



ATHEX

Athens Stock Exchange

Frequently Asked Questions

New Rulebook



What are the main goals of the new ATHEX Rulebook?

- Enhance the image of the Main Market.
- Boost trading activity.
- Attract New Listings.
- Improve the investment profile of listed companies.

What are the main changes in the new ATHEX Rulebook?

Changes relate to Sections 2,3,4 and 5 of the ATHEX Rulebook and corresponding ATHEX Resolutions 22, 25, 27 and 28, mainly in the following matters:

1. Admission Requirement for listing on the Main Market
2. Possibility of transfer to the Alternative Market
3. Under Surveillance Segment
4. Suspension, Delisting and Resumption of Trading
5. Reporting Obligations of Issuers
6. New Trading Segment for Professional Investors
7. Cash Distributions of Issuers whose shares constitute the underlying of a derivative.
8. Indirect Listing

When will the new ATHEX Rulebook enter into force? (§ 7.11 par.1 of ATHEX Rulebook)

The 9th Amendment of the ATHEX Rulebook and Resolutions 22, 25, 27, 28 and 32, shall enter into force following the Hellenic Capital Market Commission' s approval of the amendment, that is, on May 21st 2024, without prejudice to any transitional provisions that set a different time of entry into force for certain matters as prescribed in the relevant section.

What are the new admission requirements?

1. Initial Free Float (§ 3.1.4.3 par. 1 & 2 new ATHEX Rulebook):

- i) At least 25% of the total stocks of the same share class.
- ii) At least 15% for companies with market capitalization of at least €200 million.

In both cases, distribution to at least 500 people is required, or to at least 300 persons with the simultaneous appointment of at least 2 market makers.



2. **Profitability (§ 3.1.5 ATHEX Rulebook):** The quantitative criterion is abolished, but operating profitability constitutes an additional criterion for the evaluation of an issuer's suitability.
3. **Market Capitalization (§ 3.1.3.2 ATHEX Rulebook):** At least €40 million and shareholder equity of at least €1 million
4. **Share Lock-Up: (§ 3.1.4.5 ATHEX Rulebook):** The main shareholders of issuers with a market capitalization of less than €200 million and losses in the fiscal year preceding that of listing, are prohibited from transferring a percentage of more than 25% of their shares during the first (6) months.

The listing procedure has been further simplified in Resolution 28, by requiring less supporting documents for admission.

Is there any obligation to maintain the free float requirement after listing? (§ 3.1.4.4 par.1 combined with § 7.11 par. 2 ATHEX Rulebook)?

Each issuer is required to maintain, on an ongoing basis, a minimum percentage of free float of ordinary shares, as follows:

- i) At least 25% of all ordinary shares when total market capitalization is less than €200 million or
- ii) At least 15% when market capitalization is greater than €200 million

For new Issuers listed after the new ATHEX Rulebook enters into force, the minimum free float requirement on an ongoing basis takes immediate effect.

In the case of Issuers already listed on the Main Market at the time of entry into force of the new ATHEX Rulebook, the minimum free float requirement on an ongoing basis will apply from 1.7.2025.

When will the free float be checked? (§ 3.1.4.4 par.4 of new ATHEX Rulebook and article 9 of Resolution 22)

The free float adequacy will be checked twice a year, on a semi-annual basis, as follows:

- i) In January, with a 6-month reference period of July-December of the previous year and



ii) In July, with a 6-month reference period of January-June that just preceded.

Each Reporting Period begins on the first (1st) trading day of the first (1st) month and ends on the last trading day of the sixth (6th) month.

In the case of Issuers already listed on the Main Market at the time of entry into force of the new ATHEX Rulebook, the 1st check of the free float adequacy will take place in July 2025.

For new Issuers, the 1st check will take place in July 2024.

I am an already listed Issuer, how and when will the free float adequacy be checked? (§ 3.1.4.4 par. 4 in conjunction with § 7.11 par. 2 of new ATHEX Rulebook and article 9 par. 2 of Resolution 22 of ATHEX)

For Issuers already listed on the day of entry into force of the new ATHEX Rulebook, the 1st check of free float adequacy will take place in **July 2025**, in order to determine for the first time, the percentage of free float that each Issuer has and the minimum they must maintain going forward (25% or 15%).

