>Total</b>	<b>599</b>	<b>1,757</b>	<b>890</b>	<b>2,611</b>
Less: Management expenses (before depreciation)	183	537	197	578
Less: Listing expenses (before depreciation)	250	734	309	906
Less: Research and development expenses (before depreciation)	62	181	91	268
Total expenses	495	1,452	597	1,752
<i>(as a % of turnover)</i>	68%	68%	55%	55%
<b>Operating income</b>	<b>104</b>	<b>305</b>	<b>293</b>	<b>859</b>
<i>(as a % of turnover)</i>	14%	14%	27%	27%
Plus: Income from participating interests	27	78	24	70
Plus: Income from other investments	119	349	89	262
Plus: Extraordinary & non-operating income	13	37	34	99
Less: Extraordinary & non-operating expenses	12	34	35	104
<b>Profits before interest, depreciation and taxes</b>	<b>251</b>	<b>736</b>	<b>404</b>	<b>1,186</b>
<i>(as a % of turnover)</i>	34%	34%	37%	37%
Plus: Interest & related income	5	14	4	13
Less Interest charges & related expenses	2	5	1	3
<b>Profit before depreciation and taxes</b>	<b>254</b>	<b>745</b>	<b>407</b>	<b>1,195</b>
<i>(as a % of turnover)</i>	35%	35%	38%	38%
Less: Adjustments to value of fixed assets (total depreciation)	112	328	119	348
<b>Profit before tax</b>	<b>142</b>	<b>417</b>	<b>289</b>	<b>847</b>
<i>(as a % of turnover)</i>	20%	20%	27%	27%

### Remarks on the financial results

Company turnover on 30.9.2001 stood at 1,082 million GRD (€ 3,177,000) up some in relation to the corresponding turnover figures on 30.9.2000 and can be broken down as follows:

TURNOVER PER ACTIVITY			
(GRD million)	1.1.-30.9.2000	1.1.-30.9.2001	1.1.-30.9.2001 (€ 000)
Income from providing services			
- fees from registering new members	57	88	258
- income from member annual subscriptions	41	121	354
- income from transaction commissions	385	738	2,166
- income from training activities	244	136	399
<b>Total</b>	<b>727</b>	<b>1,082</b>	<b>3,177</b>

Total company depreciation on 30.9.2001 stood at 119 million GRD (€ 348,000) broken down as follows:

## HELLENIC EXCHANGES HOLDING S.A.

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ALLOCATION OF DEPRECIATION		
<i>(GRD million)</i>	1.1-30.9.2001	1.1-30.9.2001 (€ 000)
Cost of sales	45	132
Management expenses	23	67
R & D expenses	11	33
Listing expenses	39	116
<b>Total</b>	<b>119</b>	<b>348</b>

The cost of providing services before depreciation on 30.9.2001 stood at 271 million GRD (€ 794,000) while management expenses of the company before depreciation stood at 197 million GRD (€ 578,000) and can be broken down as follows:

COST OF SALES		
<i>(GRD million)</i>	1.1-30.9.2001	1.1-30.9.2001 (€ 000)
Personnel expenses	110	323
Third party salaries	64	189
Fees paid to third parties	69	201
Sundry expenses	25	73
Provisions	3	8
<b>Total</b>	<b>271</b>	<b>794</b>

MANAGEMENT EXPENSES		
<i>(GRD million)</i>	1.1-30.9.2001	1.1-30.9.2001 (€ 000)
Personnel expenses	42	122
Third party salaries	76	223
Fees paid to third parties	57	168
Taxes – duties	14	41
Sundry expenses	7	20
Provisions	1	4
<b>Total</b>	<b>197</b>	<b>578</b>

Income from participating interests of the company on 30.9.2001 amounted to 24 million GRD (€ 70,000) and relates to ADECH dividends for 2000.



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ASSETS (GRD million)	1.1-30.9.2000	1.1-30.9.2000 (€ 000)	1.1-30.9.2001	1.1-30.9.2001 (€ 000)
Establishment Expenses	425	1,247	432	1,267
Less: accumulated depreciation	145	426	232	680
Establishment Expenses (undepreciated value)	280	822	200	587
Intangible assets	270	794	295	866
Less: accumulated depreciation	125	366	198	581
Undepreciated intangible assets	146	428	97	284
<b>Total tangible assets</b>	<b>146</b>	<b>428</b>	<b>97</b>	<b>284</b>
Participations	740	2,170	740	2,170
Other long-term receivables	7	20	7	21
<b>Total Fixed Assets</b>	<b>892</b>	<b>2,617</b>	<b>843</b>	<b>2,475</b>
Clients	131	385	11	33
Current receivables from affiliates	28	81	5	14
Sundry debtors	1	4	28	83
Other debtors	0	1	0	0
Pre-payments and credit management accounts	0	1	0	0
Marketable securities	2,127	6,241	2,685	7,881
Cash at bank and in hand	38	110	71	209
<b>Total current assets</b>	<b>2,325</b>	<b>6,825</b>	<b>2,801</b>	<b>8,221</b>
<b>Transit Debit Balances</b>	<b>54</b>	<b>157</b>	<b>67</b>	<b>196</b>
<b>TOTAL ASSETS</b>	<b>3,551</b>	<b>10,421</b>	<b>3,912</b>	<b>11,479</b>
Debit memo accounts	5	14	0	0

LIABILITIES	1.1-30.9.2000	1.1-30.9.2000 (€ 000)	1.1-30.9.2001	1.1-30.9.2001 (€ 000)
Share Capital	3,000	8,804	3,000	8,804
Reserves	66	193	238	699
Results carried forward	142	417	340	999
<b>Total shareholders' equity</b>	<b>3,208</b>	<b>9,414</b>	<b>3,579</b>	<b>10,502</b>
<b>Provisions</b>	<b>20</b>	<b>59</b>	<b>22</b>	<b>63</b>
<b>Current liabilities</b>				
Suppliers	41	119	27	80
Obligations to affiliates	33	98	21	62
Client down payments	156	458	23	68
Taxes – duties	6	16	27	79
Insurance and pension fund dues	5	15	6	18
Dividends payable	0	0	0	0
Sundry creditors	4	12	2	4
<b>Total current liabilities</b>	<b>245</b>	<b>719</b>	<b>106</b>	<b>311</b>
<b>Transit credit balances</b>	<b>78</b>	<b>230</b>	<b>205</b>	<b>603</b>
<b>TOTAL LIABILITIES</b>	<b>3,551</b>	<b>10,422</b>	<b>3,912</b>	<b>11,479</b>
Credit memo accounts	5	14	0	0

**Remarks on the balance sheet:**

Establishment expenses before depreciation on 30.9.2001 stood at 432 million GRD (€ 1,267,000) and can be broken down as follows:

<b>ESTABLISHMENT EXPENSES</b>		
<i>(GRD million)</i>	<b>1.1-30.9.2001</b>	<b>1.1-30.9.2001 (€ 000)</b>
ADEX set up expenses	36	106
Capital gains tax	30	88
Wiener-Borse contract	191	561
ASYK S.A. contract	47	139
OASIS development contract	118	345
Software	9	27
<b>Total</b>	<b>432</b>	<b>1,267</b>

The company's securities account on 30.9.2001, stood at 2,685 million GRD (€ 7,881,000) and relates to domestic mutual fund unitholdings.

<b>Date of purchase</b>	<b>Type</b>	<b>Bank</b>	<b>Maturity date</b>	<b>Interest rate</b>	<b>GRD million</b>
27.10.2000	Repos	ALPHA	3.1.2001	3.5%	120
21.9.2001	Domestic M/F units				1,037
4.7.2001	Domestic M/F units				1,023
4.9.2001	Domestic M/F units				504
<b>Total</b>					<b>2,684</b>

The company's account 'clients' on 30.9.2001 stood at 11 million GRD (€ 33,000). A breakdown of this account is shown in the table below:

Turnaround on this account on 30.9.2001 is shown below:

<b>CLIENTS</b>	
<i>(GRD million)</i>	<b>30.9.2001</b>
0-30 days	11
<b>TOTAL</b>	<b>11</b>

15.3.2.8 Forecast results for ADEX

Forecast results for ADEX for the financial year 2001 are set out in the table below:

<b>FINANCIAL RESULTS (GRD million)</b>	<b>2001 (E)</b>	<b>2001 (€ 000)</b>
<b>Turnover</b>	<b>1,639</b>	<b>4,809</b>
Less: Cost of Sales (before depreciation)	379	1,112
<b>Gross operating result (profit)</b>	<b>1,260</b>	<b>3,696</b>
<i>(as a % of turnover)</i>	<i>77%</i>	<i>77%</i>
Plus: Other operating income	32	94
<b>Total</b>	<b>1,292</b>	<b>3,790</b>
Less: Management expenses (before depreciation)	258	757
Less: Listing expenses (before depreciation)	446	1,309
Less: R & D expenses (before depreciation)	150	440
Total expenses	854	2,506
<i>(as a % of turnover)</i>	<i>52%</i>	<i>52%</i>
<b>Operating income</b>	<b>438</b>	<b>1,284</b>
<i>(as a % of turnover)</i>	<i>27%</i>	<i>27%</i>
Plus: Income from participating interests and securities	100	293
Plus: Extraordinary & non-operating income	0	0
Less: Extraordinary & non-operating expenses	0	0
<b>Profits before interest, depreciation and taxes</b>	<b>538</b>	<b>1,577</b>
<i>(as a % of turnover)</i>	<i>33%</i>	<i>33%</i>
Plus: Interest & related income	3	9
Less Interest charges & related expenses	0	0
<b>Profit before depreciation and taxes</b>	<b>541</b>	<b>1,586</b>
<i>(as a % of turnover)</i>	<i>33%</i>	<i>33%</i>
Less: Adjustments to value of fixed assets (total depreciation)	184	540
<b>Profit before tax</b>	<b>357</b>	<b>1,046</b>
<i>(as a % of turnover)</i>	<i>22%</i>	<i>22%</i>
Less: income tax	118	346
<b>Profits after tax</b>	<b>239</b>	<b>700</b>
<i>(as a % of turnover)</i>	<i>15%</i>	<i>15%</i>

The following points can be made in relation to these forecasts:

- the significant increase in company income forecast for 2001 namely 1,639 million GRD (€4,809,000) compared to the previous year is due to the fact that ADEX's turnover during the first nine months of 2001 was significantly up compared to turnover for the previous period.
- Other operating income as well as overheads of the company relate to income and expenditure respectively from the secondment and use of staff from affiliated companies which are not expected to change significantly by the end of the 2001.
- Income from participations and securities is expected to drop compared to 2000 and will be around 100 million GRD (€ 293,000). The forecast reduction is due to the negative Stock Exchange situation and the fall in interest rates which affected the company's portfolio.

**15.3.3 Athens Derivatives Exchange Clearing House S.A.****15.3.3.1 General**

As provided for by decree 2533/97, which regulates the market for derivatives products and governs the foundation and operation of ADEX, ADECH was established in of May 1998 with registration number 40531/06/B/98/15 (Gov. Gazette 2533/19.5.1998).

The company is based in rented offices at Lekka 23-25.

ADECH's operations are significantly linked with those of ADEX, not least because the aims of the company, according to articles 10 and 11 of Law 2533/97, and according to article 3 of its constitution, are participation in agreements on derivatives products trading that are executed on ADEX; the clearance and settlement of such transactions and other similar transactions carried out on other markets; ensuring the fulfillment of the obligations of parties involved in such agreements; and other related operations.

The company's founding and current share capital amounts to GRD 8,000 million, made up of 8,000,000 ordinary registered shares each of nominal value GRD 1,000. Shareholders of the company, according to article 17, para. 2 of Law 2533/1997, are restricted to the following categories or bodies:

1. ASE S.A.
2. CSD S.A.
3. ADEX S.A.
4. Investment services companies
5. Credit institutions
6. Portfolio management companies
7. Mutual fund management companies
8. Insurance companies
9. Social security funds

The current shareholdings in the company are in accordance with the provisions of Article 17(2) of Law 2533/1997 and are set out below:

SHAREHOLDERS	NUMBER OF SHARES	%
ASE S.A.	2,800,000	35.00%
Banks	3,235,000	40.44%
Brokerage companies	745,500	9.32%
ADEX S.A.	739,500	9.24%
Portfolio management companies	146,000	1.82%
CSD S.A.	90,000	1.13%
Mutual fund management companies	84,000	1.05%
Insurance companies	110,000	1.38%
Social security funds	50,000	0.62%
<b>TOTAL</b>	<b>8,000,000</b>	<b>100.00%</b>

Given that Article 13 of Law 2937/ 26.7.2001 repealed Article 17(2) of Law 2533/1997, restrictions on the composition of the company's share capital have been removed and thus the general provisions of Law 2190/1920 now apply to shareholders.

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Note that the total number of third party shareholders in ADECH to whom this proposal on exchanging shares in addressed total 85 in number (see Ch. 3 'BRIEF INFORMATION ABOUT THE SHARE CAPITAL INCREASE' and Ch. 7 'SHARE CAPITAL INCREASE').

The BoD of the company consists of 9 members serving for three years. The current make up of the Board following the decision of the General Meeting taken on 14.6.00 as amended by the decision of the BoD taken on 05.12.00 following the resignation of Ms. Ismini Hinou who was replaced by Mr. Loukas Zangas is as follows:

NAME	BOARD POSITION	PROFESSION
Panagiotis D. Alexakis	Chairman and Managing Director	University Professor
Ilias M. Stasinopoulos	Vice-Chairman	Economist
George A. Georgiou	Member	Economist
Loukas S. Zangas	Member	Economist
Nikolaos L. Kafetzopoulos	Member	Economist
Nikolaos A. Kezos	Member	Economist
Socratis G. Lazaridis	Member	Economist
George K. Papoutsis	Member	Economist
George K. Galliakos	Member	Economist

Note that the salaries of the members of the company's BoD for 2002 amounted to a total of 21,849,325 GRD (lowest salary 1,813,130, highest salary 5,351,005 GRD), while for 2001 it is expected that they will reach 22,000,000 GRD (3,000,000 GRD for each member apart from the Chairman and Vice-Chairman who from 2001 do not receive any remuneration from attendance at the Board of Directors).

The salaries of senior management for 2000 amounted to 47,550,000 GRD (lowest salary 23,500,000 GRD, highest salary 24,050,000 GRD) while for 2001 it is expected that they will reach 51,500,000 GRD (lowest salary 24,000,000 GRD, highest salary 27,500,000 GRD).

The table below presents the participating interests of members of the company's Board of Directors in the Boards or share capital of other companies:

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Member BoD	Company	Board Position	Extent of shareholding	
Panagiotis Alexakis	HELEX	Chairman	-	
	ASE S.A.	Chairman	-	
	ADEX S.A.	Chairman and Managing Director	-	
		Chairman and Managing Director	-	
	TSEC S.A.	Member	-	
	Capital Market Commission		-	
Ilias Stasinopoulos	M.S Stasinopoulos S.A.	Chairman and Managing Director	13.56%	
	Isis S.A.	Chairman and Managing Director	13.56%	
	Stal S.A.	Vice-Chairman and Managing Director	19.35%	
	Southern Greece Company	-	6.36%	
	Handax S.A.	-	20.00%	
	ASE S.A.	Member	-	
	ASYK S.A.	Vice-Chairman and Managing Director	-	
		Director		
	TSEC S.A.	Member	-	
	ADECH	Vice-Chairman	-	
	M. Stasinopoulos Formica Hellas S.A	Chairman and Managing Director	-	
	Ergasias Investments S.A.	Chairman	-	
	Athens Chamber of Commerce & Industry	Member	-	
	Federation of Greek Industries	Member of General Council	-	
	Union of Listed Companies on the ASE	Vice-Chairman	-	
	Texo S.A.	Member	-	
Korontzis S.A.	Member	-		
Socratis Lazaridis	ASYK S.A.	Chairman	-	
	ASE S.A.	1 <sup>st</sup> Vice-Chairman	-	
	ADEX S.A.	Vice-Chairman	-	
George Georgiou	ALPHA FINANCE	Vice-Chairman	-	
Loukas Zangas	CSD S.A.	Managing Director	-	
	ASYK S.A.	Member	-	
	ADEX S.A.	Member	-	
Nikolaos Kafetzopoulos	Post Office Savings Bank	Member	-	
Nikolaos Kezos	K.S.A. S.A.	Member	-	
	Agricultural Insurance S.A.	Member	-	
	Hellenic Couriers	Member	-	
George Galliakos	Omega Securities	Member	-	
George Papoutsis	Diethniki Mutual Fund Management S.A.	Member	-	

ADECH's function is the clearance of trading in derivatives products on the Athens Derivatives Exchange, in which transactions ADECH itself participates as a contracting party and in this way provides guarantees for the settlement of all obligations deriving from these transactions. To perform these functions, a clearance division has been established which is comprised of the following three departments:

### ***Risk Management Department***

The function of this department is the monitoring and analysis of all risks associated with the functions of ADECH as a central counter-party to derivatives trading and the implementation of appropriate procedures, techniques and mechanisms to manage those risks on a continuous basis.

### ***Transactions Clearance Department***

The function is to apply clearance regulations to all transactions carried out on ADEX and to monitor compliance with those requirements by traders and members. In cases where regulations are breached by members or traders, ADECH effects appropriate procedures so as to ensure the economic integrity of members, traders and the company itself while, as appropriate, providing sufficient information to allow clearance procedures to proceed.

### ***Operations Support Department***

The Operations Support Department is mainly concerned with developing software to cover the day to day needs of the various departments of ADEX and ADECH. Its responsibilities include analysis and development of new applications, updating and maintenance of programmes, the generation and ongoing update of statistical data, support and determining the criteria for margin banks, updating and maintaining accounting data transfer applications to the financial departments as well as participation in the process of developing new products relating to underlying assets, settlement of payments and margins.

Following the execution of a transaction on ADEX, ADECH is involved in four basic functions:

- the registration of transactions;
- the clearance of transactions;
- calculation of the 'safety margin' that applies to investors' positions;
- to ensure that the transacting parties' obligations are fulfilled;

All transacting parties on ADEX act anonymously. Counter-parties are not aware of each other's identities and the obligations that they enter into are intermediated by ADECH with the result that credit risk for the transacting parties is eliminated.

The clearance process involves the calculation on a daily basis of the amounts of transactions, and of blocked and unblocked funds per member and per trader.

In all cases the counter-party involved with the trader is ADECH. In cases where the final client does not settle their obligations arising out of a transaction, the member handling the clearance has to cover the amount. If the member handling the clearance is unable to cover the obligations of the trader, then ADECH is responsible for covering the amount (making use of the 'safety margin' applying to traders).

### 15.3.3.2 Intra-group agreements

Together with ADEX, the company signed an agreement on 15/11/99 with ASYK whereby the latter supplies technical support services to the two sister companies.

The fee for this was agreed at 191,531,621 GRD plus 18% VAT for the each year the agreement is in effect. The fees is calculated monthly and paid at the end of every two months. ADECH pays around 50% of the overall fee.

The agreement was originally for two years commencing on 1/1/1999 and was renewed on 31.12.2001.

In addition, when the contract between ASE and INFOQUEST for the execution of the OASIS project was signed, it gave ADECH the possibility of using the OASIS derivatives clearing subsystem. For 2001 ADECH is expected to pay 45,000,000 GRD in addition to its contribution to the expenses of the ASYK for supervising the proper performance of the project.

### 15.3.3.3 Personnel

The Company has signed an agreement with ADEX dated 01/6/99 seconding the services related to 6 of its staff employed on open-ended contracts of work to the latter.

Under this agreement the Company remains the employer of the individuals and contains to be responsible for paying their agreed salary and social security contributions. ADEX is obliged to pay a

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fee to the Company for the secondment of services of these employees at the end of each quarter, calculated on the basis of the gross pay of each employees including the Christmas bonus, Easter bonus and holiday pay and all other benefits. This fee is related to the length of service of each employee with ADEX.

