

No.F09222/806

HELLENIC REPUBLIC
HELLENIC CAPITAL MARKET COMMISSION
LEGAL ENTITY IN PUBLIC LAW

DECISION

8/452/1 Nov 2007

of the Board of Directors

Re: Conditions for regulated market authorisation

THE BOARD OF DIRECTORS OF
THE HELLENIC CAPITAL MARKET COMMISSION

Having regard to:

1. Article 43, paragraph 3, of Law 3606/2007 (Government Gazette-GG A/195/2007);
2. Article 90 of presidential decree 63/2005 on the codification of legislation on Government and governmental bodies (GG A/98/2005).
3. The fact that no expenditure is incurred by the State Budget due to the provisions hereof.

HAS UNANIMOUSLY DECIDED

Article 1

1. The regulated market shall have in place appropriate procedures for the determination, periodic review and amendment of its bylaws, as well as the rules of consultation with the members and the issuers of transferable securities or third parties that have applied for the admission of transferable securities to trading without the consent of the issuer.
2. The regulated market shall have in place appropriate procedures for the selection of the persons who will be appointed to bodies with decisive powers for the implementation of its bylaws.
3. The regulated market shall have in place appropriate procedures for the selection of third parties to which it shall delegate some of its powers, as well as procedures for examining the way that such persons carry out such

activities. The regulated market shall remain liable for the proper performance of the activities delegated to third parties. Decisions regarding the membership or the admission of financial instruments and activities relating to the organization, discontinuation, suspension or removal of financial instruments from trading cannot be delegated to third parties. The transaction recording and reporting may be delegated to a third party belonging to the market operator's group.

Article 2

Regulated market bylaws

1. The regulated market bylaws shall describe tools for restricting the intraday fluctuation of the price of financial instruments traded therein, taking into consideration the characteristics of each financial instrument and the category of the market.
2. The regulated market bylaws shall describe the conditions under which the market operator may cancel transactions, if so required for the smooth operation of the market or the protection of the investors' interests, and shall specify the procedure to be followed. In case of transactions made in regulated markets managed by "Athens Exchange SA", the cancellation shall be made pursuant to paragraph 1 of article 29 of Law 2579/1998.
3. The regulated market bylaws shall describe the arrangements adopted by the regulated market in relation to:
 - (a) the implementation of article 55 of Law 3606/2007;
 - (b) the pre- and post-trade transparency referred to in articles 56 and 57 of Law 3606/2007; and
 - (c) the pre- and post-trade transparency regarding financial instruments other than shares traded in the regulated market.
4. Immediately after the approval thereof by the Capital Market Commission, the regulated market shall disclose its bylaws and any amendment thereto in any appropriate means, at least by posting it in its website. The bylaws or the new codified text of the bylaws (in case of amendments) shall be signed by the market operator and shall be recorded in

a special book maintained by the regulated market. Printed copies of the regulated market bylaws may be available at the request and cost of interested parties.

Article 3

Documentation for regulated market authorization

1. The regulated market shall submit a programme of operations stating inter alia the planned forms of investment activities and its organizational structure, which shall provide all required information in order for the Capital Market Commission to ensure that the regulated market comprises, on initial authorization, all arrangements necessary for compliance with its obligations under Law 3606/2007 and this decision.
2. In order for the Capital Market Commission to review an application for regulated market authorization, the market operator shall submit the following documentation:
 - (a) an application (without any restrictions as to form) signed by the market operator;
 - (b) the regulated market operator's balance sheets for the past three (3) financial years, if any, and information about the method of ensuring the sufficiency of financial resources pursuant to article 43 (f) of Law 3606/2007;
 - (c) a business plan for the regulated market for the first three (3) years of operation;
 - (d) the regulated market bylaws to be approved, accompanied by a justification report;
 - (e) the detailed organigram of the market operator, where it relates to the regulated market to be authorized, and information about the persons who will have decisive powers for the operation of the regulated market;
 - (f) information about the mechanisms for clearly identifying and managing all possible effects for the operation of the regulated market or its members, arising from any conflict of interests between

- the regulated market, the market operator or persons with direct or indirect shareholdings on the one hand, and the smooth operation of the regulated market on the other;
- (g) information about the means available to the regulated market for the management of risks to which it is exposed, mechanisms and systems available for identifying all risks that are significant to its operation, as well as measures to be taken for containing such risks;
 - (h) information about the mechanisms available to the regulated market for the sound management of the technical functions of its systems, especially information about emergency mechanisms designed to deal with system malfunction risks;
 - (i) information about procedures and mechanisms for the clearing and settlement of transactions made on the regulated market. Where the regulated market operator has made an agreement for the clearing or settlement of some or all transactions made by participants in the context of market systems with a central counterparty, clearing agent or settlement system which is not authorized by the Capital Market Commission, the operating rules thereof must be submitted;
 - (j) information about the activities to be delegated to third parties, information about such third parties and copies of the relevant agreements;
 - (k) any other information required in order for the Capital Market Commission to ensure that the regulated market comprises, on initial authorization, all arrangements necessary to comply with its obligations under the law and this decision.

Article 4

Information to the Capital Market Commission

1. Without prejudice to the third sentence of paragraph 2 of article 43 of Law 3606/2007, the regulated market shall notify the Capital Market Commission of any change to the fundamental information on the basis of

which it was authorized, especially information about organizational requirements and sufficiency of financial resources.

2. Following the approval of each amendment to its bylaws, the regulated market shall submit the new codified text thereof to the Capital Market Commission.

3. The regulated market shall submit to the Capital Market Commission any decisions made in implementation of its bylaws.

4. The regulated market shall notify the Capital Market Commission of any delegation of powers to third parties and shall state the subject matter of delegation, the relevant persons and the detailed powers so delegated. It shall also inform the Capital Market Commission of any changes to such subject matter, powers or persons. In the context of examining the suitability of such third parties, it shall keep records of examined information.

Article 5

Abrogated decisions

HCMC decision 2/356/26 Oct 2005 shall be abrogated on entry hereof into force.

Article 6

Entry into force

1. This decision shall enter into force on publication in the Government Gazette.

2. No expenditure is incurred by the State Budget due to the provisions hereof.

3. The present shall be published in the Government Gazette.

The Secretary

The President

The 1st Vice-President

The 2nd Vice-President

Alexios A. Pilavios

Giangos Haralambous

Anastasios Th. Gavriilidis

The Members

True copy

Signature

Seraphim Varvaris

Administrative & Financial Services Director

Seal: Hellenic Republic, Hellenic Capital Market Commission, Legal Entity
in Public Law

Athens, March 2009

True translation from Greek

The translator Eleni Dimitriou