The 1st check will be based on the average market capitalization and the average free float of the 1st half of 2025, while for subsequent checks, account will always be taken of the market capitalization of the 1st check and the average free float of the six-month period to which each check relates.

Which free float will be taken into account for the free float adequacy check (§ 3.1.4.4 par.4 of new ATHEX Rulebook)?

The average free float of each six-month period to which each check relates.

What is the starting date for monitoring the average free float of Issuers?

The starting date for monitoring the average free float of Issuers is:

- a) for Issuers already listed on the Main Market at the time of entry into force of the 9th Amendment of the new Rulebook, **the starting date will be 1.1.2025.**



- b) for Issuers listed on the Main Market after the time of entry into force of the 9th Amendment of the new Rulebook, the starting date will coincide with the **date of commencement of trading**.

How will the average free float of each 6-month reference period be determined in order to carry out the check of free float adequacy? (§ 3.1.4.4 par. 3 new ATHEX Rulebook and article 9 par. 5 of Resolution 22)

The free float adequacy check is carried out on the sixth (6th) trading day following the end of the reference period, in accordance with the announcements of significant changes in voting rights of the Issuer, for transactions carried out up to the last trading day of the reference period, which are submitted to ATHEX until the fifth (5th) trading day following the end of that reference period in accordance with par. 2 and 3 of article 14 of Law 3556/2017.

Which market capitalization will be taken into account for the check of free float adequacy? (§ 3.1.4.4 par.4 in conjunction with § 7.11 par.2 of new ATHEX Rulebook)

For new Issuers that are listed after the day of entry into force of the new Rulebook (21/5/2024), the market capitalization at the time of IPO will be considered.

For Issuers listed up until 21/5/2024, the average market capitalization of the 1st half of 2025 will be considered.

Where is the procedure for the bi-annual check of the free float adequacy described? (Article 9 Resolution 22 of ATHEX)

The process of the bi-annual check of the free float adequacy obligation is described in article 9 of Resolution 22 of ATHEX.

I am an already listed Issuer and my free float is below the minimum required level. What are the consequences? (§ 3.1.4.4 par. 6, 7 & 8 of new ATHEX Rulebook)

In the case of an already listed Issuer whose free float is found to be below the required minimum (25% or 15%) during the 1st free float check of ATHEX in July 2025, and whose share does not belong in the High Liquidity Class, as defined in Resolution 22, they will be granted by ATHEX a period of 6 months for rectification, with the possibility of a further



(6) month extension, provided that the Issuer submits a justified request for such an extension. That is, the rectification period deadline will be no later than 30.06.2026 (if the extension is granted).

Further, the Issuers are required to immediately appoint at least 2 market makers within 3 months from the start of the initial 6-month rectification period.

If I do not appoint 2 Market Makers, what are the consequences? (§ 3.1.4.4 par. 8 of new ATHEX Rulebook)

In the case that the Issuer does not appoint the required 2 Market Makers within three months from the start of the initial 6-month rectification period, ATHEX will transfer their shares to the “Under Surveillance” Segment.

If I missed the deadline for restoring my free float (initial or extension), , what are the consequences? (§ 3.1.4.4 par. 6 & 7 of new ATHEX Rulebook)

If the rectification period deadline (initial or any extension) has passed, the stock will be transferred to the “Under Surveillance” Segment, provided that the free float is at least 10% and the stock does not belong in the “High Liquidity Class”; if the free float below 10%, the stock will be immediately suspended for delisting.

For Issuers already listed, the above will apply from 2026.

What is changing with regards to the “Under Surveillance” Segment? (§ 3.1.6 new ATHEX Rulebook)

- i) A new reason for inclusion in the “Under Surveillance” Segment has been added, namely the failure of Issuers to maintain a sufficient free float on an ongoing basis (§ 3.1.6.3 par. 1(vi) of ATHEX Rulebook).
- ii) The length of time that a company can remain in the “Under Surveillance” Segment is reduced to a maximum of two (2) years. (§ 3.1.6.1 par. 9 of new ATHEX Rulebook).
- iii) There is a new method for calculating Shareholder’s Equity for the purposes of checking for Negative Shareholder Equity and Losses (§ 3.1.6.2 par. 2 (a) & (b) ATHEX Rulebook).