The Company employs 23 people, of which 22 are on open-ended contracts and 1 on a fixed-term contract.



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### 15.3.3.4 ADECH Financial Data

The tables below present the profit and loss accounts and financial statements of the company for the first financial year in excess of twelve months which ended on 31.12.1999 and for 2000:

FINANCIAL RESULTS (GRD million)	17.5.98 -31.12.99	2000	2000 (€ 000)
<b>Turnover</b>	<b>179</b>	<b>708</b>	<b>2,077</b>
Less: Cost of Sales (before depreciation)	192	324	952
<b>Gross operating result (profit)</b>	<b>-14</b>	<b>384</b>	<b>1,126</b>
<i>(as a % of turnover)</i>	--	54%	54%
Plus: Other operating income	15	90	264
<b>Total</b>	<b>1</b>	<b>474</b>	<b>1,390</b>
Less: Management expenses (before depreciation)	246	435	1,278
Less: Listing expenses (before depreciation)	111	0	0
Less: Expenses not included in cost of sales (before depreciation)	81	0	0
Total expenses	437	435	1,278
<i>(as a % of turnover)</i>	2	62%	62%
<b>Operating income</b>	<b>-436</b>	<b>38</b>	<b>113</b>
<i>(as a % of turnover)</i>	--	5%	16%
Plus: Income from participating interests	0	9	26
Plus: Income from other investments	1,108	613	1,800
Plus: Income from the sale of securities	0	13	39
Less: Provisions for devaluation of securities	0	107	315
Plus: Extraordinary & non-operating income	0	20	59
Less: Extraordinary & non-operating expenses	0	23	68
<b>Profits before interest, depreciation and taxes</b>	<b>672</b>	<b>563</b>	<b>1,653</b>
<i>(as a % of turnover)</i>	376%	80%	80%
Plus: Interest & related income	277	7	20
Less Interest charges & related expenses	0	2	5
<b>Profit before depreciation and taxes</b>	<b>949</b>	<b>568</b>	<b>1,668</b>
<i>(as a % of turnover)</i>	531%	80%	80%
Less: Adjustments to value of fixed assets (total depreciation)	141	127	372
<b>Profit before tax</b>	<b>808</b>	<b>442</b>	<b>1,296</b>
<i>(as a % of turnover)</i>	452%	62%	62%
Less: income tax	212	171	503
Less: directors' salaries	9	0	0
<b>Profits after tax and directors' salaries</b>	<b>587</b>	<b>270</b>	<b>794</b>
<i>(as a % of turnover)</i>	328%	38%	38%

### Remarks on the financial results

Company turnover on 31.12.1999 and 31.12.2000 stood at 179 million GRD and 708 million GRD (€ 2,077,000) respectively and can be broken down as follows:

## HELLENIC EXCHANGES HOLDING S.A.

TURNOVER PER ACTIVITY			
(GRD million)	1999	2000	2000 (€ 000)
Income from providing services			
- fees for registering members	18	115	336
- income from member annual subscriptions	142	96	281
- income from transaction commissions	19	498	1,461
<b>Total</b>	<b>179</b>	<b>708</b>	<b>2,077</b>

ADECH income comes from the following main sources:

New member registration: Credit institutions and stock-broking companies wishing to become members of ADECH must first deposit 5.5 million GRD. The major component of the company's income for the period ending 31.12.1999 derived from this source, amounting to GRD 142 million, i.e. 79.3% of total turnover. On 31.12.2000 income from these fees amounted to 115 million GRD (€ 336,000) or 16.1% of total turnover.

Members' annual subscriptions: Annual subscriptions payable by ADECH members vary according to their activity. Direct members pay 2.5 million GRD whereas ordinary members pay 5 million GRD. On 31.12.1999, this income for the year amounted to 18 million GRD while for 2000 it was 96 million GRD (€ 281,000).

Non-clearing members of ADEX pay an annual subscription fee to ADECH of € 2,930 (1 million GRD).

Commissions on transactions: Each transaction executed by members attracts a charge payable to ADECH, based on its pricing policy. The fees charged for each different type of contract depend on a) the time at which the request is made (on session, after closing, transfer of position), b) the type of request (transfer of position, correction of an error) and c) the number of products which a broker handles. The fees per different type of contract as well as the range of fees payable having regard to these factors are set out in the table below:

Futures on ASE/20 index	Futures on ASE/Mid 40 index	Options on ASE/20 index	Options on ASE/40 index	Option on shares	Futures on 10 year bonds	
Time / type						
Range of commission payable (GRD/ contract)						
On session	51-613	34-409	34-273	34-409	17-341	17-341
After closing	51-1,227	34-818	34-273	34-409	17-341	0
Error correction	852-25,556	852-25,556	852-25,556	852-25,556	852-25,556	852-25,556
Transfer position	30,000	30,000	30,000	30,000	30,000	30,000

Total depreciation applied to the years 1999 and 2000 amounted to 141 million GRD and 127 million GRD (€ 372,000) respectively broken down as follows:

ALLOCATION OF DEPRECIATION			
(GRD million)	1999	2000	2000 (€ 000)
Cost of sales	86	63	186
Management expenses	55	63	186
<b>Total</b>	<b>141</b>	<b>127</b>	<b>372</b>

## HELLENIC EXCHANGES HOLDING S.A.

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The cost of sales before depreciation during the period under consideration amounted to 324 million GRD (€ 952,000), while the management expenses of the company before depreciation stood at 435 million GRD (€ 1,278,000) and can be broken down as follows:

<b>COST OF SALES</b>		
<i>(GRD million)</i>	<b>2000</b>	<b>2000</b> <b>(€ 000)</b>
Personnel expenses	156	457
Third party salaries	11	32
Fees paid to third parties	101	296
Sundry expenses	41	121
Provisions	15	45
<b>Total</b>	<b>324</b>	<b>952</b>

<b>MANAGEMENT EXPENSES</b>		
<i>(GRD million)</i>	<b>2000</b>	<b>2000</b> <b>(€ 000)</b>
Personnel expenses	96	280
Third party salaries	57	166
Fees paid to third parties	85	251
Taxes – duties	35	104
Sundry expenses	147	432
Provisions	15	45
<b>Total</b>	<b>435</b>	<b>1,278</b>

Income from other investments worth 613 million GRD (€ 1,800,000) relates to placements in repos with Alpha Bank worth 610 million GRD (€ 1,790,000) and income from Bank of Cyprus mutual fund unitholdings worth 3 million GRD (€ 9,000)

Income from the sale of securities relates to the sale of Greek treasury bonds worth 13 million GRD (€ 39,000).

Provisions for devaluation of the company's shareholdings and securities worth 107 million GRD (€ 315,000) relate to the provision made by the company for the devaluation of the shares of Alpha Bank and the National Bank of Greece acquired during 2000.

## HELLENIC EXCHANGES HOLDING S.A.

<b>ASSETS (GRD million)</b>	<b>17.5.98 - 31.12.99</b>	<b>2000</b>	<b>2000 (€ 000)</b>
Establishment Expenses	325	356	1,043
Less: accumulated depreciation	64	136	399
Establishment Expenses (undepreciated value)	261	219	644
Intangible assets	210	227	666
Less: accumulated depreciation	78	132	387
Undepreciated intangible assets	132	95	279
<b>Total tangible assets</b>	<b>132</b>	<b>95</b>	<b>279</b>
Participations	0	0	0
Other long-term receivables	3	4	10
<b>Total Fixed Assets</b>	<b>136</b>	<b>99</b>	<b>289</b>
Clients	6	32	93
Current receivables from affiliates	17	26	75
Sundry debtors	153	123	361
Pre-payments and credit management accounts	0	1	2
Marketable securities	8,268	8,183	24,014
Cash at bank and in hand	60	205	603
<b>Total current assets</b>	<b>8,504</b>	<b>8,569</b>	<b>25,148</b>
<b>Transit Debit Balances</b>	<b>147</b>	<b>74</b>	<b>218</b>
<b>TOTAL ASSETS</b>	<b>9,049</b>	<b>8,961</b>	<b>26,299</b>
Debit memo accounts	14,111	38,476	112,917

<b>LIABILITIES</b>	<b>17.5.98 - 31.12.99</b>	<b>2000</b>	<b>2000 (€ 000)</b>
Share Capital	8,000	8,000	23,478
Reserves	302	315	926
<b>Total shareholders' equity</b>	<b>8,302</b>	<b>8,315</b>	<b>24,403</b>
<b>Provisions</b>	<b>8</b>	<b>10</b>	<b>29</b>
<b>Current liabilities</b>			
Suppliers	36	39	114
Obligations to affiliates	15	62	183
Client down payments	2	6	17
Taxes – duties	306	191	559
Insurance and pension fund dues	10	9	26
Dividends payable	288	257	754
Sundry creditors	25	29	85
<b>Total current liabilities</b>	<b>682</b>	<b>592</b>	<b>1,738</b>
<b>Transit credit balances</b>	<b>56</b>	<b>44</b>	<b>128</b>
<b>TOTAL LIABILITIES</b>	<b>9,049</b>	<b>8,961</b>	<b>26,299</b>
Credit memo accounts	14,111	38,476	112,917

**Remarks on the balance sheet**

Establishment expenses before depreciation on 31.12.1999 and 31.12.2000 stood at 325 million GRD and 356 million GRD (€ 1,043,000) respectively and can be broken down as follows:

<b>ESTABLISHMENT EXPENSES</b>			
<i>(GRD million)</i>	<b>31.12.1999</b>	<b>31.12.2000</b>	<b>2000 (€ 000)</b>
ADECH establishment expenses	25	25	74
Capital gains tax	80	80	235
Wiener-Borse contract	52	52	153
ASYK S.A. contract	57	57	166
OASIS development contract	102	118	345
Software	9	24	70
<b>Total</b>	<b>325</b>	<b>356</b>	<b>1,043</b>

The acquisition value of the company's tangible assets on 31.12.1999 stood at 210 million GRD, the major component of which, 120 million GRD, relates to expenses for furniture and computers and electronic systems.

The acquisition value of the company's tangible assets on 31.12.2000 stood at 227 million GRD (€ 666,000) the major component of which, 138 million GRD (€ 404,000), relates to expenses for furniture and computers and electronic systems.

The company's account 'Sundry Debtors' on 31.12.2000 stood at 123 million GRD (€ 361,000). A breakdown of this account is shown in the table below:

<b>SUNDRY DEBTORS</b>		
<i>(GRD million)</i>	<b>2000</b>	<b>2000 (€ 000)</b>
Advances to personnel	0	1
Prepaid income tax for 2000-2001	121	356
Tax withheld at source on interest income	0	1
Other sundry debtors	2	5
<b>Total</b>	<b>123</b>	<b>362</b>

The company's 'securities' account on 31.12.2000 stood at 8,183 million GRD (€ 24,014,000) and relates to shares of the listed banks, National Bank of Greece and Alpha Bank, worth GRD 573 million GRD (€ 1,681,000) and repos and mutual fund unitholdings shown in the table below:

<b>Date of purchase</b>	<b>Type</b>	<b>Bank</b>	<b>Maturity date</b>	<b>Interest rate</b>	<b>GRD million</b>
18.12.2001	Domestic mutual fund unitholdings	-	-	-	1,700
10.10.2000	Repos	ALPHA	8.1.2001	6.65%	2,600
7.11.2000	Repos	ALPHA	5.2.2001	6.25%	3,200
27.12.2000	Repos	ALPHA	3.1.2001	5%	110
<b>Total</b>					<b>7,610</b>

Note that the company has no overdue tax debts or any overdue debts to insurance funds or banks.

## HELLENIC EXCHANGES HOLDING S.A.

### 15.3.3.5 ADECH financial data for the period 1.1. - 30.9.2001

FINANCIAL RESULTS (GRD million)	1.1-30.9.2000	1.1-30.9.2000 (€ 000)	1.1-30.9.2001	1.1-30.9.2001 (€ 000)
<b>Turnover</b>	<b>431</b>	<b>1,266</b>	<b>765</b>	<b>2,246</b>
Less: Cost of Sales (before depreciation)	214	629	274	803
<b>Gross operating result (profit)</b>	<b>217</b>	<b>637</b>	<b>492</b>	<b>1,442</b>
<i>(as a % of turnover)</i>	50%	50%	64%	64%
Plus: Other operating income	54	160	50	147
<b>Total</b>	<b>272</b>	<b>797</b>	<b>541</b>	<b>1,589</b>
Less: Management expenses (before depreciation)	280	822	318	934
Less: Listing expenses (before depreciation)	0	0	0	0
Less: Research and development expenses (before depreciation)	0	0	0	0
Total expenses	280	822	318	934
<i>(as a % of turnover)</i>	65%	65%	42%	42%
<b>Operating income</b>	<b>-8</b>	<b>-25</b>	<b>223</b>	<b>655</b>
<i>(as a % of turnover)</i>	-2%	-2%	29%	29%
Plus: income from the sale of participating interests and securities	13	39	0	0
Plus: Income from other investments	440	1292	295	864
Less: provision for the devaluation of securities	48	142	321	941
Plus: Extraordinary & non-operating income	17	49	29	85
Less: Extraordinary & non-operating expenses	14	42	12	36
<b>Profits before interest, depreciation and taxes</b>	<b>399</b>	<b>1171</b>	<b>214</b>	<b>627</b>
<i>(as a % of turnover)</i>	92%	92%	28%	28%
Plus: Interest & related income	7	20	7	20
Less: Interest charges & related expenses	1	4	1	2
<b>Profit before depreciation and taxes</b>	<b>404</b>	<b>1186</b>	<b>220</b>	<b>645</b>
<i>(as a % of turnover)</i>	94%	94%	29%	29%
Less: Adjustments to value of fixed assets (total depreciation)	93	274	96	282
<b>Profit before tax</b>	<b>311</b>	<b>913</b>	<b>124</b>	<b>363</b>
<i>(as a % of turnover)</i>	72%	72%	16%	16%

### Remarks on the financial results

Company turnover on 30.9.2001 stood at 765 million GRD (€ 2.246,000) up some 77% compared to the corresponding turnover on 30.9.2000 and can be broken down as follows:

TURNOVER PER ACTIVITY			
(GRD million)	1.1-30.2000	1.1-30.9.2001	1.1-30.9.2001 (€ 000)
Income from providing services			
- fees for registering members	58	55	161
- income from member annual subscriptions	57	107	313
- income from transaction commissions	317	604	1,772
<b>Total</b>	<b>432</b>	<b>765</b>	<b>2,246</b>

Total company depreciation on 30.9.2001 stood at 96 million GRD (€ 282,000) broken down as follows:

## HELLENIC EXCHANGES HOLDING S.A.

ALLOCATION OF DEPRECIATION		
(GRD million)	1.1-30.9.2001	1.1-30.9.2001 (€ 000)
Cost of sales	53	156
Management expenses	43	126
<b>Total</b>	<b>96</b>	<b>282</b>

The cost of providing services before depreciation on 30.9.2001 stood at 274 million GRD (€ 803,000) while the management expenses of the company before depreciation stood at 318 million GRD (€ 934,000) and can be broken down as follows:

COST OF SALES		
(GRD million)	1.1-30.9.2001	1.1-30.9.2001 (€ 000)
Personnel expenses	134	394
Third party salaries	54	159
Fees paid to third parties	53	156
Sundry expenses	31	90
Provisions	2	4
<b>Total</b>	<b>274</b>	<b>803</b>

MANAGEMENT EXPENSES		
(GRD million)	1.1-30.9.2001	1.1-30.9.2001 (€ 000)
Personnel expenses	113	331
Third party salaries	70	206
Fees paid to third parties	73	214
Taxes - duties	19	56
Sundry expenses	43	126
Provisions	1	3
<b>Total</b>	<b>318</b>	<b>934</b>

Income from other investments worth 295 million GRD (€ 864,000) represents income from Bank of Cyprus mutual fund unitholdings.

On 30.9.2001 the account 'Provisions for devaluation of participating interests/investments' stood at 321 million GRD (€ 942,000) and includes a provision for devaluation of the shares of the National Bank of Greece and Alpha Bank in the possession of the Company.

**HELLENIC EXCHANGES HOLDING S.A.**

<b>ASSETS (GRD million)</b>	<b>1.1-30.9.2000</b>	<b>1.1-30.9.2000</b>	<b>1.1-30.9.2001</b>	<b>1.1-30.9.2001</b>
		<b>(€ 000)</b>		<b>(€ 000)</b>
Establishment Expenses	349	1,024	362	1,062
Less: accumulated depreciation	117	344	192	563
Establishment Expenses (undepreciated value)	232	680	170	499
Intangible assets	227	667	232	680
Less: accumulated depreciation	117	345	172	505
Undepreciated intangible assets	110	323	60	175
<b>Total tangible assets</b>	<b>110</b>	<b>323</b>	<b>60</b>	<b>175</b>
Participations	0	0	0	0
Other long-term receivables	4	11	4	11
<b>Total Fixed Assets</b>	<b>114</b>	<b>333</b>	<b>63</b>	<b>185</b>
Clients	64	188	6	17
Current receivables from affiliates	0	0	0	0
Sundry debtors	143	419	123	362
Other debtors	0	0	0	0
Pre-payments and credit management accounts	1	2	0	0
Marketable securities	7,984	23,431	7,996	23,465
Cash at bank and in hand	227	666	215	632
<b>Total current assets</b>	<b>8,419</b>	<b>24,706</b>	<b>8,341</b>	<b>24,477</b>
<b>Transit Debit Balances</b>	<b>50</b>	<b>146</b>	<b>62</b>	<b>183</b>
<b>TOTAL ASSETS</b>	<b>8,814</b>	<b>25,866</b>	<b>8,636</b>	<b>25,345</b>
Debit memo accounts	48,995	143,785	125,009	366,865

	<b>1.1-30.9.2000</b>	<b>1.1-30.9.2000</b>	<b>1.1-30.9.2001</b>	<b>1.1-30.9.2001</b>
		<b>(€ 000)</b>		<b>(€ 000)</b>
<b>LIABILITIES</b>				
Share Capital	8,000	23,478	8,000	23,478
Reserves	302	886	315	926
Results carried forward	311	913	124	365
<b>Total shareholders' equity</b>	<b>8,613</b>	<b>25,277</b>	<b>8,440</b>	<b>24,769</b>
<b>Provisions</b>	<b>15</b>	<b>44</b>	<b>12</b>	<b>36</b>
<b>Current liabilities</b>				
Suppliers	42	123	4	11
Obligations to affiliates	0	0	0	0
Client down payments	27	79	1	4
Taxes - duties	5	16	6	17
Insurance and pension fund dues	5	14	4	13
Dividends payable	33	96	0	1
Sundry creditors	0	0	0	0
<b>Total current liabilities</b>	<b>112</b>	<b>328</b>	<b>16</b>	<b>46</b>
<b>Transit credit balances</b>	<b>74</b>	<b>216</b>	<b>168</b>	<b>494</b>
<b>TOTAL LIABILITIES</b>	<b>8,814</b>	<b>25,866</b>	<b>8,636</b>	<b>25,344</b>
Credit memo accounts	48,995	143,785	125,009	366,865



**Remarks on the balance sheet**

Establishment expenses before depreciation on 30.9.2001 stood at 362 million GRD (€ 1,062 million GRD) and can be broken down as follows:

<b>ESTABLISHMENT EXPENSES</b>		
<i>(GRD million)</i>	<b>1.1-30.9.2001</b>	<b>1.1-30.9.2001 (€ 000)</b>
ADECH establishment expenses	25	74
Capital gains tax	80	235
Wiener-Borse contract	52	153
ASYK S.A. contract	57	166
OASIS development contract	118	345
Software	30	89
<b>Total</b>	<b>362</b>	<b>1,062</b>

On 31.12.2000 the company's account 'Sundry Debtors' stood at 123 million GRD (€ 362,000). A breakdown of this account is shown in the table below:

