ATHEX
Athens Stock Exchange

DOCUMENT FOR APPOINTING A PROXY

To participate at the 16th Annual General Meeting of "HELLENIC EXCHANGES-ATHENS STOCK EXCHANGE S.A." (EXAE) On May 24 2017 Or at any repetitive, following a recess or postponement etc. Meeting

I the undersigned shareholder / legal representative of the legal person that is an EXAE shareholder:

Name _____

Address / Headquarters _____

ID / GEMI No / former Companies Registration No _____

Number of shares for participation at the GM
(if the number of shares is not filled-in, the, the proxy will be valid for the total number of shares registered in the Investor Account on the record date) _____

DSS Account (Investor Account) _____

Securities Account: _____

Full name of legal representative (s), signing the present document
(to be filled in only by legal entities) _____

With this proxy form I authorize:

☐ **Mr. Socrates Lazaridis, Chief Executive Officer**, a resident of Athens (110 Athinon Ave),

Note: *The abovementioned person is a member of the Board of Directors of the Company, and can be authorized to vote in accordance with your instructions. If you do not provide specific instructions, it will be assumed that he is authorized to vote "in favor (for)" all items of the Daily Agenda.*

Or alternatively the following[1],[2]

☐ .....
☐ .....
☐ .....

Note: *If you appoint as proxy one of the persons above and you do not provide specific instructions, the proxy can vote as he or she wishes.*

To whom I give the order, the authorization and the right, acting jointly or each one separately[3], to represent me / the legal person[4] for the abovementioned number of shares or for the shares that I possess on the record date at the Annual General Meeting of EXAE which will be convened on 24 May 2017 at 18:00 in Athens, 110 Athinon Ave, "HERMES" hall, in order to take part in the discussion and vote on the items of the daily agenda of the abovementioned Annual General Meeting of shareholders, or at any other repetitive, or following a recess or postponement of the Meeting or on the postponement of the discussion on all or part of the items of the daily agenda as follows[5]:

	FOR	AGAINST	ABSTAIN
FOR ALL OF THE ITEMS ON THE DAILY AGENDA	☐	☐	☐

[1] *Please fill-in the names of up to three (3) proxies and mark the appropriate box with a '**√**'. If you fill-in more than three proxies, it will be assumed that you have appointed the first three only.*

[2] *Any physical or legal entity can be appointed as a proxy.*

[3] *If you prefer only one way, please delete accordingly. If more than one proxy is appointed, which may act (also) separately, and more than one show up at the General Meeting, the first proxy showing up will exclude all others.*

[4] *Please delete accordingly*

[5] *Please indicate your vote by marking with a '**√**'one of the two tables.*

ATHEX
Athens Stock Exchange

Or:

ITEMS OF THE DAILY AGENDA:

Item		FOR	AGAINST	ABSTAIN
1st	Submission and approval of the Annual Financial Report for the sixteenth (16th) fiscal year (01.01.2016 – 31.12.2016) which includes the Annual Financial Statements for the sixteenth (16th) fiscal year (01.01.2016 – 31.12.2016) together with the relevant Reports and Declarations by the Board of Directors and the Auditors.	☐	☐	☐
2nd	Approve the allocation of profits for the sixteenth (16th) fiscal year (01.01.2016 – 31.12.2016), and the distribution of dividend.	☐	☐	☐
3rd	Discharge the members of the Board of Directors and the Chartered Auditors from all liability for damages for the Annual Financial Statements and the management of the sixteenth (16th) fiscal year (01.01.2016 – 31.12.2016), and approve the management and representation of the Board of Directors of the Company.	☐	☐	☐
4th	Approve the compensation of the members of the Board of Directors for the sixteenth (16th) fiscal year (01.01.2016 – 31.12.2016), in accordance with article 24, §2 of codified law 2190/1920, as it applies.	☐	☐	☐
5th	Pre-approve the compensation of the members of the Board of Directors for the next, seventeenth (17th) fiscal year (01.01.2017 – 31.12.2017).	☐	☐	☐
6th	Appoint the regular and substitute Chartered Auditors for the seventeenth (17th) fiscal year (01.01.2017 – 31.12.2017), and approve their remuneration.	☐	☐	☐
7th	Grant permission to members of the Board of Directors of the Company as well as to executives of the Company, in accordance with article 23 §1 of codified law 2190/1920, to participate in the Boards of Directors or as executives in companies of the Group and associated with it companies, under the meaning of article 42e §5 of codified law 2190/1920.	☐	☐	☐
8th	Approve contracts in accordance with article 23a of codified law 2190/1920, as in force.	☐	☐	☐
9th	Reduce the share capital by €15,688,455.12, through a reduction in the par value of each each share by €0.24 and payment of this amount to shareholders, and amend Article 5 of the Articles of Association of the Company concerning the share capital.	☐	☐	☐
10th	Reduce the share capital by €4,006,432.92 through a reduction in the number of shares outstanding from 65,368,563 to 60,599,000 common registered shares, due to the cancellation of 4,769,563 shares in treasury stock, and amend Article 5 of the Articles of Association of the Company concerning the share capital.	☐	☐	☐

A revocation of the present document will be valid provided that the Company is notified in writing at least three (3) days before the corresponding date of the General Meeting.

_____ _____

(Date - place) *(Signature – Full name)*

Please send this document appointing a proxy to the Company by **fax** at **+30 210/3366333** or at investor-relations@athexgroup.gr, and the original by mail to:
110 Athinon Ave, 10442 Athens – Greece, c/o Mr. Constantinou, tel +30 210/3366616