- iv) A minimum is set at 50% of Total Shareholder Equity for the unsettled overdue debt obligations of the Issuer or the Group, if the Issuer consolidates their financial statements. (§ 3.1.6.2 par.2 (c) new ATHEX Rulebook).

What is the new method of calculating Shareholder Equity for the purposes of checking for Negative Shareholder Equity and Losses during the annual Surveillance check? (§ 3.1.6.2 par.2 (a) & (b) ATHEX Rulebook)

- a) For the Negative Shareholder Equity criterion, in case of consolidated financial statements, the Group's Shareholder Equity, attributable to the Issuer's shareholders at the end of the fiscal year will be taken into account, excluding the impact of minority rights.
In the case that Shareholder Equity is positive, but less than €1 million, the Issuer's shares will be transferred to the "Under Surveillance" Segment, provided that the Issuer has not committed to specific actions that will restore their Equity above the aforementioned minimum by the end of the next fiscal reporting period that follows the current one being checked.
- b) For the Losses criterion: for the calculation of the 30% of annual losses in terms of Shareholder Equity, the equity at the beginning of the fiscal year under consideration will now be taken into account.
The new method of calculating Shareholder Equity **for the purpose of** checking for Negative Shareholder Equity and Losses will take effect on 1.1.2025 and it will concern the 2024 fiscal year.

What is changing with regard to the Suspension of Securities? (§ 2.6.9.1 ATHEX Rulebook)

The following reasons for suspension are added:

- a) When an Issuer's shares remain in the "Under Surveillance" Segment for more than two (2) consecutive years (§ 2.6.9.1 par.2 (a))

Existing Issuers: For Issuers already in the "Under Surveillance" Segment on the date of entry into force of the new ATHEX Rulebook, this reason for suspension will apply from 1.1.2025, but the two-year check will take place for the first time during the regular ATHEX check for the "Under Surveillance" Segment in May 2025, and the period of time that their shares have been in the "Under Surveillance" Segment before the entry into force of the new ATHEX Rulebook will also be aggregated. (§ 7.11 par. 3 of new ATHEX Rulebook).

- b) When an Issuer does not respond appropriately and in a timely manner to a question of ATHEX (§ 2.6.9.1 par.1 (b) and



- c) When the distribution of an Issuer's shares to the public remains below 10% after the expiration of the deadlines set by the ATHEX for the rectification of their free float (§ 2.6.9.1 par. 2 (b)).

Existing Issuers: For those Issuers already listed on the Main Market on the day of entry into force of the new ATHEX Rulebook, this paragraph will take effect on 1.7.2025. (§ 7.11 par. 2 ATHEX Rulebook).

What's changing with regard to the Delisting of Securities? (§ 2.6.12 ATHEX Rulebook)

The security is delisted after six (6) months of Suspension, with the possibility of a further six (6) months extension, provided that the Issuer submits a justified request for such an extension. (§ 2.6.12 par.3 (a))

The security is delisted in the case that an Issuer's shares have been suspended when their free float has fallen below 10% after the expiry of the granted rectification period (6 + 6 months) pursuant to § 3.1 .4.4 par. 7 and 10 of ATHEX Rulebook (§ 2.6.12 par. 3 (d)).

Is it possible to transfer the listed company to the Alternative Market (EN. A)? (§ 2.6.12 par.4)

As an alternative to delisting, provided that current legislation permits so, ATHEX can transfer to the Alternative Market (EN. A) an Issuer's shares that do not meet the rules of the Main Market, mainly relating to insufficient free float, so that secondary trading can continue on another Market of ATHEX. It is clarified that, from a legal perspective, the transfer of shares to the Alternative Market (EN. A) implies their delisting from the Main (Regulated) Market.