<b>SUNDRY DEBTORS</b>		
<i>(GRD million)</i>	<b>1.1-30.9.2001</b>	<b>1.1-30.9.2001 (€ 000)</b>
Advances to personnel	0	1
Prepaid income tax for 2000-2001	121	355
Tax withheld at source on interest income	0	1
Other sundry debtors	2	5
<b>Total</b>	<b>123</b>	<b>362</b>

The company's 'securities' account on 30.9.2001 stood 7,996 million GRD (€ 23.465,000) and relates to shares of the listed banks, National Bank of Greece and Alpha Bank, worth GRD 512 million GRD (€ 1,503,000) and repos and mutual fund unitholdings shown in the table below:

<b>Date of purchase</b>	<b>Type</b>	<b>Bank</b>	<b>Maturity date</b>	<b>Interest rate</b>	<b>GRD million</b>
6.9.2001	Domestic mutual fund unitholdings	-	-	-	1,542
21.9.2001	Domestic mutual fund unitholdings	-	-	-	1,932
4.7.2001	Domestic mutual fund unitholdings	-	-	-	2,660
7.9.2001	Repos	ALPHA	3.12.2001	4.05%	1,350
<b>Total</b>					<b>7,484</b>

15.3.3.6 Forecast results for ADECH

The forecast results for ADECH for 2001 are set out in the table below:

<b>FINANCIAL RESULTS (GRD million)</b>	<b>2001 (E)</b>	<b>2001 (€ 000)</b>
<b>Turnover</b>	<b>1.192</b>	<b>3.499</b>
Less: Cost of Sales (before depreciation)	419	1,229
<b>Gross operating result (profit)</b>	<b>773</b>	<b>2,270</b>
<i>(as a % of turnover)</i>	65%	65%
Plus: Other operating income	38	112
<b>Total</b>	<b>811</b>	<b>2,381</b>
Less: Management expenses (before depreciation)	502	1,473
Total expenses	502	1,473
<i>(as a % of turnover)</i>	42%	42%
<b>Operating income</b>	<b>309</b>	<b>908</b>
<i>(as a % of turnover)</i>	26%	26%
Plus: Income from participating interests and securities	318	933
Less: Provisions for devaluation of participating interests/investments	270	792
Plus: Extraordinary & non-operating income	0	0
Less: Extraordinary & non-operating expenses	0	0
<b>Profits before interest, depreciation and taxes</b>	<b>357</b>	<b>1,049</b>
<i>(as a % of turnover)</i>	30%	30%
Plus: Interest & related income	2	6
Less Interest charges & related expenses	0	0
<b>Profit before depreciation and taxes</b>	<b>359</b>	<b>1,055</b>
<i>(as a % of turnover)</i>	30%	30%
Less: Adjustments to value of fixed assets (total depreciation)	161	472
<b>Profit before tax</b>	<b>198</b>	<b>582</b>
<i>(as a % of turnover)</i>	17%	17%
Less: income tax	154	452
<b>Profits after tax</b>	<b>44</b>	<b>131</b>

The following points can be made in relation to these forecasts:

- Company turnover is expected to be 1,192 million GRD (€ 3,499,000) for 2001. Despite the fact that turnover appears to be up compared to previous years it is expected that it will lag behind in relation to the initial forecast for the years due to the postponement of listing stock futures on ADEX for trading and the reduced volume of transactions in option on the FTSE/ASE-20 and FTSE/ASE-40 indexes.
- Other operating income as well as overhead and expenses respectively from the secondment of the use of staff of affiliates are not expected to change significantly until the end of 2001.

The significant drop off in the company's profits expected for 2001 will amount to 149 million GRD (€ 437,000) compared to the previous year due in the main to the accounting devaluation of participating interests by 320 million GRD (€ 939,000) as a result of negative Stock Exchange performance.

### 15.3.4 Thessaloniki Stock Exchange Centre S.A.

#### 15.3.4.1 General

The Thessaloniki Stock Exchange Centre (TSEC) was established in September 1995 (Gov. Gazette 5493/25.9.1995). The company is based in the City of Thessaloniki with company registration number 34189/62/B/95/226.

The company is housed in its own two-storey building, total area 1,312.16 m<sup>2</sup>, at 16-18 Katouni St., where the management, public relations and customer service, computerization, and derivative operations development departments are located. Moreover, as of 1 January 2001 the Thessaloniki Stock Exchange Centre has rented offices covering 332.5m<sup>2</sup> on the 7<sup>th</sup> floor of 14 Tsimiski St. housing the accounts office, the personnel, financial analyses and budget departments and the listing department (for the main, parallel and NEHA markets) as the operations support department for the Greek Market of Emerging Capital Markets (EAGAK). The company's premises at Katsouni St. were purchased on the 26 June 1997 from the Macedonia Thrace Bank for 850 million GRD.

Given that the Macedonia Thrace Bank (the vendor) is a founding member of TSEC and given the restrictions imposed by article 10(1) of Law 2190/1920, it should be noted that the provisions of para. 2 of this article have been strictly complied with, in particular: a) the purchase was approved in advance by unanimous decision of a shareholders meeting on 4.6.1997; and b) an appropriate transfer permit issued by the local authorities of Thessaloniki (commercial section) was published (decision 17/6436/26.6.1997), those authorities having previously taken note of the valuation report of 25.6.1997 prepared by the article 9 committee provided for under Law 2190/1920. The above-mentioned evaluation decision determined a valuation for the property of 850 million GRD and was published in the Societes Anonyme and Limited Liabilities Companies Issue of the Government Gazette 4524/1.7.1997.

- At a shareholders' meeting on 24.6.1998 it was decided that the aims of the company would be broadened, as provided for in article 3 of its constitution, to include the following activities: the provision of services in the sector of stock exchange transactions and activities, within the following areas.
- Entering into agreements with the Athens Stock Exchange and, in co-operation with the Athens Exchange, organising stock market transactions in the north Greece area offering connection services to ASE and other related activities;
- Offering stock market services to companies of the wider Balkans region which satisfy the requirements for listing on the Greek stock market. Under this heading, appropriate infrastructure would be developed, on the basis of the existing institutional structure, whereby shares of companies from Balkan countries, or related securities, and securities of companies in northern Greece, might be entered for trading in the Parallel Market of the Athens Exchange;
- The promotion of stock market activities as a whole, including the organisation of seminars and educational services to encourage better understanding of the operation of the capital market;
- The company may also be engaged in co-operations with other companies with similar aims, whereby the activities of the company may be supported and developed and collaborations with the above-mentioned companies promoted.

The company's envisaged period of activity is 50 years, i.e. terminating in 15.9.2045, according to the management decision entered in the register of public companies and approved according to its Articles of Association.

The reason for the establishment of TSEC was multi-faceted. The first is to organise the development of the capital market in northern Greece and to offer stock exchange services through on-line links both with the Thessaloniki centre and the Athens exchange so as to both to serve the requirements of northern Greece and to decentralize the operations of the Greek capital market.

In particular, the services offered by TSEC can be divided into six categories:

1. Offering services through brokerage firm branch offices in Thessaloniki
2. Offering services to the investing public
3. Offering services to companies considering listing on the Athens Exchange
4. Offering information and training services.
5. Promoting and developing TSEC operations
6. Promoting, supporting and developing the Greek Market of Emerging Capital Markets.

The services offered through brokerage firm regional offices in Thessaloniki include:

- On-line connection to the OASIS system of the ASE
- The supply of necessary equipment for connection to OASIS
- The supply of telecommunications facilities.

The supply of services to the investing public includes:

- Information about stock exchange matters generally
- Supply of official ASE publications
- Distribution of historical data on share prices and indices
- Maintenance of records of financial statements of listed companies.

The provision of services to candidate companies for listing include:

- Assessment of dossiers prepared by companies seeking listing on the exchange
- The identification of northern Greece companies that satisfy the criteria for listing
- Providing information about the pre-requisites for listing
- Providing information about the preparation of pre-listing dossiers
- Providing information about the underwriting of public share offerings.

The provision of public education and awareness services cover three main themes:

- The first relates to the organizing of one-day meetings aimed at promoting the idea of the Stock Exchange in Northern Greece both to the investing public and to enterprises in the area. These one-day Money shows have already been held in Thessaloniki, Kozani, Drama and Kavala with high attendance rates and the TSEC's aim is to hold similar events in the capitals of all the prefectures in Macedonia and Thrace.
- The second theme covers educational seminars whose aim is to provide detailed knowledge. These seminars are aimed at all parties participating in the operation of the Hellenic Capital Market.
- The third theme covers the provision of information on the Hellenic Capital Market to students in the economics departments of Universities, Technical Educational Institutes and Vocational Training Institutes, to students of technical and vocational high schools as well as the productive class in the area. Over the previous year many groups of people were taken on a tour around the Centre's facilities and informed about the basic operating rules of the Stock Exchange and the Derivatives exchange. About one such tour per week was organized.

Promotion and development of the TSEC's operations includes:

- Attracting companies from Northern Greece to the Stock Exchange. These effects include, inter alia, organizing specialized one-day events, identifying companies meeting the criteria for listing and personal contact with interested companies.
- Attracting companies from Northern Greece to the New Market (NEHA). This new market will allow small, dynamic and innovative companies the chance to raise capital.
- Spreading the idea of the Stock Exchange to both the investing public and enterprises in Northern Greece. To this end the Thessaloniki Stock Exchange Centre participates in one-day events all over Northern Greece making contacts with interested businesses.

Promotion, support and development of the Greek Market of Emerging Capital Markets includes:

- Attracting companies to the Greek Market of Emerging Capital Markets (EAGAK). In order to achieve this objective the TSEC participates in organized Stock Exchange road shows in the wider area of Eastern Europe and the Balkans. This year the TSEC organized a road show in Sofia, Bulgaria, another in Bucharest, Romania and one in Nicosia, Cyprus. At the same time it also identifies those companies which meet the criteria for listing and makes personal contact with those companies interested in listing.

The share capital of the Company stands at 1,022,250,000 billion GRD divided into 100,000 common registered shares, with a face value of 10,222.5 GRD each. The breakdown of the TSEC's shareholdings today is as follows:

## HELLENIC EXCHANGES HOLDING S.A.

SHAREHOLDERS	NUMBER OF SHARES	%
Athens Stock Exchange	33,800	33.8%
National Bank of Greece	14,000	14.0%
63 brokerage firms each owning 0.17% of the capital	10,200	10.2%
ALPHA BANK	13,000	8.0%
Commercial Bank of Greece	8,000	8.0%
Thessaloniki Chamber of Commerce & Industry	5,000	5.0%
EFG Eurobank Ergasias S.A.	4,000	4.0%
Piraeus Bank	9,500	9.5%
Northern Greece Industrialists Federation	2,500	2.5%
<b>TOTAL</b>	<b>100,000</b>	<b>100%</b>

Note that the total number of third party shareholders in TSEC to whom this proposal on exchanging shares in addressed total 66 in number (see Ch. 3 'BRIEF INFORMATION ABOUT THE SHARE CAPITAL INCREASE' and Ch. 7 'SHARE CAPITAL INCREASE').

The Company is managed by an 11 member Board of Directors. One the basis of Article 11 of the TSEC's Articles of Association one member of the Board is the current Secretary General of Central Macedonia and one person of prestige appointed by the Minister of National Economy. The remaining 9 members are elected by the General Meeting. The composition of the current BoD of the company formally convened by Decision No. 42/26.1.99 thereof (Government Gazette 1181/2.3.99) and amended by the General Meeting on 28 June 2000 (Government Gazette 8371/12/92000) is as follows. Term in office is for five years.

NAME	POSITION	PROFESSION
Panagiotis Alexakis	Chairman and Managing Director	Chairman ASE
Pavlos S. Lazaridis	Vice-Chairman	Banker
Christodoulos D. Antoniadis	Member	Banker
George A. Pervanas	Member	Stock broker
Vasilis I. Valasopoulos	Member	Secretary General of the Region of Macedonia
Theodoros T. Gatzoflias	Member	Banker
Stavros. C. Karpouzis	Member	Banker
Vasilis N. Takkas	Member	Economist
Ilias M. Stasinopoulos	Member	Businessman
Dimitrios D. Bakatselos	Member	Chairman of the Thessaloniki Chamber of Commerce & Industry
Emmanuel D. Trikoukis	Member	Lawyer

Note that the salaries of members of the Company's Board of Directors for the year 2000 stood at 27,936,050 GRD (lowest salary 1,275,510 GRD and highest salary 3,676,190 GRD), while for the year 2001 it is expected that salaries will reach 22,959.180 GRD (2,338,435 GRD for each member). Note that the chairman of the Board received no salary for the services provided to TSEC for the year 2001 nor remuneration for this attendance at the Board of Directors. Moreover, the Board member Mr. Dimitris Bakatselos received no salary for this role as such during 2000 and 2001.

The salaries of the company's senior management for 2000 stood at 25,495,592 GRD (lowest salary 8,631,352 GRD and highest salary 16,864,240 GRD) while for 2001 it is expected that salaries will reach 32,395,724 GRD (lowest salary 12,446,768 GRD and highest salary 19,948,956 GRD).

The participating interests of members of the TSEC's BoD in the share capital and boards of other companies are presented in the table below:

## HELLENIC EXCHANGES HOLDING S.A.

NAME	COMPANY	Board Position	Extent of shareholding
Panagiotis Alexakis	HELEX	Chairman	-
	ASE S.A.	Chairman	-
	ADEX S.A.	Chairman & Managing Director	-
	ADECH S.A.	Chairman & Managing Director	-
	TSEC S.A.	Chairman & Managing Director	-
	Capital Market Commission	Member	-
Pavlos Lazaridis	Thessaloniki Contemporary Art Museum	Member	-
	Association for the Protection and Rehabilitation of Disabled Children (Thessaloniki)	Chairman	-
Vasilis Takas	Biotex S.A.	Chairman	98%
	Polygon S.A.	Chairman	98%
	Komotini Paper Mills S.A.	Member	-
	Florina Honaias S.A.	Member	-
	Aias Finance S.A.	Member	15%
	Hellenic Investment Bank	Member	-
Ilias Stasinopoulos	Ilteko S.A.	Member	30%
	M.S. Stasinopoulos S.A.	Chairman and Managing Director	13,56%
	Isis S.A.	Chairman and Managing Director	13,56%
	Stal S.A.	Vice-Chairman and Managing Director	19,35%
	Southern Greece Company	-	6,36%
	Handax S.A.	-	20,00%
	ASE S.A.	Member	-
	ASYK S.A.	Vice-Chairman and Managing Director	-
	TSEC S.A.	Member	-
	ADECH	Vice-Chairman	-
	M. Stasinopoulos Formica	Chairman and Managing Director	-
	Hellas S.A.	Chairman	-
	Ergasias Investments S.A.	Member	-
	Athens Chamber of Commerce & Industry	Member	-
	Confederation of Greek Industries	Member of the General Council	-
	Union of Listed Companies on the ASE	Vice-Chairman	-
	Texo S.A.	Member	-
	Korontzis S.A.	Member	-
Christodoulos Antoniadis	Athoniki Technical S.A.	Member	-
	Northern Greece Private Infrastructure Development Association	Member	-
	Northern Greece Businessmen Cultural Association	Member	-
	Piraeus Life Insurance S.A.	Member	-
	Sigma Securities	Member	-
	Piraeus Multi Construction S.A.	Member	-
	MULTIFACTORING – Business Requirements Factoring S.A.	Member	-
	Piraeus Bank Cultural Centre	Member	-
	Macedonia Thrace – Northern Greece Factoring S.A.	Member	-
		Vice-Chairman	-
George Pervanas	G.A. Pervanas Brokerage S.A.	Chairman & Managing Director	85%
	COMPRO IT Systems S.A.	Member	-
Theodoros Gatzoflias	ALPHA ASTIKA S.A.	Member	-
	ALPHA LEASING S.A.	Member	-
Dimitrios Bakatselos	Pyramis Metallurgy S.A.	Member	10%
	DIPEK	Chairman	-
	D. Bakatselos & Sons S.A.	Managing Director	35%
	TREKCONSULTING Thessaloniki S.A.	Chairman	50%
	GEOLAB S.A.	Member	40%
	Egnatia Bank	Member	-
ANEM-Macedonia Development Association	Member	-	

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– non-profit-making organization		
Northern Greece Private Infrastructure Development Association	Member	-
EFHE – E-Commerce Application Development Company	Chairman	-
HELLENIC ENERGY	Managing Director	50%

The Company employs 11 administrative staff on open-ended contracts of work and 1 person on a fixed-term contract.

### 15.3.4.2 TSEC Financial Data

The financial results of the company for the period 1997 – 2000 are set out in the table below:

FINANCIAL RESULTS (GRD million)	1997	1998	1999	2000	2000 (€ 000)
<b>Total Turnover</b>	82	263	1,076	675	1,980
Less: Cost of Sales (before depreciation)	30	23	51	91	266
<b>Gross operating result (profit)</b>	52	240	1,025	584	1,714
<i>(as a % of turnover)</i>	63%	91%	95%	87%	87%
Plus: Other operating income	4	21	21	25	74
<b>Total</b>	<b>56</b>	<b>261</b>	<b>1,046</b>	<b>609</b>	<b>1,788</b>
Less: Management expenses (before depreciation)	60	104	130	143	420
Less: Listing expenses (before depreciation)	0	0	0	0	0
Total expenses	60	104	130	143	420
<i>(as a % of turnover)</i>	73%	40%	12%	21%	21%
<b>Operating income</b>	<b>-4</b>	<b>157</b>	<b>917</b>	<b>466</b>	<b>1,369</b>
<i>(as a % of turnover)</i>	-5%	60%	85%	69%	69%
Plus: Income from participating interests	0	0	0	0	0
Plus: Income from other investments	0	3	2	8	24
Plus: Profits from sale of participating interests and other investments	0	27	112	33	96
Less: Provisions for devaluation of participating interests/investments	0	4	26	120	352
Less: Expenses & losses from participating interests/investments	0	2	5	2	4
Plus: Extraordinary & non-operating income	77	86	88	79	232
Less: Extraordinary & non-operating expenses	0	4	6	6	17
<b>Profits before interest, depreciation and taxes</b>	<b>73</b>	<b>264</b>	<b>1,082</b>	<b>459</b>	<b>1,347</b>
<i>(as a % of turnover)</i>	90%	100%	101%	68%	68%
Plus: Interest & related income	31	27	53	85	250
Less Interest charges & related expenses	0	0	0	0	0
<b>Profit before depreciation and taxes</b>	<b>104</b>	<b>291</b>	<b>1,135</b>	<b>544</b>	<b>1,597</b>
<i>(as a % of turnover)</i>	127%	111%	106%	81%	81%
Less: Adjustments to value of fixed assets (total depreciation)	90	118	122	124	363
<b>Profit before tax</b>	<b>14</b>	<b>172</b>	<b>1,013</b>	<b>420</b>	<b>1,234</b>
<i>(as a % of turnover)</i>	17%	66%	94%	62%	62%
less income tax and other taxes	0	58	358	181	532
Less: Directors' salaries	0	0	0	0	0
<b>Profits after tax and Directors' salaries</b>	<b>14</b>	<b>114</b>	<b>655</b>	<b>239</b>	<b>702</b>
<i>(as a % of turnover)</i>	17%	43%	61%	35%	35%



**Remarks on the financial results**

Company turnover for the 2000 financial year stood at 675 million GRD (€ 1,980,000) with a mean annual increase in the order of 155% for the period 1997-2000.

A breakdown on the company's turnover per activity is set out below:

<b>TURNOVER (GRD million)</b>	<b>1997</b>	<b>1998</b>	<b>1999</b>	<b>2000</b>	<b>2000 (€ 000)</b>
Income from stock exchange transactions	82	239	1,028	610	1,790
Income from feeds to vendors and the supply of services related to the Smart programme* (stock market in real time)	0	4	21	45	130
Income from brokerage firm access fees to the TSEC transactions floor	0	8	8	7	21
Other income from brokerage firms	0	5	6	3	9
Income from the sale of the daily price bulletin	0	1	2	1	3
Income from seminars – photocopies – investor access	0	6	11	9	27
<b>TOTAL</b>	<b>82</b>	<b>263</b>	<b>1,076</b>	<b>675</b>	<b>1,980</b>

\* The Smart Programme (Stock Market in Real Time) is the product of collaboration between Forthnet which has the exclusive rights to distribute the product, ASYK and TSEC. Smart offers on-line access to ASE daily sessions in real time via transaction dynamic monitoring screens.

The drop in turnover for the period 1999-2000 was mainly due to the fall off in the volume of Stock Exchange transactions during 2000 which affected income from this type of activity. This income from stock exchange transactions, despite the significant increase for the period 1997-1999, dropped by 40% during 2000 and reached 610 million GRD (€ 1,790,000) on 31.12.2000.

During 2000, total depreciation applied was 124 million GRD (€ 363,000). The allocation of depreciation for the period 1997-2000 is shown below:

<b>ALLOCATION OF DEPRECIATION</b>					
<b>(GRD million)</b>	<b>1997</b>	<b>1998</b>	<b>1999</b>	<b>2000</b>	<b>2000 (€ 000)</b>
Cost of sales	48	92	112	46	134
Management expenses	42	26	10	78	229
<b>Total</b>	<b>90</b>	<b>118</b>	<b>122</b>	<b>124</b>	<b>363</b>

The cost of sales before depreciation during the year 2000 stood at 91 million GRD (€ 266,000). A breakdown of this account is set out in the table below:

<b>COST OF SALES (before depreciation)</b>		
<b>(GRD million)</b>	<b>2000</b>	<b>2000 (€ 000)</b>
Personnel expenses	21	61
Third party salaries	11	31
Fees paid to third parties	58	169
Sundry expenses	2	5
<b>Total</b>	<b>91</b>	<b>266</b>

Other operating income amounted to 25 million GRD (€ 74,000) in 2000 and relates to income from the rental of building space.

Profits from the sale of participating interests and investments worth 33 million GRD (€ 96,000) relate to the sale of shares in the companies Panafon and the National Bank of Greece.

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Provisions for the devaluation of participating interests and investments worth 120 million GRD (€ 352,000) relate to shares of listed companies, and primarily those of EFG Eurobank-Ergasias and the Commercial Bank of Greece.

Finally, company interest amounted to 85 million GRD (€ 249,000) of which 72 million GRD (€ 211,000) represents interest of foreign term deposits and 13 million GRD (€ 38,000) a reduction from the lump sum payment of interest tax.

TSEC S.A. BALANCE SHEETS					
ASSETS (GRD million)	1997	1998	1999	2000	2000 (€ 000)
Establishment Expenses	176	176	176	176	517
Less: accumulated depreciation	43	78	113	148	435
Establishment Expenses (undepreciated value)	134	98	63	28	82
intangible assets	1,193	1,102	1,119	1,152	3,381
Less: accumulated depreciation	127	155	242	330	970
undepreciated intangible assets	1,066	947	877	822	2,412
<b>Total tangible assets</b>	<b>1,066</b>	<b>947</b>	<b>877</b>	<b>822</b>	<b>2,412</b>
Participations	0	0	0	0	0
other long-term receivables	0	1	1	4	12
<b>Total Fixed Assets</b>	<b>1,066</b>	<b>948</b>	<b>878</b>	<b>826</b>	<b>2,423</b>
Clients	5	30	237	143	420
cheques receivable	0	0	0	0	0
Doubtful-disputed clients and debtors	0	0	0	0	0
sundry debtors	5	3	36	204	598
Pre-payments and credit management accounts	0	8	0	0	0
Marketable securities	0	413	325	578	1,696
Cash at bank and in hand	318	123	913	541	1,587
<b>Total current assets</b>	<b>328</b>	<b>577</b>	<b>1,511</b>	<b>1,466</b>	<b>4,301</b>
<b>Transit Debit Balances</b>	<b>2</b>	<b>0</b>	<b>5</b>	<b>1</b>	<b>3</b>
<b>TOTAL ASSETS</b>	<b>1,531</b>	<b>1,624</b>	<b>2,457</b>	<b>2,320</b>	<b>6,808</b>

LIABILITIES	1997	1998	1999	2000	2000 (€ 000)
Share Capital	1,000	1,000	1,000	1,000	2,935
Premium on capital stock	0	0	0	0	0
Value adjustments – investment subsidies	488	402	315	235	691
Reserves	21	62	221	229	673
Results carried forward	0	13	313	486	1,427
<b>Total shareholders' equity</b>	<b>1,509</b>	<b>1,477</b>	<b>1,849</b>	<b>1,951</b>	<b>5,725</b>
<b>PROVISIONS</b>	<b>2</b>	<b>8</b>	<b>14</b>	<b>20</b>	<b>58</b>
<b>Current liabilities</b>					
Suppliers	5	7	10	49	143
Taxes – duties	1	61	360	187	549
Insurance and pension fund dues	1	1	1	4	10
Dividends payable	0	60	202	84	247
Sundry creditors	7	3	8	12	34
<b>Total current liabilities</b>	<b>14</b>	<b>133</b>	<b>581</b>	<b>335</b>	<b>983</b>
<b>Transit credit balances</b>	<b>6</b>	<b>6</b>	<b>13</b>	<b>14</b>	<b>42</b>
<b>TOTAL LIABILITIES</b>	<b>1,531</b>	<b>1,624</b>	<b>2,457</b>	<b>2,320</b>	<b>6,809</b>

### Remarks on the financial statements

## HELLENIC EXCHANGES HOLDING S.A.

The company's establishment expenses on 31.12.2000 amounted to 176 million GRD (€ 517,000) of which 114 million GRD (€ 334,000) was property transfer tax from the purchase of the company's premises at Katouni St.

Depreciation of assets and establishment expenses was carried out in accordance with Presidential Decree 100/98. Establishment expenses and initial establishment expenses were depreciated from their generation in equal amounts over a five-year period.

Note that no adjustment has been made to the value of the company's fixed assets in accordance with Law 2065/1992 as in force today, given that their value is based on objective determination is lower than the adjusted value based on the coefficients in the law.

On 31.12.2000 the company's account 'Clients' stood at 143 million GRD (€ 420,000). A breakdown of this account is shown in the table below:

<b>CLIENTS</b>		
<i>(GRD million)</i>	<b>2000</b>	<b>2000 (€ 000)</b>
ASE	124	365
Forthnet S.A.	17	51
Others	1	4
<b>Total</b>	<b>143</b>	<b>420</b>

The turnaround time for this account on 31.12.2000 is set out below:

<b>CLIENT DEBT TURNAROUND</b>	<b>31.12.2000</b>	<b>2000 (€ 000)</b>
From 1- 4 days	0	0
From 5- 30 days	126	369
From 31-90 days	0	0
From 91-180 days	0	0
From 181-365 days	17	51
More than 365 days	0	0
<b>Total</b>	<b>143</b>	<b>420</b>

The company's account 'Sundry Debtors' on 31.12.2000 amounted to 204 million GRD (€ 598,000). A breakdown of this account is shown in the table below:

<b>SUNDRY DEBTORS</b>		
<i>(GRD million)</i>	<b>2000</b>	<b>2000 (€ 000)</b>
Advances to personnel	3	8
Prepaid income tax for 2000-2001	196	575
Tax withheld at source on interest income	5	15
VAT rebate	0	0
Other sundry debtors	0	0
Advances from trade debtors	0	0
<b>Total</b>	<b>204</b>	<b>598</b>

## HELLENIC EXCHANGES HOLDING S.A.

The Company's account 'Securities' stood at 594 million GRD (€ 1,743,000) on 31.12.2000 and relates to shares of listed banks. A devaluation provision has been made for these shares worth 120 million GRD (€ 349,000). A breakdown of this account is shown in the table below:

SECURITIES (Shares)		
(GRD million)	2000	2000 (€ 000)
Commercial Bank of Greece	130	0
National Bank of Greece	60	0
Alpha Bank	58	0
Minoan Lines	23	0
Intracom	14	0
Biohalco	14	0
EFG Eurobank	294	0
<b>Total</b>	<b>594</b>	<b>1,743</b>

The balance of the account 'Other securities' on 31.12.2000 stood at 104 million GRD (€ 304,000) and relates to swaps with the ETEBA Bank. Details are set out in the table below:

OTHER SECURITIES						
(GRD million)						
Date of purchase	Type	Bank	Maturity date	Interest rate	amount	2000 (€ 000)
27.12.2000	SWAP	ETEBA	3.1.2001	4.90%	104	305
<b>Total</b>					<b>104</b>	<b>305</b>

The balance of the investment subsidies account on 31.12.2000 stood at 235 million GRD (€ 691,000), while on 31.12.1999 it was 315 million GRD. It should be noted that the TSEC has received two subsidies during its period of operation relating to the purchase of the premises where it is housed:

- a) A subsidy from the Ministry of Macedonia – Thrace worth 60 million GRD pursuant to Decision No. 917/11.7.1996 of the Minister of Macedonia – Thrace, and
- b) the sum of 513.2 million GRD for the aforementioned purpose, pursuant to the Decision of the Minister of National Economy No. 19838/DEFE 1426/17.06.1997, made available under the auspices of the Central Macedonia Regional Operational Programme.

The TSEC has depreciated these subsidies in the same way as other assets are depreciated.

The company's account 'Suppliers' on 31.12.2000 stood at 49 million GRD (€ 143,000) and relates to domestic suppliers. A breakdown of this account is shown in the table below:

SUPPLIERS		
(GRD million)	2000	2000 (€ 000)
COMPUTER CLUB	12	35
DROMEAS Papapanagiotou S.A.	14	41
Other suppliers below 10 million GRD	23	67
<b>Total</b>	<b>49</b>	<b>143</b>

The turnaround time for this account on 31.12.2000 is set out below:

**HELLENIC EXCHANGES HOLDING S.A.**

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<b>SUPPLIER DEBT TURNAROUND TIME</b>	<b>2000</b>	<b>2000 (€ 000)</b>
From 1- 4 days	0	0
From 5- 30 days	23	67
From 31-90 days	26	76
From 91-180 days	0	0
From 181-365 days	0	0
More than 365 days	0	0
<b>Total</b>	<b>49</b>	<b>143</b>

Note that the company has no overdue tax debts or any overdue debts to insurance funds or banks.

## HELLENIC EXCHANGES HOLDING S.A.

### 15.3.4.3 TSEC financial data for the period 1.1. - 30.9.2001

FINANCIAL RESULTS (GRD million)	1.1-30.9.2000	1.1-30.9.2000 (€ 000)	1.1-30.9.2001	1.1-30.9.2001 (€ 000)
<b>Turnover</b>	<b>501</b>	<b>1.471</b>	<b>183</b>	<b>538</b>
Less: Cost of Sales (before depreciation)	59	174	87	255
<b>Gross operating result (profit)</b>	<b>442</b>	<b>1.297</b>	<b>96</b>	<b>283</b>
<i>(as a % of turnover)</i>	88%	88%	53%	53%
Plus: Other operating income	19	55	20	60
<b>Total</b>	<b>461</b>	<b>1.352</b>	<b>117</b>	<b>343</b>
Less: Management expenses (before depreciation)	79	232	141	414
Less: Listing expenses (before depreciation)	0	0	0	0
Less: Research and development expenses (before depreciation)	0	0	0	0
Total expenses	79	232	141	414
<i>(as a % of turnover)</i>	16%	16%	77%	77%
<b>Operating income</b>	<b>381</b>	<b>1120</b>	<b>-24</b>	<b>-72</b>
<i>(as a % of turnover)</i>	76%	76%	-13%	-13%
Plus: Income from participating interests	0	0	0	0
Plus: Income from other investments	8	24	13	39
Plus: Profits from the sale of participating interests & other investments	33	96	0	0
Less: Provision for the devaluation of participating interests	86	254	224	657
Less: Expenses and losses from participating interests/ investments	2	4	0	1
Plus: Extraordinary & non-operating income	59	175	55	160
Less: Extraordinary & non-operating expenses	5	14	5	15
<b>Profits before interest, depreciation and taxes</b>	<b>389</b>	<b>1142</b>	<b>-186</b>	<b>-545</b>
<i>(as a % of turnover)</i>	78%	78%	-101%	-101%
Plus: Interest & related income	73	214	20	58
Less Interest charges & related expenses	0	0	0	0
<b>Profit before depreciation and taxes</b>	<b>462</b>	<b>1356</b>	<b>-166</b>	<b>-487</b>
<i>(as a % of turnover)</i>	92%	92%	-91%	-91%
Less: Adjustments to value of fixed assets (total depreciation)	87	256	83	245
<b>Profit before tax</b>	<b>375</b>	<b>1100</b>	<b>-250</b>	<b>-732</b>
<i>(as a % of turnover)</i>	75%	75%	-136%	-136%

Company turnover on 30.9.2001 stood at 183 million GRD (€ 538,000) down some 63% in relation to corresponding turnover on 30.9.2000 and can be broken down as follows:

TURNOVER PER ACTIVITY			
(GRD million)	1.1-30.9.2000	1.1-30.9.2001	1.1-30.9.2001 (€ 000)
Income from providing services			
- income from Stock Exchange transactions	441	146	0
- income from feeds to vendors and supply of services for promoting the SMART programme	44	26	0
- income from brokerage firm access fees to trading floor	6	2	0
- other income from brokerage firms	2	1	0
- income from the daily price bulletin	1	0	0
- income from seminars, photocopies, investor access	7	8	0
- income from commission			
<b>Total</b>	<b>501</b>	<b>183</b>	<b>538</b>

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Total company depreciation on 30.9.2001 stood at 83 million GRD (€ 245,000) broken down as follows:

ALLOCATION OF DEPRECIATION		
<i>(GRD million)</i>	1.1-30.9.2001	1.1-30.9.2001 (€ 000)
Cost of sales	61	179
Management expenses	23	66
<b>Total</b>	<b>83</b>	<b>245</b>

The cost of providing services before depreciation on 30.9.2001 stood at 87 million GRD (€ 255,000) while management expenses of the company before depreciation stood at 141 million GRD (€ 414,000) and can be broken down as follows:

COST OF SALES		
<i>(GRD million)</i>	1.1-30.9.2001	1.1-30.9.2001 (€ 000)
Personnel expenses	30	88
Third party salaries	7	19
Fees paid to third parties	50	146
Sundry expenses	1	2
Provisions	0	0
<b>Total</b>	<b>87</b>	<b>255</b>

MANAGEMENT EXPENSES		
<i>(GRD million)</i>	1.1-30.9.2001	1.1-30.9.2001 (€ 000)
Personnel expenses	47	138
Third party salaries	16	47
Fees paid to third parties	38	112
Taxes - duties	17	51
Sundry expenses	23	67
Provisions	0	0
<b>Total</b>	<b>141</b>	<b>414</b>

Provision for devaluation of participating interests and securities worth 224 million GRD (€ 657,000) relates to shares of listed companies and in particular those of EFG Eurobank-Ergasias worth 98 million GRD (€ 288,000), the Commercial Bank of Greece worth 54 million GRD (€ 158,000) and Alpha Bank worth 30 million GRD (€88,000)

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ASSETS (GRD million)	1.1-30.9.2000	1.1-30.9.2000 (€ 000)	1.1-30.9.2001	1.1-30.9.2001 (€ 000)
Establishment Expenses	176	517	176	517
Less: accumulated depreciation	140	410	169	497
Establishment Expenses (undepreciated value)	37	108	7	20
intangible assets	1.125	3.301	1.185	3.478
Less: accumulated depreciation	303	888	393	1.153
undepreciated intangible assets	822	2.412	792	2.324
<b>Total tangible assets</b>	<b>822</b>	<b>2.412</b>	<b>792</b>	<b>2.324</b>
Participations	0	0	0	0
other long-term receivables	1	2	6	16
<b>Total Fixed Assets</b>	<b>823</b>	<b>2.414</b>	<b>798</b>	<b>2.341</b>
Clients	32	95	34	98
Current receivables from affiliates	0	0	0	0
sundry debtors	202	592	111	326
Other debtors	0	0	0	0
Pre-payments and credit management accounts	0	0	0	0
Marketable securities	508	1.489	335	982
Cash at bank and in hand	642	1.884	441	1.294
<b>Total current assets</b>	<b>1.384</b>	<b>4.061</b>	<b>920</b>	<b>2.701</b>
<b>Transit Debit Balances</b>	<b>4</b>	<b>12</b>	<b>0</b>	<b>0</b>
<b>TOTAL ASSETS</b>	<b>2.247</b>	<b>6.595</b>	<b>1.725</b>	<b>5.062</b>
Debit memo accounts	5	14	0	0

LIABILITIES	1.1-30.9.2000	1.1-30.9.2000 (€ 000)	1.1-30.9.2001	1.1-30.9.2001 (€ 000)
Share Capital	1.000	2.935	1.022	3.000
Investment subsidies	255	749	185	544
Reserves	247	725	229	673
Results carried forward	688	2.019	215	630
<b>Total shareholders' equity</b>	<b>2.190</b>	<b>6.427</b>	<b>1.651</b>	<b>4.847</b>
<b>Provisions</b>	<b>19</b>	<b>54</b>	<b>25</b>	<b>72</b>
<b>Current liabilities</b>				
Suppliers	19	57	23	68
Obligations to affiliates	0	0	0	0
Client down payments	0	0	0	0
Taxes – duties	1	3	3	9
Insurance and pension fund dues	1	3	2	6
Dividends payable	0	0	0	0
Sundry creditors	10	29	6	19
<b>Total current liabilities</b>	<b>31</b>	<b>92</b>	<b>35</b>	<b>102</b>
<b>Transit credit balances</b>	<b>7</b>	<b>22</b>	<b>14</b>	<b>41</b>
<b>TOTAL LIABILITIES</b>	<b>2.247</b>	<b>6.595</b>	<b>1.725</b>	<b>5.062</b>
Credit memo accounts	0	0	0	0

The following remarks can be made in relation to these results:

The company's account 'Clients' 30.9.2001 amounted to 34 million GRD (€ 98,000). A breakdown of this account is shown in the table below:

CLIENTS	
(GRD million)	1.1-30.9.2001 (€ 000)
ASE	15
FORTHNET S.A.	15
Clients less than 10 million GRD	4
<b>Total</b>	<b>34</b>

On 31.12.2000 the company's account 'Sundry Debtors' stood at 111 million GRD (€ 326,000). A breakdown of this account is shown in the table below:



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SUNDRY DEBTORS		
	1.1- 30.9.2001	1.1-30.9.2001 (€ 000)
<i>(GRD million)</i>		
Advances to personnel	3	8
Pre-paid income tax	99	291
Tax withheld at source on interest income	5	14
VAT rebate	4	13
<b>Total</b>	<b>111</b>	<b>326</b>

The company's account 'Securities' on 30.9.2001 stood at 678 million GRD (€ 1,990,000) and relates to the shares of listed companies. A devaluation provision worth 344 million GRD (€ 1,001,000) has been made for these shares. A breakdown of this account is shown in the table below:

SECURITIES (Shares)		
	1.1-30.9.2001	1.1-30.9.2001 (€ 000)
<i>(GRD million)</i>		
NATIONAL BANK OF GREECE	73	216
ALPHA BANK	80	234
MINOAN LINES	24	70
INTRACOM	20	58
BIOHALCO	19	56
EUROBANK	298	875
COMMERCIAL BANK OF GREECE	164	482
<b>Total</b>	<b>678</b>	<b>1.990</b>

The company's account 'Suppliers' on 30.9.2001 stood at 23 million GRD (€ 68,000).

The turnaround time for this account on 30.9.2001 is presented below:

SUPPLIER DEBT TURNAROUND TIME	1.1-30.9.2001	1.1-30.9.2001
From 5- 30 days	23	68
Total	23	68

15.3.4.4 TSEC forecast results

The forecast results for TSEC for 2001 are set out in the table below:

<b>FINANCIAL RESULTS(GRD million)</b>	<b>2001 (E)</b>	<b>2001 (€ 000)</b>
Turnover	260	763
Less: Cost of Sales (before depreciation)	49	142
Gross operating result (profit)	212	621
(as a % of turnover)	81%	81%
Plus: Other operating income	28	82
<b>Total</b>	<b>240</b>	<b>703</b>
Less: Management expenses (before depreciation)	262	767
Less: Listing expenses (before depreciation)	0	0
Total expenses	262	767
(as a % of turnover)	101%	101%
<b>Operating income</b>	<b>-22</b>	<b>-65</b>
(as a % of turnover)	-8%	-8%
Plus: Income from other investments	13	38
Plus: Extraordinary & non-operating income	5	13
Less: Extraordinary & non-operating expenses	0	0
<b>Profits before interest, depreciation and taxes</b>	<b>-5</b>	<b>-13</b>
(as a % of turnover)	--	--
Plus: Interest & related income	23	67
Less Interest charges & related expenses	--	0
Profit before depreciation and taxes	19	54
(as a % of turnover)	7%	7%
Less: Adjustments to value of fixed assets (total depreciation)	112	329
<b>Profit before tax</b>	<b>-94</b>	<b>-274</b>
(as a % of turnover)	--	--

The following remarks can be made about these forecasts:

- Turnover of the company is expected to be 260 million GRD (€ 763,000) for 2001. During 2001 company turnover is down compared to 2000 (675 million GRD) due to the drop in the volume of Stock Exchange transactions.
- The forecast for increased overheads is based on the fact of an increase in company staff by 9 persons during 2001. Thus management expenses are expected to be 262 million GRD (€ 767,000) compared to 2000 (GRD 143 million GRD).
- The forecast on company income from term deposits is based on the fact that investments were made and there will a consequent reduction in available capital.

### *15.3.5 Systems Development and Capital Market Support S.A.*

#### 15.3.5.1 General

'Systems Development and Capital Market Support S.A.' was founded in 1995 (Government Gazette 5612/29.9.1995). The Company is based in the Municipality of Athens with company registration number 34265/01/B/95/512.

The company occupies rented offices covering 1,091.32 m<sup>2</sup> located a) on the first five floors of a building at 29 Praxitelous St. covering 741.32m<sup>2</sup> and b) on the 2<sup>nd</sup> and 3<sup>rd</sup> floors of a building at 9 Evripidou St. covering 350 m<sup>2</sup>.

The aims of ASYK according to Article 2 of its Articles of Association as amended by the decision of the General Meeting of Shareholders taken on 29.4.1998 are as follows:

- The study and preparation of detailed proposals for the introduction of innovations into the Greek capital market's stock exchange operations;
- The study and preparation of proposals and initiatives for the modernization of the technical infrastructure of all existing stock exchange trading systems;
- The study and drafting of: a) blueprints, b) proposals for regulatory arrangements, c) proposals for institutional arrangements, d) operational and organisational procedures for the company's departments and systems, and e) other similar activities aimed at encouraging innovation and development of capital markets in Greece and abroad;
- The development of specialist software and its maintenance and supply to individuals and organisations operating in Greek and international capital markets;
- Drafting of plans for, and the supervision of commissioning of, specialised technical systems for businesses and institutions operating in the Greek and international capital markets;
- The carrying out of specialist projects for institutions of the Greek and international capital market aimed at enhancing the productivity of their operations;
- The supply of advice and consultancy services to businesses and institutions who operate in the Greek and international capital markets;
- Representing, and offering the software products of, other foreign and Greek companies;
- Entering into co-operation agreements with the representatives of Greek or foreign companies supplying software products with a view to their promotion;
- The commercial exploitation of the company's developments, and similar products of other companies, either in respect of single products or groups of products;
- The commercial exploitation of the company's capabilities, either through the supply of services or through collaborative project agreements;
- The study, execution, implementation and commercial exploitation of related activities.

The company's envisaged period of activity is 45 years, commencing on the date of publication of the administrative decision in the Government Gazette on the company's establishment and approval of its Articles of Association and ending on 31.12.2040.

ASYK's activities mainly relate to the support of the capital market, ASE in particular. ASYK is responsible for the management and operation of the Exchange's computerised trading systems (OASIS and SIDO) and the trading network which links the Exchange with its members and with its internet hub.

## HELLENIC EXCHANGES HOLDING S.A.

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Having developed considerable technical know-how in this particular field, ASYK is able to undertake the modernization of systems and the provision of solutions to client needs through the development of specialised information technology systems. Examples of such systems are:

- ASE's system for generating statistical information and statistical bulletins;
- ASE's system for supervising stock exchange transactions;
- The Capital Market Commission's system for processing investment firm data.

In addition, ASYK undertakes the carrying out of studies concerned with the capital market. Examples of such studies are those on:

- The introduction of short selling on the securities markets;
- Policy on dissemination of information to data vendors;
- Consequences for the capital market of the introduction of the euro;
- Development of the pricing policy of ASE and CSD;
- The development of new markets on ASE.

Finally, among the most significant projects undertaken by ASYK are:

- The supply of technological services for the development and execution of ASE's OASIS system;
- The organisation and operation of ADEX and ADECH;
- The development of systems to satisfy the back office requirements of members;
- The management of the upgrading of the ASIS system.

Among ASYK's various shareholders are ASE (which owns 37.17% of the share capital), 53 members of ASE, 8 listed banks and 11 institutional investors (mutual fund management companies and portfolio management companies). The company's share capital today amounts to 460,012,500 GRD, divided into 450,000 ordinary registered shares worth 1,022.25 or € 3 each.

The composition of the company's share capital today is as follows:

SHAREHOLDERS	NUMBER OF SHARE	%
Athens Stock Exchange	167.250	37.17
National Bank of Greece	32.250	7.17
Alpha Bank	21.500	4.78
Other banks	58.750	13.05
Investment and mutual fund companies	54.000	12.00
Brokerage firms	116.250	25.83
<b>TOTAL</b>	<b>450.000</b>	<b>100.00</b>

Note that the total number of third party shareholders in ASYK to whom this proposal on exchanging shares in addressed total 72 in number (see Ch. 3 'BRIEF INFORMATION ABOUT THE SHARE CAPITAL INCREASE' and Ch. 7 'SHARE CAPITAL INCREASE').

The Company is run by an eleven member Board of Directors serving for three years. The current Board's term in office ends when the Annual General Meeting takes place in 2003. The current Board formally convened in accordance with the decision taken by it on 24/06/00 and reconvened by means of decision taken on 06/02/01 (Societes Anonyme and Limited Liabilities Companies Issue of the Government Gazette 1669/20.3.2001), and consists of the following members:

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NAME	BOARD POSITION	PROFESSION
Socrates G. Lazaridis	Chairman	Economist
Ilias M. Stasinopoulos	Vice-Chairman & Managing Director	Businessman
Christos I. Kaklamanis	Member	University Professor
Loukas S. Zangas	Member	Economist
Artemis C. Theodoridis	Member	Economist
Iraklis D. Hortarias	Member	Banker
Panagiotis I. Katsoulas	Member	Economist
Elisabeth T. Sotiriadou	Member	Private Employee
Olga G. Vomvoridi	Member	Economist

Note that the salaries of Board members for the year 2000 stood at 28,282,800 GRD (lowest salary 2,424,240 GRD and highest salary 8,888,880 GRD) while for 2001 salaries are expected to be 35,353,500 GRD (lowest salary 3,030,300 GRD and highest salary 11,111,100 GRD).

Salaries of senior management for 2000 amounted to 44.1 million GRD (lowest salary 12.5 million GRD and highest salary 31.6 million GRD) while for 2001 it is expected that they will reach 46 million GRD (lowest salary 15.6 million GRD and highest salary 30.4 million GRD).

The following table presents the participating interests of members of the Board of Directors of the company in the management and capital of other companies where greater than 3%:

Member	Company	Board Position	Extent of shareholding
Socratis Lazaridis	ASE S.A.	1 <sup>st</sup> Vice-Chairman	-
	ADEX S.A.	Vice-Chairman	-
	ADECH	Member	-
Ilias Stasinopoulos	M.S. Stasinopoulos S.A.	Chairman and Managing Director	13.56%
	Isis S.A.	Chairman and Managing Director	13.56%
	Stal S.A.	Vice-Chairman and Managing Director	19.35%
	Southern Greece Company	-	6.36%
	Handax S.A.	-	20.00%
	ASE S.A.	Member	-
	ASYK S.A.	Vice-Chairman and Managing Director	-
	TSEC S.A.	Member	-
	ADECH	Vice-Chairman	-
	M. Stasinopoulos Formica Hellas S.A.	Chairman and Managing Director	-
	Investments Ergasias S.A.	Chairman	-
	Athens Chamber of Commerce & Industry	Member	-
	Confederation of Greek Industries	Member of the General Council	-
	Union of Listed Companies on the ASE	Vice-Chairman	-
Texo S.A.	Member	-	
Korontzis S.A.	Member	-	
Loukas Zangas	CSD S.A.	Managing Director	-
	ADECH	Member	-
	ADEX S.A.	Member	-
Iraklis Hortarias	Hellenic Tourist Works S.A.	Chairman	-
	National real estate & tourism S.A.	Chairman	-
	Dionysos National Hotel, Tourism & Property Investment S.A.	Chairman	-
	Ethniki Portfolio Management S.A.	Chairman	-
	Ethniki Mutual Fund Management S.A.	Vice-Chairman	-
	Ethniki Property & General Warehouse Development	Vice-Chairman	-
	ETEBA	Vice-Chairman	-
	Ethniki Leasing S.A.	Director	-
	'EKTENEPOL' Real Estate & Construction	Director	-
	Astir Alexandroupolis S.A.	Director	-

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	Grand Hotel – Summer Palace S.A.	Director	-
	ASYK S.A.	Director	-
	Astir Palace Vouliagmeni S.A.	Director	-
	Ethniki Art S.A.	Director	-
	Protypos K.T S.A.	Director	-
	Hellenic Tourist Works S.A.	Director	-
Artemis Theodoridis	CSD S.A.	Member	-
	Alpha Finance	Chairman & Managing Director	-
	Alpha Ventures	Chairman	-
	Alpha Equity Fund	Chairman	-
	Alpha Finance U.S. Corporation	Chairman	-
	Alpha Finance Romania	Vice-Chairman & Managing Director	-
Panagiotis Katsoulas	Insurance Organization Mutual Fund Management S.A.	Member	-
Olga Vomvori	Commercial Brokerage S.A.	Member	-
Christos Kaklamanis	HELEX	Member	-
	Computer Technology Foundation	Member	-

The Company as of 30.09.01 employed 95 persons. On 31.12.2000 it employed 84 staff. The allocation of staff by specialization is set out in the table below and the increase in numbers is due to the significant growth of the company.

Specialization	31.12.1996	31.12.1997	31.12.1998	31.12.1999	31.12.2000
General administration	1	3	6	12	12
Economists	4	5	7	6	16
Network technicians	2	5	6	3	27
Computer and IT engineers (university level)	5	8	14	20	14
Computer and IT engineers (technical education)	1	3	5	3	4
Programmers and analysts	4	7	13	18	11
Other specialists	0	2	1	4	0
<b>TOTAL</b>	<b>17</b>	<b>33</b>	<b>52</b>	<b>66</b>	<b>84</b>

15.3.5.2 ASYK Financial Data

<b>FINANCIAL RESULTS (GRD million)</b>	<b>1997</b>	<b>1998</b>	<b>1999</b>	<b>2000</b>	<b>2000 (€ 000)</b>
<b>Total Turnover</b>	288	577	989	1.608	4.718
Less: Cost of Sales (before depreciation)	205	345	558	841	2.468
<b>Gross operating result (profit)</b>	83	231	431	766	2.249
<i>(as a % of turnover)</i>	29%	40%	44%	48%	48%
Plus: Other operating income	0	0	0	0	1
<b>Total</b>	83	231	431	767	2.251
Less: Management expenses (before depreciation)	40	96	158	235	689
Less: Listing expenses (before depreciation)	0	0	0	0	0
Total expenses	40	96	158	235	689
<i>(as a % of turnover)</i>	14%	17%	16%	15%	15%
<b>Operating income</b>	43	135	273	532	1.561
<i>(as a % of turnover)</i>	15%	23%	28%	33%	33%
Plus: Income from other investments	0	46	37	31	90
Plus: Extraordinary & non-operating income	0	0	0	0	0
Less: Extraordinary & non-operating expenses	3	6	11	10	30
<b>Profits before interest, depreciation and taxes</b>	39	175	300	552	1.621
<i>(as a % of turnover)</i>	14%	30%	30%	34%	34%
Plus: Interest & related income	46	4	4	7	20
Less: Interest charges & related expenses	1	1	2	2	5
<b>Profit before depreciation and taxes</b>	85	177	303	558	1.636
<i>(as a % of turnover)</i>	29%	31%	31%	35%	35%
Less: Adjustments to value of fixed assets (total depreciation)	18	28	37	46	135
<b>Profit before tax</b>	67	149	266	512	1.501
<i>(as a % of turnover)</i>	23%	26%	27%	32%	32%
Less: income tax and other taxes	18	53	100	201	590
Less: Directors' salaries	0	0	0	0	0
Less: staff benefits other than salaries	0	0	0	35	103
<b>Profits after tax and directors' salaries</b>	49	97	166	275	808
<i>(as a % of turnover)</i>	17%	17%	17%	17%	17%
<b>Profits after tax, directors' salaries and tax audit adjustments</b>	49	97	160	272	800
<i>(as a % of turnover)</i>	17%	17%	16%	17%	17%

**Remarks on the financial results**

The following remarks can be made in relation to the financial results set out above:

Company turnover for the 2000 financial year stood at 1,608 million GRD (€ 4,718,000), compared to 288 million GRD in 1997, with sales being more than tripled. The table below presents the growth in company turnover for the years 1997-2000:

## HELLENIC EXCHANGES HOLDING S.A.

TURNOVER PER ACTIVITY					
(GRD million)	1997	1998	1999	2000	2000 (€ 000)
Sale of services					
- income from designs	27	44	5	52	153
- income from project management	40	235	275	402	1.180
- income from computer software	71	73	259	395	1.159
- income from daily operations of ASE	147	219	416	651	1.910
- income from the supply of support services to ASE	3	5	17	5	15
- sale of third party products	0	0	17	102	299
<b>TOTAL</b>	<b>288</b>	<b>577</b>	<b>989</b>	<b>1.607</b>	<b>4.716</b>

As shown in the above table income from day-to-day specialist operations during 2000 came to 651 million GRD (€ 1,910,000), namely 40.5% of turnover. This category of income includes the supply of services for the daily operation of the ASE (e.g. operation of the ASIS automatic trading system), of TSEC (e.g. computerization and technical support for TSEC), of the Capital Market Commission (e.g. operation and management of the system for monitoring investment firm data) and the Derivatives Exchange (e.g. technical support for the management of the IT infrastructure of ADEX and ADECH).

In addition, during 2000, income amounting to 402 million GRD (€ 1,180,000), or 25% of turnover, derived from project management activities, especially related to the management of OASIS, the organisation and operation of ADEX and ADECH, the extension of the stock exchange trading network to include bank, as was required by the dematerialization process, the provision of services to the Capital Market Commission relating to computers and networks, etc.

The significant increase in turnover reflects the continued development of the company, which has established a central coordinating role in the modernization of IT systems and infrastructure of the Greek capital market.

In 2000 total depreciation amounted to 46 million GRD (€ 135,000). A breakdown of the depreciation applied by the company for the period 1997-2000 is shown below:

ALLOCATION OF DEPRECIATION					
(GRD million)	1997	1998	1999	2000	2000 (€ 000)
Cost of sales	0	22	30	36	106
Management expenses	18	6	7	10	29
<b>Total</b>	<b>18</b>	<b>28</b>	<b>37</b>	<b>46</b>	<b>135</b>

The cost of sales before depreciation during 2000 amounted to 841 million GRD (€ 2,468,000), while the management expenses of the company before depreciation for the same period stood at 234 million GRD (€ 687,000), and can be broken down as follows:



## HELLENIC EXCHANGES HOLDING S.A.

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COST OF SALES		
<i>(GRD million)</i>	2000	2000 (€ 000)
Personnel expenses	614	1,802
Third party salaries	37	109
Fees paid to third parties	128	376
Taxes – duties	4	12
Sundry expenses	49	144
Cost of Sales of merchandise	9	26
<b>Total</b>	<b>841</b>	<b>2,468</b>

MANAGEMENT EXPENSES		
<i>(GRD million)</i>	2000	2000 (€ 000)
Personnel expenses	173	508
Third party salaries	10	29
Fees paid to third parties	36	106
Taxes – duties	1	3
Sundry expenses	14	41
<b>Total</b>	<b>234</b>	<b>687</b>

On 31.12.2000 income from other investments of the company stood at 31 million GRD (€ 90,000) and relates to interest from term deposits in interest bearing Greek treasury notes and bonds and repos.

Company profits before tax for 2000 increased significantly compared to previous years and amount to 512 million GRD (€ 1,501,000), up some 29% compared to the previous year.

**HELLENIC EXCHANGES HOLDING S.A.**

<b>ASYK S.A. FINANCIAL STATEMENTS</b>					
<b>ASSETS (GRD million)</b>	<b>1997</b>	<b>1998</b>	<b>1999</b>	<b>2000</b>	<b>2000 (€ 000)</b>
Establishment Expenses	14	25	26	36	106
Less: accumulated depreciation	9	12	17	24	71
Establishment Expenses (undepreciated value)	5	12	9	12	35
Intangible assets	85	109	145	209	614
Less: accumulated depreciation	27	52	84	123	360
Undepreciated intangible assets	58	57	62	87	254
<b>Total tangible assets</b>	<b>58</b>	<b>57</b>	<b>62</b>	<b>87</b>	<b>254</b>
Participations	0	0	35	50	147
Other long-term receivables	2	3	4	12	34
<b>Total Fixed Assets</b>	<b>59</b>	<b>60</b>	<b>100</b>	<b>148</b>	<b>435</b>
Stocks	0	11	11	11	32
Clients	115	85	369	757	2,222
Cheques receivable	0	6	1	49	144
Doubtful-disputed clients and debtors	0	0	0	0	0
Sundry debtors	4	5	19	96	282
Pre-payments and credit management accounts	0	0	0	0	0
Marketable securities	381	443	373	394	1,156
Cash at bank and in hand	29	89	149	86	252
<b>Total current assets</b>	<b>529</b>	<b>639</b>	<b>921</b>	<b>1,393</b>	<b>4,088</b>
<b>Transit Debit Balances</b>	<b>10</b>	<b>5</b>	<b>1</b>	<b>1</b>	<b>2</b>
<b>TOTAL ASSETS</b>	<b>604</b>	<b>716</b>	<b>1,032</b>	<b>1,554</b>	<b>4,559</b>
Debit memo accounts		31	0	0	0
<b>LIABILITIES</b>					
	<b>1997</b>	<b>1998</b>	<b>1999</b>	<b>2000</b>	<b>2000 (€ 000)</b>
Share Capital	450	450	450	450	1,321
Reserves	80	115	151	187	548
Results carried forward	3	36	113	248	728
<b>Total shareholders' equity</b>	<b>533</b>	<b>601</b>	<b>714</b>	<b>885</b>	<b>2,597</b>
<b>PROVISIONS</b>	<b>7</b>	<b>12</b>	<b>23</b>	<b>33</b>	<b>97</b>
<b>Current liabilities</b>					
Suppliers	11	17	19	50	147
Cheques payable	0	12	42	23	68
Client down payments	0	0	0	0	1
Taxes - duties	20	27	144	391	1,147
Insurance and pension fund dues	7	14	32	31	91
Dividends payable	16	29	53	101	297
Sundry creditors	9	1	1	37	108
<b>Total current liabilities</b>	<b>63</b>	<b>100</b>	<b>292</b>	<b>633</b>	<b>1,859</b>
<b>Transit credit balances</b>	<b>1</b>	<b>2</b>	<b>4</b>	<b>2</b>	<b>7</b>
<b>TOTAL LIABILITIES</b>	<b>604</b>	<b>716</b>	<b>1,032</b>	<b>1,554</b>	<b>4,559</b>
Debit memo accounts		31	0	0	0

**Remarks on the balance sheet**

The acquisition value of tangible assets during 2000 stood at 209 million GRD (€ 613,000) and can be broken down as follows:

<b>TANGIBLE ASSETS</b>			
<i>(GRD million)</i>	<b>1999</b>	<b>2000</b>	<b>2000 (€ 000)</b>
Buildings and installations	18	19	56
Furniture and other equipment			
-furniture and office machinery	15	26	76
-computers and networks	89	137	402
-telecommunications systems	6	9	26
-other equipment	17	18	53
<b>Total</b>	<b>145</b>	<b>209</b>	<b>613</b>

The largest component of the tangible assets was computers and networks necessary for the company to keep up to date with current and constantly changing technological developments.

The account 'Buildings and technical works' relates to expenses for the company's offices involving building work and network facilities.

The company's shareholdings in affiliates on 31.12.00 amounted to 50 million GRD (€ 147,000) and include ASYK's 10% holding in the share capital of 'FORTH-com Trans-Balkan E-Commerce Centre – Industrial and Commerce S.A.' which offers e-commerce and EDI services in Greece, Cyprus and the Balkans.

Note that the shares of the aforementioned company were valued at acquisition value in accordance with the provisions of the Hellenic Accounting Books and Records Code. If valuation had been done in accordance with Article 43(6) of Law 2190/1920, the value of the shareholding would be some 8 million GRD less.

The said company closed its first financial year in excess of twelve months on 31.12.2000.

On 31.12.2000 the company's account 'Clients' stood at 757 million GRD (€ 2,221,000) and related to receivables from other companies worth 732 million GRD (€ 2,148,000) and from public law bodies corporate worth 25 million GRD (€ 73,000). A breakdown of this account is shown in the table below:

<b>CLIENTS</b>		
<i>(GRD million)</i>	<b>2000</b>	<b>2000 (€ 000)</b>
Athens Stock Exchange	526	1,543
Capital Market Commission	25	74
TSEC	12	34
Egnatia Brokerage S.A.	36	105
Forthnet S.A..	18	52
ADEX	30	88
ADECH	28	82
PRAXIS Securities S.A	29	85
Other clients	54	158
	<b>757</b>	<b>2,222</b>

The turnaround time for debt on this account on 31.12.2000 is presented in the table below:

## HELLENIC EXCHANGES HOLDING S.A.

CLIENT DEBT TURNAROUND TIME		
(GRD million)	31.12.2000	% of the total
0-30 days	726	95.90%
31-90 days	31	4.10%
<b>Total</b>	<b>757</b>	<b>100.00%</b>

The company's account 'Sundry Debtors' on 31.12.2000 stood at 96 million GRD (€ 281,000). A breakdown of this account is shown in the table below:

SUNDRY DEBTORS		
(GRD million)	2000	2000 (€ 000)
Prepaid income tax	92	270
Tax withheld at source on interest income	2	5
Tax on interest from deposits	1	4
Other sundry debtors	0	1
Supplier debit balance	1	2
<b>Total</b>	<b>96</b>	<b>282</b>

The Company, by means of decision of its management invested cash assets in mutual funds and Greek treasury bonds and Greek Treasury interest bearing notes. On 31.12.2000 the value of the 'securities' account was 394 million GRD (€ 1,200,000) compared to 373 million GRD on 31.12.1999). The balance of this account on 31.12.1999 and 30.9.2000 was as follows:

SECURITIES (GRD million)	1999	2000	2000 (€ 000)
Repos in Greek treasury interest bearing notes	95	0	0
Repos in Greek treasury bonds	278	394	1.156
<b>Total</b>	<b>373</b>	<b>394</b>	<b>1.156</b>

The total shareholders' equity of the company for 2000 stood at 885 million GRD up some 23.9% compared to the previous year.

The company's account 'Suppliers' on 31.12.2000 related to domestic suppliers and amounted to 50 million GRD (€ 147,000). The turnaround time for this account on 31.12.2000 is presented in the table below:

## HELLENIC EXCHANGES HOLDING S.A.

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SUPPLIER DEBT TURNAROUND TIME		
Repayment period (GRD million)	31.12.2000	% of the total
0-30 days	48	96 %
31-90 days	2	4 %
<b>Total</b>	<b>50</b>	<b>100.00%</b>

Note that the company has no overdue tax debts or any overdue debts to insurance funds or banks.

## HELLENIC EXCHANGES HOLDING S.A.

### 15.3.5.3 ASYK financial data for the period 1.1 - 30.9.2001

FINANCIAL RESULTS (GRD million)	1.1-30.9.2000	1.1-30.9.2000 (€ 000)	1.1-30.9.2001	1.1-30.9.2001 (€ 000)
<b>Turnover</b>	<b>787</b>	<b>2,309</b>	<b>1,351</b>	<b>3,966</b>
Less: Cost of Sales (before depreciation)	569	1,669	767	2,250
<b>Gross operating result (profit)</b>	<b>218</b>	<b>639</b>	<b>585</b>	<b>1,716</b>
<i>(as a % of turnover)</i>	28%	28%	43%	43%
Plus: Other operating income	0	0	0	0
<b>Total</b>	<b>218</b>	<b>639</b>	<b>585</b>	<b>1,716</b>
Less: Management expenses (before depreciation)	158	463	214	628
Less: Listing expenses (before depreciation)	0	0	0	0
Less: Research and development expenses (before depreciation)	0	0	0	0
Total expenses	158	463	214	628
<i>(as a % of turnover)</i>	20%	20%	16%	16%
<b>Operating income</b>	<b>60</b>	<b>176</b>	<b>371</b>	<b>1,088</b>
<i>(as a % of turnover)</i>	8%	8%	27%	27%
Plus: Income from participating interests	0	0	0	0
Plus: Income from other investments	24	70	14	40
Plus: Extraordinary & non-operating income	0	0	0	0
Less: Extraordinary & non-operating expenses	6	19	16	46
<b>Profits before interest, depreciation and taxes</b>	<b>77</b>	<b>227</b>	<b>369</b>	<b>1,082</b>
<i>(as a % of turnover)</i>	10%	10%	27%	27%
Plus: Interest & related income	5	14	3	10
Less Interest charges & related expenses	1	3	2	5
<b>Profit before depreciation and taxes</b>	<b>81</b>	<b>238</b>	<b>370</b>	<b>1,087</b>
<i>(as a % of turnover)</i>	10%	10%	27%	27%
Less: Adjustments to value of fixed assets (total depreciation)	36	106	45	132
<b>Profit before tax</b>	<b>45</b>	<b>132</b>	<b>325</b>	<b>955</b>
<i>(as a % of turnover)</i>	6%	6%	24%	24%

### Remarks on the financial results

Company turnover on 30.9.2001 stood at 1,352 million GRD (€ 3,968,000) up some 71% compared to the equivalent turnover on 30.9.2000. a breakdown of this account is set out in the table below:

TURNOVER PER ACTIVITY			
(GRD million)	1.1-30.9.2000	1.1-30.9.2001	1.1-30.9.2001 (€ 000)
Sale of services			
- income from designs	0	12	35
- income from project management			
	146	408	1,197
- income from computer software	217	194	569
- income from daily operations of ASE	386	716	2,101
- income from the supply of support services to ASE			
	4	14	41
- sale of third party products	34	8	23
<b>Total</b>	<b>787</b>	<b>1,352</b>	<b>3,968</b>

## HELLENIC EXCHANGES HOLDING S.A.

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Total depreciation applied as of 30.9.2001 amounted to 45 million GRD (€ 132,000) broken down as follows:

ALLOCATION OF DEPRECIATION		
<i>(GRD million)</i>	1.1-30.9.2001	1.1-30.9.2001 (€ 000)
Cost of sales	35	103
Management expenses	10	29
<b>Total</b>	<b>45</b>	<b>132</b>

The cost of providing services before depreciation on 30.9.2001 stood at 766 million GRD (€ 2,248,000) while the management expenses of the company before depreciation amounted to 214 million GRD (€ 628,000) and can be broken down as follows:

COST OF SALES		
<i>(GRD million)</i>	1.1-30.9.2001	1.1-30.9.2001 (€ 000)
Personnel expenses	598	1,755
Third party salaries	34	100
Fees paid to third parties	77	226
Taxes – duties	2	6
Sundry expenses	48	141
Cost of Sales of merchandise	7	21
<b>Total</b>	<b>766</b>	<b>2,248</b>

MANAGEMENT EXPENSES		
<i>(GRD million)</i>	1.1-30.9.2001	1.1-30.9.2001 (€ 000)
Personnel expenses	168	493
Third party salaries	10	29
Fees paid to third parties	22	65
Taxes – duties	0	0
Sundry expenses	14	41
<b>Total</b>	<b>214</b>	<b>628</b>

**HELLENIC EXCHANGES HOLDING S.A.**

<b>ASSETS (GRD million)</b>	<b>1.1-30.9.2000</b>	<b>1.1-30.9.2000</b>	<b>1.1-30.9.2001</b>	<b>1.1-30.9.2001</b>
		<b>(€ 000)</b>		<b>(€ 000)</b>
Establishment Expenses	34	101	44	129
Less: accumulated depreciation	22	65	30	88
Establishment Expenses (undepreciated value)	12	36	14	40
Intangible assets	187	549	314	921
Less: accumulated depreciation	115	337	162	474
Undepreciated intangible assets	72	212	152	446
<b>Total tangible assets</b>	<b>72</b>	<b>212</b>	<b>152</b>	<b>446</b>
Participations	35	103	50	147
Other long-term receivables	12	34	12	35
<b>Total Fixed Assets</b>	<b>119</b>	<b>348</b>	<b>214</b>	<b>628</b>
Stocks	11	32	24	70
Clients	188	553	510	1,496
Cheques receivable	1	3	23	69
Sundry debtors	36	106	136	399
Other debtors	0	0	0	0
Pre-payments and credit management accounts	0	1	1	2
Marketable securities	398	1,167	408	1,197
Cash at bank and in hand	128	374	236	692
<b>Total current assets</b>	<b>762</b>	<b>2,236</b>	<b>1,337</b>	<b>3,925</b>
<b>Transit Debit Balances</b>	<b>0</b>	<b>0</b>	<b>24</b>	<b>71</b>
<b>TOTAL ASSETS</b>	<b>893</b>	<b>2,621</b>	<b>1,589</b>	<b>4,664</b>
Debit memo accounts	0	0	0	0

<b>LIABILITIES</b>	<b>1.1-30.9.2000</b>	<b>1.1-30.9.2000</b>	<b>1.1-30.9.2001</b>	<b>1.1-30.9.2001</b>
		<b>(€ 000)</b>		<b>(€ 000)</b>
Share Capital	450	1,321	460	1,350
Reserves	151	442	177	518
Results carried forward	155	455	573	1,683
<b>Total shareholders' equity</b>	<b>756</b>	<b>2,218</b>	<b>1,210</b>	<b>3,551</b>
<b>Provisions</b>	<b>30</b>	<b>87</b>	<b>48</b>	<b>140</b>
<b>Current liabilities</b>				
Suppliers	58	171	114	334
Cheques payable	5	14	26	76
Client down payments	0	0	0	0
Taxes – duties	21	63	142	415
Insurance and pension fund dues	18	53	21	62
Dividends payable	2	5	24	69
Sundry creditors	0	0	2	4
<b>Total current liabilities</b>	<b>104</b>	<b>306</b>	<b>327</b>	<b>961</b>
<b>Transit credit balances</b>	<b>4</b>	<b>10</b>	<b>4</b>	<b>12</b>
<b>TOTAL LIABILITIES</b>	<b>893</b>	<b>2,621</b>	<b>1,589</b>	<b>4,664</b>
Credit memo accounts	0	0	0	0



**Remarks on the balance sheet**

The acquisition value of the company's tangible assets on 30.9.2001 stood at 314 million GRD (€ 921,000) the major component of which was 293 million GRD (€ 860,000) relating to expenses for furniture and computers and electronic systems.

On 31.12.2000 the company's account 'Sundry Debtors' stood at 136 million GRD (€ 399,000). A breakdown of this account is shown in the table below:

<b>SUNDRY DEBTORS</b>		
<i>(GRD million)</i>	<b>1.1-30.9.2001</b>	<b>1.1-30.9.2001 (€ 000)</b>
Prepaid income tax	92	270
Tax withheld at source on interest and from sales to the Greek State	2	5
Tax on income from deposits	6	17
Other sundry debtors	36	107
<b>Total</b>	<b>136</b>	<b>399</b>

The company's account 'clients' on 30.9.2001 stood at 510 million GRD (€ 1,495,000) of which 504 million GRD (€ 1,479,000) related to receivables from companies and 5 million GRD (€ 15,000) to public law bodies corporate. A breakdown of this account is shown in the table below:

<b>CLIENTS</b>		
<i>(GRD million)</i>	<b>1.1-30.9.2001</b>	<b>1.1-30.9.2001 (€ 000)</b>
Athens Stock Exchange	437	1,281
Capital Market Commission	5	15
TSEC	6	18
Forthnet S.A.	22	65
ADEX	20	60
Other clients	19	56
<b>Total</b>	<b>510</b>	<b>1,496</b>

The company's securities account on 30.9.2001 amounted to 408 million GRD (€ 1,197,000) and related to placements made by the company in Greek treasury securities and in repos. A breakdown in contained in the following table:

<b>Date of purchase</b>	<b>Type</b>	<b>Bank</b>	<b>Maturity date</b>	<b>Interest rate</b>	<b>GRD million</b>
25.9.2001	Repos	PIRAEUS	25.10.2001	3.55%	408
<b>Total</b>					<b>408</b>

**15.3.5.4 ASYK Forecast Results**

The forecast results of ASYK for 2001 are set out in the table below:

<b>FINANCIAL RESULTS (GRD million)</b>	<b>2001 (E)</b>	<b>2001 (€ 000)</b>
<b>Turnover</b>	<b>1,873</b>	<b>5,497</b>
Less: Cost of Sales (before depreciation)	1,099	3225
<b>Gross operating result (profit)</b>	<b>774</b>	<b>2,271</b>
<i>(as a % of turnover)</i>	41%	41%
Plus: Other operating income	0	0
<b>Total</b>	<b>774</b>	<b>2,271</b>
Less: Management expenses (before depreciation)	268	787
Less: Listing expenses (before depreciation)	42	123
Total expenses	310	910
<i>(as a % of turnover)</i>	17%	17%
<b>Operating income</b>	<b>464</b>	<b>1,362</b>
<i>(as a % of turnover)</i>	25%	25%
Plus: Income from other investments	17	50
Plus: Extraordinary & non-operating income	0	0
Less: Extraordinary & non-operating expenses	20	59
<b>Profits before interest, depreciation and taxes</b>	<b>461</b>	<b>1,353</b>
<i>(as a % of turnover)</i>	25%	25%
Plus: Interest & related income	5	15
Less Interest charges & related expenses	2	6
<b>Profit before depreciation and taxes</b>	<b>464</b>	<b>1,362</b>
<i>(as a % of turnover)</i>	25%	25%
Less: Adjustments to value of fixed assets (total depreciation)	66	194
<b>Profit before tax</b>	<b>398</b>	<b>1,168</b>
<i>(as a % of turnover)</i>	21%	21%
Less: income tax	153	449
<b>Profits after tax</b>	<b>245</b>	<b>719</b>

These forecasts have been based on the following assumptions:

- Turnover of the company for the entire current year is expected to be 1,873 million GRD (€ 5,500,000) up some 16.5% compared to the previous year, a fact due to the significant improvement income levels from day to day operation of the ASE and income from project management.
- Income from other investments includes interest from term deposits in repos. From data available for 2001 it is estimated that income for the year will be 17 million GRD (€ 50,000) or 42.91% lower than 2000 due to the reduction in fixed income interest rates.
- Extraordinary and non-operating expenses include a provision for staff compensation due to retirement and covers 40% of the compensation payable due to dismissal. For 2001 it is estimated that the cost will be 20 million GRD (€ 59,000), an increase in the order of 100% compared to 2000.

**15.4 Intra-group transactions**

Intra-group sales between affiliated companies in the Group for 2000 as well as outstanding intra-group receivables / liabilities balances on 31.12.2000, are shown in the tables which follow:

**INTRA-GROUP TRANSACTIONS 1.1.00-31.12.00 (GRD million)**

INCOME EXPENSES	HELEX	ASE	CSD	ADEX	ADECH	ASYK	TSEC	TOTAL
<b>HELEX</b>						4.25		<b>4.25</b>
<b>ASE</b>			52.20	50.70		958.72	610.58	<b>1,672.20</b>
<b>CSD</b>		50.93						<b>50.93</b>
<b>ADEX</b>		89.46			46.13	106.76	5.73	<b>248.08</b>
<b>ADECH</b>		75.66	4.64	15.48		100.29		<b>196.07</b>
<b>ASYK</b>								
<b>TSEC</b>				0.02		11.79		<b>11.81</b>
<b>TOTAL</b>		<b>216.05</b>	<b>56.84</b>	<b>66.20</b>	<b>46.13</b>	<b>1,181.81</b>	<b>616.31</b>	<b>2,183.34</b>

**OUTSTANDING INTRA-GROUP BALANCES 31.12.2000 (GRD million)**

FROM TO	HELEX	ASE	CSD	ADEX	ADECH	ASYK	TSEC	TOTAL
<b>HELEX</b>						5.02		5.02
<b>ASE</b>				59.25		525.80	124.44	709.49
<b>CSD</b>							0.02	0.02
<b>ADEX</b>		89.86			25.50	30.05		145.41
<b>ADECH</b>		62.36				27.99		90.35
<b>ASYK</b>								
<b>TSEC</b>						8.09		8.09
<b>TO</b>		<b>152.22</b>		<b>59.25</b>	<b>25.50</b>	<b>596.95</b>	<b>124.46</b>	<b>958.38</b>

Apart from the intra-group transactions described in the tables above there were no other transactions during 2000 between the aforementioned companies in the Group.

Intra-group sales between affiliated companies in the Group during the period 1.1 – 30.9.2001, as well as outstanding intra-group receivables / liabilities balances on 30.09.2001, are shown in the tables below:

**HELLENIC EXCHANGES HOLDING S.A.****INTRA-GROUP TRANSACTIONS 1.1 - 30.9.2001 (GRD million)**

INCOME EXPENSES	HELEX	ASE	CSD	ADEX	ADECH	ASYK	TSEC	TOTAL
<b>HELEX</b>						4.25		<b>4.25</b>
<b>ASE</b>				53.97		1,010.78	146.06	<b>1,210.81</b>
<b>CSD</b>		43.72					1.89	<b>45.61</b>
<b>ADEX</b>		105.30			43.49	97.28	1.70	<b>247.77</b>
<b>ADECH</b>		92.25	11.44	13.20		88.63		<b>205.52</b>
<b>ASYK</b>		0.22						<b>0.22</b>
<b>TSEC</b>		0.10		0.17		13.59		<b>13.86</b>
<b>TOTAL</b>		<b>241.59</b>	<b>11.44</b>	<b>67.34</b>	<b>43.49</b>	<b>1,214.53</b>	<b>149.65</b>	<b>1,728.04</b>

**OUTSTANDING INTRA-GROUP BALANCES 1.1 - 30.9.2001 (GRD million)**

FROM TO	HELEX	ASE	CSD	ADEX	ADECH	ASYK	TSEC	TOTAL
<b>HELEX</b>								
<b>ASE</b>			0.23	4.72		436.59	14.57	<b>456.11</b>
<b>CSD</b>		0.35						<b>0.35</b>
<b>ADEX</b>					18.68	32.94	0.84	<b>52.46</b>
<b>ADECH</b>						11.47		<b>11.47</b>
<b>ASYK</b>								
<b>TSEC</b>		0.10				6.23		<b>6.33</b>
<b>TOTAL</b>		<b>0.45</b>	<b>0.23</b>	<b>4.72</b>	<b>18.68</b>	<b>487.23</b>	<b>15.41</b>	<b>526.72</b>

Apart from the intra-group transactions described in the tables above there were no other transactions for the period 1.1 – 30.9.2001 between the aforementioned companies in the Group.

## 16. FORECAST SALES – RESULTS

### 16.1 Consolidated forecast results for 2001

The forecast results for the Group for 2001 are set out in the table below:

<b>FINANCIAL RESULTS (GRD million)</b>	<b>2001 (E)</b>	<b>2001</b>
		<b>(€ 000)</b>
<b>Turnover</b>	<b>27,095</b>	<b>79,516</b>
Less: Cost of Sales (before depreciation)	7,088	20,801
<b>Gross operating result (profit)</b>	<b>20,007</b>	<b>58,715</b>
<i>(as a % of turnover)</i>	74%	74%
Plus: Other operating income	120	352
<b>Total</b>	<b>20,127</b>	<b>59,067</b>
Less: Management expenses (before depreciation)	4,600	13,500
Less: Listing expenses (before depreciation)	2362	6,932
Less: R & D expenses (before depreciation)	1105	3,243
Total expenses	8,067	23,674
<i>(as a % of turnover)</i>	30%	30%
<b>Operating income</b>	<b>12,060</b>	<b>35,393</b>
<i>(as a % of turnover)</i>	45%	45%
Plus: Income from participating interests and securities	4,883	14,330
Plus: Extraordinary & non-operating income	1,017	2,985
Less: Extraordinary & non-operating expenses	19	56
Less: Provisions for contingencies	20	59
<b>Profits before interest, depreciation and taxes</b>	<b>17,921</b>	<b>52,593</b>
<i>(as a % of turnover)</i>	66%	66%
Plus: Interest & related income	424	1,244
Less Interest charges & related expenses	8	23
<b>Profit before depreciation and taxes</b>	<b>18,337</b>	<b>53,814</b>
<i>(as a % of turnover)</i>	68%	68%
Less: Adjustments to value of fixed assets (total depreciation)	6,377	18,715
<b>Profit before tax</b>	<b>11,960</b>	<b>35,099</b>
<i>(as a % of turnover)</i>	44%	44%
Less: income tax and other taxes	5,029	14,759
Less: Directors' salaries	0	0
<b>Profits after tax</b>	<b>6,931</b>	<b>20,340</b>
<i>(as a % of turnover)</i>	26%	26%
Less: Minority rights in profits after tax	628	1,872
<b>Group profits after tax, directors' salaries and minority rights</b>	<b>6,303</b>	<b>18,497</b>
<i>(as a % of turnover)</i>	23%	23%

Note: The consolidated financial results for 31.12.2001 as shown in the table above include the results of the companies consolidated with HELEX for the period 1.1-31.12.2001 as well as the results for HELEX itself for the period 29.3.2000-31.12.2001.

### Assumptions on which results are based

#### a) Consolidation Assumptions

consolidation of figures has been carried out using the total consolidation method of the data for the following companies and under the condition that the third party shareholders (outside the Group) to whom this offer is addressed will contribute their shares as described in Chapter 3 'BRIEF INFORMATION ABOUT THE SHARE CAPITAL INCREASE'.

- Athens Stock Exchange S.A. 100% participation (direct shareholding),
- Central Securities Depository S.A., 70.316% participation (direct and indirect shareholding),
- Systems Development & Capital Market Support S.A., 100% participation (direct and indirect shareholding),
- Thessaloniki Stock Exchange Centre S.A., 100% participation (direct and indirect shareholding),
- Athens Derivatives Exchange S.A., 100% participation (direct and indirect shareholding),
- Athens Derivatives Exchange Clearing House S.A., 100% participation (direct and indirect shareholding),

#### b) The development of fundamentals

the forecast turnover and financial results for the current year for each of the consolidated companies are presented in the relevant chapters (see Ch. 14.2.1.17 'ASE Forecast Results', Ch. 14.3.1.9 'CSD Forecast Results', Ch. 14.3.2.8 'ADEX Forecast Results', Ch. 14.3.3.6 'ADECH Forecast Results', Ch. 14.3.4.4 'TSEC Forecast Results' and Ch. 14.3.5.4 'ASYK Forecast Results').

Due to the nature of ASYK S.A.'s activities with its turnover being based mainly on companies in the Group as well as the incomplete development of the operational capacity of the companies ADEX and ADECH as yet considering the short period of time for which they have been in operation, the HELEX Group's consolidated results are approximately 90% dependent on the corresponding results of the companies ASE and CSD.

Taking into account the above, the individual fundamentals in the consolidated results for the company for the current are forecast as being as follows:

##### 1) Turnover

As already mentioned, consolidated turnover is directly connected to the development of the figures for the value of Stock Exchange transactions on which transaction fees are calculated and on the total capitalization of the listed companies. The following conservative assumptions were made regarding the development of these to parameters during the current year:

The average daily value of transactions for 2001 is expected to be around 60 billion GRD (compared to 136 billion GRD in 2000) which means that the annual transactions on which the relevant fees are collected are estimated to be 15 trillion GRD. Note that the average daily value of transactions during the first nine months of 2001 was approximately 56 billion GRD.

Turnover on a consolidated basis for 2001 is expected to be:

<b>Company</b>	<b>2001</b>
ASE	15,236
CSD	8,790
ASYK	1,873
TSEC	260
ADEX	1,639
ADECH	1,192
Less: intra-group transactions	1,895
<b>Total consolidated turnover</b>	<b>27,095</b>

The following points can be made in relation to this:

- Turnover is calculated following the deduction of the Capital Market Commission levy from the turnover of CSD.

2) Overheads

Company overheads on a consolidated basis are up compared to the previous year due to the ongoing efforts to reorganize the company, to upgrade its organizational and technological infrastructure with the aim of creating a client based system.

3) Non-operating income

The company's non-operating income on a consolidate basis is expected to be down in comparison with the previous year and to be around 5,307 million GRD (€ 15,574,000). This sum includes income from interest, dividends from shares in the portfolios of the companies in the Group and in particular HELEX, CSD and ASE.

4) Provisions for devaluation

The aforementioned results have not taken regard of the devaluations, expenses and losses from participating interests and investments. Note that these accounts in the financial statements for 30.9.2001 amounted to 1,700 million GRD

5) Net Group profits

Based on the above, the profits on a consolidated basis are expected to be down in relation to the year 2000 from 40,611 million GRD (€ 119,181,000) to 11,960 million GRD (€ 35,073,000) on 31.12.2001.

**16.2 Forecast results for the company for 2001**

The forecast results for the company HELEX for the year ending on 31.12.2001 (the period from 29.3.2000- 31.12.2001) are set out in the table below:

FINANCIAL RESULTS (GRD million)	29.3.2000-31.12.2001 (€)	29.3.2000-31.12.2001 (€ 000)
<b>Turnover</b>	<b>0</b>	<b>0</b>
Less: Cost of Sales (before depreciation)	0	0
<b>Gross operating result (profit)</b>	<b>0</b>	<b>0</b>
<i>(as a % of turnover)</i>	--	--
Plus: Other operating income	0	0
<b>Total</b>	<b>0</b>	<b>0</b>
Less: Management expenses (before depreciation)	447	1.312
Less: Listing expenses (before depreciation)	80	235
Total expenses	527	1.547
<i>(as a % of turnover)</i>	--	--
<b>Operating income</b>	<b>-527</b>	<b>-1.547</b>
<i>(as a % of turnover)</i>	--	--
Plus: Income from participating interests	18.000	52.825
Plus: Income from other investments	1.421	4.170
Less: Provisions for devaluation – expenses & losses from participating interests and investments	450	1.321
Plus: Extraordinary & non-operating income	0	0
Less: Extraordinary & non-operating expenses	0	0
<b>Profits before interest, depreciation and taxes</b>	<b>18.444</b>	<b>54.127</b>
<i>(as a % of turnover)</i>	--	--
Plus: Interest & related income	100	293
Less Interest charges & related expenses	1	3
<b>Profit before depreciation and taxes</b>	<b>18.543</b>	<b>54.417</b>
<i>(as a % of turnover)</i>	--	--
Less: Adjustments to value of fixed assets (total depreciation)	1.808	5.306
<b>Profit before tax</b>	<b>16.735</b>	<b>49.111</b>
<i>(as a % of turnover)</i>	--	--
Taxes for the period	353	1.036
<b>Profits after tax</b>	<b>16.382</b>	<b>48.075</b>
<i>(as a % of turnover)</i>	--	--

The forecasts above were based on the following assumptions:

- Income from participating interests includes dividends which the Company has collected from its shareholding in ASE. Thus on 31.12.2001 the said dividends amounted to 18,000 million GRD (€ 52,825,000) a fact which was due of the financial year of the parent Company being in excess of twelve months. Likewise for the year 2002 the said dividend is expected to be 9,000 million GRD (€ 26,412,000).
- Income from other investments includes estimated income such as profits from the sale of securities, dividends of companies in the Company's portfolio and from repos. The said account is expected to be worth 1,421 million GRD (€ 4,170,000) for the year 2001.
- Interest includes income from the company's deposits as well as interest from the purchase and sale of bonds.



Taxes for the period are mainly income tax for the first financial year in excess of twelve months.

## 17. LONG-TERM GOALS – PROSPECTS

### 17.1 Strategic goals

#### 1. Ongoing development and enhancement of the Greek market

The primary goal of the Group is the development of a domestic market with the participation of a sufficient number of domestic investors, a fact which requires the confidence of investors in the operation of the market. The establishment and development of the group into a leading player in the Greek market, taking into account the new parameters of competition between European stock exchanges, is necessary.

#### 2. Promotion of Greece to an important stock exchange force in South-eastern Europe and the Mediterranean

The Group aims to take advantage of Greece having access to geographical areas that in the following years are expected to present particular interest for investors, such as the Balkans and the Eastern Mediterranean. Greece may easily play the role of a "bridge" connecting these markets and developed European and international markets. The expected results of such a strategic move are a boost of liquidity in the domestic market, the expansion of the Group's activities and its promotion as a modern, developed organization with an international presence.

#### 3. Connection of the Greek stock exchange to stock exchanges or schemes in Europe

The Group aims at its equal and promising incorporation in the new structure of the European and global credit system which is to a great extent formed on the basis of strategic alliances for effectively dealing with competition. The incorporation of the Group into such a scheme will result in higher liquidity in the market and the achievement of the group's goals through shared trading systems.

### 17.2 Strategic orientations

#### 17.2.1 Development and establishment on the domestic market

##### 1. Support of domestic investment interest

The attraction of new investors and boosting of liquidity is the main concern, but also the object of competition between stock markets. The main points for the achievement of this goal are:

- *Further development and promotion of existing products and markets and creation of new ones*

The extent and efficiency of products provided and markets are important factors for the attraction of investment interest. To this end, the Group works on the design of new attractive products and the improvement and development of existing ones. In parallel, the introduction of products already traded on foreign stock exchanges will provide numerous alternative investment options.

- *Improvement of services provided*

The Group aims at constantly being informed about central trading information systems. The achievement of this goal may be based on the exploitation of modern technological infrastructure and the related know-how developed, while it will be combined with the goal to create strategic alliances.

- *Support of the investment concept*

The upgrading of the Greek market and its incorporation in the category of mature markets signals a future without frequent and destabilizing fluctuations, also indicating a stable course of development. In such a market, investors must rely on the financial data of businesses and their development. Thus it is necessary for Greek investors to be 'trained' to recognize investment opportunities. The Group has organized seminars, presentations and projections on the Greek capital market offering valid information to investors.

- *Actions for transparency and operation of the market*

The Group aims at protecting the Greek market by taking institutional measures against speculative activity. To this end, the Group has extended measures and regulations ensuring the correct and smooth operation of the market.

### 2. **Support of investment interest from abroad**

The Group seeks to attract foreign capital to the Greek market, as a determining factor to success. In parallel, foreign capital will provide the market with liquidity and prestige, thus enhancing the position of the Group compared to other international stock exchanges and schemes. The main points for the achievement of this goal are:

- *Elimination of incompatibility*

The particularities of the Greek market in relation to other countries pose difficulties in the attraction of foreign capital. For this reason it is necessary to continuously update the regulatory framework in the context of European law developments, to facilitate the participation of foreign institutional investors, and generally selecting the most appropriate to the international stock exchange community methods and practices, thus making investment of foreign capital in Greece easier and cost effective.

- *Maintenance and development of competitive infrastructures*

The Group has set the goal of direct exploitation of mature and innovative network and telematics technologies like the widespread and safe use of the Internet, wireless and satellite communications, high capacity networks and the development of interface applications for the information systems of foreign stock exchanges.

### 3. **Group restructuring**

This is the general goal of the Group, including interventions in the operation of organizations aiming at their modernization and optimum efficiency. The core actions include:

- *Financial restructuring*

Establishment of a new consolidated scheme the dynamics of which will be greater than the sum one of individual companies, resulting in the enhancement of negotiating ability of the Group in its effort to take the lead in the area of South-eastern Europe, as well as in partnerships with developed international markets. In parallel, financial restructuring will increase the consistency of the Group, concentrating the financial results arising from operating and management activities in Greek capital markets. Moreover, there will be better exploitation of human resources, at the same time establishing a single and efficient decision making process. In addition, financial restructuring will lead to the achievement of economies of scale and synergies resulting in the reduction of the group's operating expenses. Part of the restructuring will be the merger of the Athens Stock Exchange with the Athens Derivatives Stock Exchange.

- *Privatization of the Group*

The Greek State, being the major shareholder of HELEX, will proceed to the reduction of its participation in HELEX offering HELEX the required flexibility in the environment of European stock exchanges. In particular, the Greek State will proceed to the contribution of its share which today is 45.23% to selected investors (credit institutions, institutional investors, etc). This share is expected to be reduced to approximately 33.34%, following the scheduled share capital increase of HELEX contribution in kind.

- *Transformation of ADECH to a Central Counterparty*

The introduction of the central counterparty in stock markets is the new international trend in credit risk management. In the Greek market, ADECH will become the central counterparty, undertaking the risk of trading, both in the securities and the derivatives market. The benefits expected from this conversion of ADECH will be the increase of liquidity in the market as a result of reduced risks undertaken, the stimulation of trading and reduction of cost, and the improvement in the market operation conditions.

#### 17.2.2 *Promotion to a regional stock exchange force*

The Group will proceed to a series of actions which are expected to establish it in South-eastern Europe. The implementation points are:

- *Development of regional products and indices*

The Group aims at the completion of EAGAK's operation on which developed market related securities are traded, such as ELPIS, EASE and ECSD. In parallel, the group will proceed to the development of new shared indices with countries of the South-eastern Mediterranean.

- *Know-how and technology transfer*

Using its comparative advantage of technology and know-how compared to other stock exchanges in the area, the Group will be in the position to provide consultancy and technological services.

- *Partnership with local stock exchanges*

The group promotes partnerships with stock exchanges of the wider area through the creation of shared trading systems and the promotion of shared products.

### **17.2.3 Partnership with European stock exchanges**

The Group aims at its equal and promising incorporation into the new structure of the European and global credit system which is to a great extent formed on the basis of strategic alliances and efforts for the establishment of large stock exchange organizations. To this end, the Group is constantly in contact with the London Stock Exchange, with the collaboration of which it will develop an index including companies selected with qualitative criteria from the countries of the South-eastern Mediterranean. At the same time contacts being maintained with the stock exchanges of Madrid, Milan, Frankfurt, Euronext and other international stock exchanges or schemata.

### **17.3 Investment policy**

In implementation of the aforementioned development policy, the Company and the companies in the Group have prepared the following investment plans:

- Construction of a modern building which will accommodate all the services of the subsidiary companies in the Group. For the design and construction of the above installations, approximately 20 billion GRD will be allocated (the purchase of the estate included). The temporal distribution of the investment is the following:

<b>Year</b>	<b>2002<sup>(1)</sup></b>	<b>2003<sup>(2)</sup></b>	<b>2004<sup>(3)</sup></b>
Amount in GRD billion	8	5.5	6.5

*(1) purchase of estate, studies, commencement of works*

*(2) progress of works*

*(3) completion of project*

- The amount of 10 billion GRD will be allocated for the support of technological and human resources infrastructure of the companies in the Group. The subsidiary of the Group, ASE S.A. has submitted proposals in the context of the CSF III for the incorporation of development activities into the Operational Programme (OP) 'Information Society'. The estimated budget for the implementation of all actions included in the aforementioned OP will amount to 13.5 billion GRD for the period 2000 to 2006 and will be financed by the European Union by up to 75%, while the remaining percentage will be covered by self-financing.

## 18. DIVIDEND POLICY

In accordance with Greek Legislation and the Articles of Association of the company, the minimum dividend paid annually to the shareholders may not be less than 35% of pre-tax profits, with the deduction of company expenses, statutory reserves and the corresponding tax or 6% on the paid up share capital, whichever is higher.

The BoD of the company intends, as provided for by Law 2190/20, to distribute a dividend equal to or greater than 35% of the net profits before tax, deduction of company expenses, statutory reserves and corresponding tax or 6% on the paid up share capital, whichever is higher. The higher distribution of dividends will depend on the investment policy implemented by the Company and its profitability. It is noted that in December 2000, the Board of Directors of HELEX decided to distribute an interim dividend of 65 GRD/ share to the shareholders as of 14 December 2000. The commencement date for the distribution of such dividend was set as 8.1.2001.

It should be noted that in accordance with the provisions of law, from the profits of the subsidiaries of the company HELLENIC EXCHANGES HOLDING S.A. such as the 'ATHENS STOCK EXCHANGE S.A.', 'CENTRAL SECURITIES DEPOSITORY S.A.', 'ATHENS DERIVATIVE EXCHANGE S.A.', 'ATHENS DERIVATIVES EXCHANGE CLEARING HOUSE S.A.', 'THESSALONIKI STOCK EXCHANGE CENTRE S.A.' and 'SYSTEMS DEVELOPMENT AND CAPITAL MARKET SUPPORT S.A.' out of which dividends are distributed, that part of the dividends corresponding to the Company shall be paid in the following period (unless an interim dividend is distributed in the same period) and shall therefore be carried forward to the profits of the company.

The following table presents a review of dividend policy for direct and indirect participation companies of the company for the periods 1996 to 2000 included.

COMPANY	1996	1997	1998	1999	2000	Percentage on pre-tax profits and depreciation for 2000
<i>(GRD million)</i>						
<b>Direct participation companies</b>						
ASE S.A.	333	1,460	2,750	9,000	9,000	29.25%
<b>Indirect participation companies</b>						
CSD S.A.	800	2,500	3,000	10,500	6,000	29.51%
ADEX S.A.	-	-	-	-	-	-
ADECH S.A.	-	-	-	288	257	58.14%
ASYK S.A.	18	16	29	53	101	18.10%
TSEC.S.A.	-	-	60	202	84	15.44%

The above companies are expected to follow a dividend policy similar to the one of the Issuer and to distribute a dividend equal to or greater than 35% of their profits before tax, deducting company expenses, statutory reserves and corresponding tax or 6% on paid up share capital, whichever is higher.

## 19. PRE-TAX PROFITS

### 19.1 Profit of the Company before tax

On the basis of the forecast turnover and results of the companies as presented in section 16.2 of this Prospectus, the forecasted profit before tax, as well as profit before tax per share is presented in the following table:

Net Profit before tax		Profit per share (€)	
( million GRD)		Number of Shares <sup>(1)</sup>	Before tax
Year			
2000 <sup>(2)</sup>	7,524	51,018,308	147
2001	9,211	52,500,000	175
2001 (€ 000)	27,032		

Notes:

- On the basis of the weighted number of shares arising from the increases of the share capital of the company in accordance with a) the decision of the General Meeting on 12.9.01 (adjustment of nominal value of share to 1,720.7875 and increase by 41,343,350 GRD to bring it into line with the Euro), b) the decision of the BoD of the company as of 6.4.2000 for the increase of the share capital by 4,300 million GRD
- For the period 29.3.2000-31.12.2000.

### 19.2 Profit before tax of consolidated results of the Company

On the basis of the forecast for consolidated turnover and results of the company as presented in section 16.1 of this Prospectus, the forecast consolidated profit before tax, profit after tax and minority rights, as well as profit per share is presented in the following table:

Year	Net profit (GRD million)			Profit per share (GRD million)	
	Before tax	After tax for the period, Directors' salaries and fees to third parties	After tax for the period, fees to third parties, previous periods tax audit and minority rights	Number of Shares	After tax for the period, fees to third parties, previous periods tax audit and minority rights
2000 <sup>(2)</sup>	40,611	40,604	29,725	51,018,308 <sup>(1)</sup>	583
2001 <sup>(3)</sup>	13,326	8,297	7,038	52,500,000 <sup>(4)</sup>	134
2001 <sup>(3)</sup>	13,326	8,297	7,669	71,183,617 <sup>(5)</sup>	108
2001 (€ 000)	39,108	24,349	20,654		

Notes:

- On the basis of the weighted number of shares arising from the increases of the share capital of the company in accordance with a) the decision of the General Meeting of 12.9.01 (adjustment of nominal value of share to 1,720.7875 and increase by 41,343,350 GRD to bring it into line with the Euro), b) the decision of the BoD of the company as of 6.4.2000 for the increase of the share capital by 4,300 million GRD
- For the period 29.3.2000-31.12.2000 (pro forma Financial Statement).
- For the results of the period 1.1-31.12.2001.

4. Existing number of shares of the company prior to the increase.
5. Number of Shares of the company after the increase and provided third shareholders to whom the proposal is addressed contribute their shares to be exchanged with HELEX shares.



## **20. PENDING LEGAL CASES**

The subsidiaries of the Group 'Athens Stock Exchange S.A.' and 'Central Securities Depository S.A.' are the opposing parties in the following pending legal cases:

### **'Athens Stock Exchange S.A.'**

The note of the company in its accounting statement as of 30.09.01 mentions that 'Third parties claims are pending against the company for the payment of various amounts reaching a total of approximately 4.8 million GRD. Of these claims, 4.6 million GRD correspond to the case of the company KATSOU LIS BROKERS. Some of these suits are amounting to 4.343 billion GRD also directed against the Guarantee Fund which is the only one liable by law for the compensation of investors when asset management companies fail to fulfill their obligations. It is noted that decisions of the Athens Court of First Instance have already been issued, rejecting two of the aforementioned suits for 2.859 GRD, proving that the Company bears no responsibility for such suits'. A detailed description of these lawsuits is given hereinafter.

### **Labour disputes**

There are 4 lawsuits pending against the ASE concerning claims of its employees for the payment of 12,234,213 GRD in total. The most important one is the lawsuit dated 8.11.1996 brought by twenty three employees of the company before the Administrative Court of First Instance of Athens requesting the payment of special compensation (productivity motive) of 10,262,881 GRD in total. The Athens One-member Administrative Court of First Instance issued decision 1058/1999 on this case by means of which the ASE was obliged to pay the total amount of 8,477,058 GRD. The ASE subsequently lodged an appeal before the Athens Three-member Administrative Court of First Instance, which was tried on 08.05.2000 and the Athens Administrative Court of First Instance issued a decision dated 19.11.2001 rejecting the appeal, therefore the relevant amounts shall be paid to the employees.

### **Case of counterfeited shares of the company TITAN S.A.**

There are 7 lawsuits pending against the ASE concerning claims of members for the payment of 40,557,800 GRD in total in relation to the case of counterfeited shares of the company TITAN S.A. As regards four of the claims for 28,211,300 GRD, decisions of the Court of First Instance have been issued against the ASE and an appeal is to be lodged. According to the Legal Department of the ASE, no estimate can be made in relation to the outcome of cases tried before the Court of Appeal, because complex legal issues arise which may be given different and contradictory explanations, especially the issue as to whether the ASE was responsible of checking the authenticity of shares when it was responsible for the clearing of stock exchange dealings.

### **Other disputes**

*'Katsoulis Brokers S.A.* 5 lawsuits are pending against the ASE for the payment of 4,615,324,216 GRD in total concerning claims against the company under liquidation 'Katsoulis Brokers S.A.'. Of the aforementioned suits, which are also directed against the CSD and the Guarantee Fund, the largest suit for 2,823,986,751 GRD was rejected by the Athens Multimember Court of First Instance by means of its decision 7135/2000. An appeal was subsequently lodged on 02/03/200, heard by the 13<sup>th</sup> Division of the Athens Court of Appeal the decision of which is still pending. In relation to two of the lawsuits for 443,063,578 GRD, decisions have been issued in favour of the ASE. As far as the remaining lawsuits are concerned, a decision is pending to date. The Legal Department of the ASE considers that it is

likely that the suit against the ASE will be rejected since all the aforementioned claims with the exception of one are also raised against the Guarantee Fund, which in accordance with law is the only one responsible for indemnifying investors where brokerage companies fail to fulfill their obligations. From the decisions issued it arises that the ASE bears no responsibility for such cases.

*Dispute with the National Bank of Greece.* The ASE is in dispute with the National Bank of Greece ('NBG') as regards the ownership of the building at 1 Pasmazoglou St.. This building (appearing in the financial statements) was sold to the ASE by NBG on the condition that it would be pulled down and a new building would be constructed. The NBG, claiming that these works never took place and by virtue of a relevant clause in the contract, requested that the building be returned to it. According to the ASE, the relevant works were not carried out due to actual difficulties, since in the meanwhile the building was listed. The case has been brought to court, the Athens Multimember Court of First Instance has issued decision 7060/99 by means of which it acknowledges the ownership of the building to the NBG and on the other hand it recognized the obligation of the NBG to pay the amount of 700,000,000 GRD to the ASE, which corresponds to the amount paid up adjusted on the basis of currency devaluation and inflation. However, a settlement has already been reached and the ASE shall maintain the ownership of the building by paying the amount of 1,500,000,000 GRD to the bank. The last details for the final settlement of the problem shall be seen to in early 2002.

*Other lawsuits.* Apart from the aforementioned suits against the ASE, there are 12 additional claims of third parties for the payment of 364,654,563 GRD in total.

### **Lawsuits from claims of the ASE against listed companies**

The ASE, as claimant, demands that 25 listed companies owing subscriptions or having been declared bankrupt or currently under special liquidation pay the total amount of 25,757,266 GRD. According to the Legal Department of the ASE, it is not likely that these demands will be collected, especially due to lack of assets of the debtors.

### **Lease disputes**

The ASE has brought lawsuits for the payment of rents before the Athens Magistrate's Court against four lessees. On 21.4.2000 the lawsuits were tried and accepted, with the subsequent vacation of the properties by the lessees. For procedural reasons and because no settlement had been reached at this moment between the NBG and the ASE for the building at 1 Pasmazoglou St. where the leased property is located, the lawsuits were accepted on account of the NBG, as intervenor, and not on account of the ASE, without this materially affecting the case.

### 'Central Securities Depository S.A.'

The note of the company in its accounting statement as of 30.09.01 mentions that 'For any manner of disputes and outstanding decisions, brought by third parties against the company and amounting to approximately 4.3 billion GRD, the estimate of the company is that they are not likely to be successful'. Detailed reference is made hereinafter.

#### **Penal action against members of the BoD and employees of the company**

An ex officio action for breach of Article 259 of the Penal Code on Breach of Duty has been brought against the former Chairman & Managing Director of the CSD Mr. Emanouil Xanthakis, the former General Director and current Managing Director Mr. Loukas Zangas, the former Director and current General Director Mr. Nikolaos Konstantinopoulos, the former Manager of the Stock Exchange Transactions Settlement Agency and current Operations Director Mr. Sofoklis Alifierakis and the former Assistant Manager Ms. Vasiliki Halikiopoulou. The case has been assigned to the lawyer Dimitris Papadellis. The aforementioned defendants were released by means of a ruling of the Bench of the Court of Common Pleas.

#### **Action of Ioannis Argiris against the company**

On 07.07.1997 Ioannis Argiris (investor) brought an action against the CSD claiming the amount of 70,421,236 drachmas as compensation for damages allegedly caused from the behaviour of the company in the case with the former brokerage firm 'DELTA BROKERAGE S.A.' The Athens Multimember Court of First Instance issued decision 616/1999 on the aforementioned action ordering the procurement of evidence in relation to the issues brought before it. Following a request of Ioannis Argiris, the hearing of witnesses has been set for 4/2/2000. The case has been assigned to the law office 'F. Kremmidas & F. Doris'. The collection of evidence remains in progress and the case is outstanding.

#### **Action of Konstantinos Dakos**

On 15.2.2000 the appeal as of July 1999 of the company against Konstantinos Dakos and the final decision of the Athens One-member Court of First Instance (labour disputes division) no. 396/1999 was brought before the 3<sup>rd</sup> Division of the Athens Court of Appeal. By means of this appeal the company requested the annulment of such decision of the Court of First Instance by means of which the demand of the claimant for the cancellation of the rescission of his employment contract on 23.12.1997 was accepted and he should receive overdue payments for the period from 23.12.1997 to 23.10.1998 amounting to 9,360,000 GRD, compensation for non pecuniary damage of 300,000 GRD and finally an amount for court costs of 350,000 drachmas.

The aforementioned appeal was rejected by means of the decision No.5670/2000 of the Athens Court of Appeal, the Company has lodged a petition for cassation dated 18.10.2000 (No. 1137/2000) before the Supreme Court against the aforementioned decision of the Court of Appeal. Given, though, that the filing of a cassation petition does not suspend the enforceability of the final decision of the Athens One-member Court of First Instance No.396/1999, the Company has paid Konstantinos Dakos the adjudicated amount of 7,437,278 GRD by means of the aforementioned decision. In parallel, the Company once again rescinded the contract of employment with Mr. Dakos on 15.11.2000.

On 13.2.2001 a new lawsuit of the same person against the company was filed, by means of which he demanded the following: a) that the second rescission of his contract of employment dated 16.11.2000 be found void as abusive b) that the Company be obliged to pay the amount of 35,000,000 GRD or in the alternative the amount of 13,020,000 GRD as default payment for the period from 16.11.2000 to 16.11.2001 bearing legal interest on monthly salaries c) that the Company be obliged to pay the amount of 64,050,000 GRD or in the alternative the amount of 26,505,000 GRD as default payment for the period from 24.10.1998 to 16.11.2000 bearing legal interest d) that the Company be obliged to pay the amount of 2,162,351 which it illegally offset against the default payments by virtue of the decision of the Athens one-member Court of First Instance No.396/1999, bearing legal interest as of 23.11.2000, or in the alternative from service of the lawsuit e) that the Company be obliged to pay the amount of 14,002,560 GRD for claims due to excess of legal working hours, bearing legal interest f) that the Company pay the amount of 21,000,000 GRD for claims due to non payment of salaries for the years 1997, 1998, 1999 bearing legal interest g) that the Company be obliged to pay compensation for non-pecuniary damage of 10,000,000 interest-bearing from the date of service of the lawsuit h) that the Company be obliged to accept his services and in case of refusal that it be obliged to pay the amount of 200,000 for each day of refusal.

On the hearing day of 15.11.2001, the hearing of the lawsuit was adjourned for 17.5.2002 following the request of the claimant.

### **Seizure by the Greek State against the company**

By means of writ of seizure No. 44548/4/16.9.1997, the Greek State seized whatever the company owes or will owe to DELTA BROKERAGE S.A. in the form of dividends since the firm owes the Greek state taxes amounting to 645,710,827 drachmas. The CSD made a third party declaration dated 09.10.1997, stating that its only obligation to DELTA BROKERAGE totals 3,600,000 drachmas from dividends for the period 1996, which will be offset by means of claim against the company amounting to 1,332,509,189 drachmas, supported by a court decision dated 18.11.1996. Against the aforementioned involvement of the CSD as the third party in the State's claim, the Greek State filed the caveat dated 05.11.1997, by means of which it requested that the Company be obliged to pay all current or future debts to 'DELTA BROKERAGE', especially the dividend for the period 1996 amounting to 3,600,000 GRD. This matter was heard on 19.02.1999 before the Athens Multi-member Court of First Instance and was rejected by means of the decision No. 1806/1999 of the same court which has not been rendered final.

### **Claims against the CSD and the company 'KATSOULIS BROKERS S.A.**

On 19.01.2000 a lawsuit was heard before the Athens Multi-member Court of First Instance (Ordinary Proceedings), against the CSD among others, as severally liable, with another 20 claimants demanding: a) that the total amount be adjudicated for them amounting to a total of 2,823,986,751 bearing legal interest from the date of service of the suit for claims against the company under liquidation in accordance with Article 4a of Law 1806/1988, former brokerage company trading as 'KATSOULIS BROKERS S.A.' and for the restitution of non-pecuniary damage, b) that the decision be declared enforceable on an interim basis and c) that the CSD be obliged to pay their court costs. The case was assigned to the lawyer of the company Maria Saxoni. On such lawsuit, the Athens Multi-member Court of First Instance issued the rejection decision No. 7145/2000 which has not yet been rendered final. On 6/3/2001 the company was notified of an appeal by means of which the amendment and annulment of the challenged decision is requested and that the suit against the appellants be accepted in whole. The appeal was heard on 4-10-2001 and a decision is expected.

### **Other third party lawsuits**

Apart from the aforementioned lawsuits against the CSD, there are 3 additional claims of third parties outstanding for the payment of 452,334,893 GRD, 35,180,000 GRD and 407,883,578 respectively, for claims against the company under liquidation 'Katsoulis Brokers S.A..

As regards the first lawsuit (the initial claim corresponded to 1,076,071,453 GRD but the claimant partly withdrew and limited his demands to 452,334,893 GRD) the date of 30.01.2002 has been set as the hearing day and in accordance with Article 214A of the Civil Procedure Code in order to reach a settlement of the dispute, 19.11.2001 was set as the meeting day. On the second lawsuit heard on 30.10.2000, the Athens Multi-member Court of First Instance issued the rejection decision No.1525/2001. Such decision has not yet been rendered final. The company estimates that such lawsuits will not be successful. The third lawsuit was heard on 28.2.2001 and was rejected in relation to the CSD.

### **Lawsuits against the company 'DELTA BROKERAGE S.A.'**

The CSD, filed a suit on 15.11.1996 in accordance with Articles 79 of Law 5960/33 and 45, 386 para. 1 and 3 of the Penal Code against Dimitrios Argiriadis, Ioanna Gelestathi and Theofanis Gravanis, Chairman, Managing Director and Member of the BoD respectively in the company trading as 'DELTA BROKERAGE S.A.', and against all other actors. The case has been assigned to the lawyer Dimitris Papadellis. Messrs Dimitrios Argiriadis and Panagiotis Trifon will be tried along with other persons in accordance with a ruling of the Bench of the Court of Common Pleas.

### **Recourse against the Greek State**

On 16.10.2000 the Company has sought recourse to the Athens Administrative Court of First Instance by means of which it requests that the amount of 1,119,153,455 GRD corresponding to part of the tax paid by the Company in the period 1999 be returned. In particular, such tax corresponds to the amount of 2,797,883,638 GRD- capital market levy paid- which should, in the opinion of the company, be deducted from the gross income of the company. The hearing day of the aforementioned recourse has not been set yet. The company estimates that the recourse will be successful. Moreover, on 5.10.2001 the Company sought recourse to the Athens Administrative Court of First Instance against the Greek State, demanding that the amount of 1,511,807,987 GRD be returned on the same grounds.

### **Acquisition of real estate by the National Bank of Greece**

By virtue of contract No. 19508/15.11.2000 of the Athens Notary Ioanna Gavrielli- Anagnostalaki the Company has acquired from the National Bank of Greece for the amount of six hundred ten million drachmas, except one store on the ground floor, the building on 17 Acharnon St. and 34 Meier St. This building consists of four horizontal properties, jointly holding 980/1000 of the land.

The aforementioned horizontal properties have come to the seller a) by a joint percentage of 10/100 following an auction against the company trading as "WINNIE Electrical Items and Arts Materials ' by virtue of the adjudication report summary No 14.801/1998 of the Athens Notary Ioanna Gavrielli-Anagnostalaki and b) by a joint percentage of 90/100 from an auction against the company trading as 'CANTEX ELECTRIC Electrical Items Commercial and Construction S.A.' by virtue of the adjudication report summary of the Athens Notary I. Morfoniou. A caveat dated 31.7.1998 was filed before the Athens One-member Court of First Instance against point (b) the adjudication report by 'CANTEX ELECTRIC Electrical Items Commercial and Construction S.A.' against which the auction was carried out, which due to adjournments although to be tried on 24.4.2001 was deferred to a new hearing day of 17-9-2002 due to a strike by lawyers.

The company estimates that the aforementioned caveat is a technicality and will not be successful. In any case, however, a term has been included in the purchase contract providing that in case of the

## **HELLENIC EXCHANGES HOLDING S.A.**

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National Bank of Greece losing the ownership of the building as a result of such caveat, it shall pay the company the amount of 610,000,000 GRD.

The ASE and the CSD have not made any provisions for potential obligations in relation to the aforementioned pending lawsuits.

No pending legal cases have been filed against the remaining companies in which the Issuer has shareholdings and included in the consolidated financial statements (ADEX, ADECH, TSEC, ASYK).

## **21. APPENDICES: FINANCIAL STATEMENTS**

### **Financial Statements of the company 'HELLENIC EXCHANGES HOLDING S.A.'**

1. Consolidated Financial Statement of 'HELLENIC EXCHANGES HOLDING S.A.' for the period 01.01 – 30.09.2001
2. Consolidated Financial Statement of 'HELLENIC EXCHANGES HOLDING S.A.' for 2000
3. Financial Statement 'HELLENIC EXCHANGES HOLDING S.A.' for the period 29.03.00 – 30.09.2001

### **Financial Statements of AFFILIATED COMPANIES**

4. Consolidated Financial Statements of 'ATHENS STOCK EXCHANGE S.A.' for the financial years 1999 – 1997
5. Financial Statement of 'ATHENS STOCK EXCHANGE S.A.' for the period 01.01 – 30.09.01 and Financial Statements for the financial years 2000 – 1996
6. Financial Statement of 'CENTRAL SECURITIES DEPOSITORY S.A.' for the period 01.01 – 30.09.01 and Financial Statements for the financial years 2000 – 1997
7. Financial Statement of 'ATHENS DERIVATIVE EXCHANGE S.A.' for the period 01.01 – 30.09.01 and Financial Statements for the financial years 2000 – 1999
8. Financial Statement of 'ATHENS DERIVATIVES EXCHANGE CLEARING HOUSE S.A.' for the period 01.01 – 30.09.01 and Financial Statements for the financial years 2000 – 1999
9. Financial Statement of 'THESSALONIKI STOCK EXCHANGE CENTRE S.A.' for the period 01.01 – 30.09.01 and Financial Statements for the financial years 2000 – 1997
10. Financial Statement of 'SYSTEMS DEVELOPMENT AND CAPITAL MARKET SUPPORT S.A.' for the period 01.01 – 30.09.01 and Financial Statements for the financial years 2000 – 1997