

## ANNOUNCEMENT

### SUBMISSION OF REQUEST FOR THE REVISION OF THE VOLUNTARY SHARE EXCHANGE TENDER OFFER MADE BY EURONEXT N.V. ("OFFEROR" OR "EURONEXT") FOR THE ORDINARY REGISTERED SHARES OF HELLENIC EXCHANGES-ATHENS STOCK EXCHANGE S.A. ("ATHEX")

#### TENDER OFFER REVISION

1. In accordance with Article 21, paragraph 2 of Law 3461/2006 as in force (the "**Law**"), Euronext announces the following:
  - a) On 30 July 2025, (the "**Date of the Tender Offer**") the Offeror submitted a voluntary tender offer (the "**Tender Offer**") to acquire all ordinary registered shares, each having a nominal value of €0.42 (each, a "**ATHEX Share**") issued by ATHEX, which Euronext and any "persons acting in concert" (as defined in article 2(e) of the Law) with Euronext, did not hold directly or indirectly as at the Date of the Tender Offer.
  - b) On 3 October 2025, the Hellenic Capital Market Commission (the "**HCMC**") approved the information circular in connection with the Tender Offer (the "**Information Circular**").
  - c) In the terms of the Tender Offer included in the Information Circular, Euronext had set as a prerequisite for the completion of the Tender Offer that no later than the end of the Acceptance Period, at least 38,759,500 ATHEX Shares, corresponding to at least 67% of ATHEX's total voting rights whose exercise is not subject to suspension, shall have been lawfully and validly tendered to the Offeror (the "**Minimum Number of Shares**"). Euronext had stated that this prerequisite may be amended in accordance with the provisions of the Law.
  - d) On 7 November 2025 (the "**Date of the Revision**"), Euronext submitted to the HCMC a request to revise the Tender Offer. According to the revised terms of the Tender Offer, the minimum number of shares that should have been lawfully and validly tendered to the Offeror for the Tender Offer to complete shall be equal to 30,174,001 ATHEX Shares, corresponding to 50% plus one (1) ATHEX Share of the total voting rights of ATHEX (the "**Reduced Minimum Number of Shares**").
  - e) The above revision of the Tender Offer in relation to the Reduced Minimum Number of Shares remains subject to approval by the HCMC in accordance with Article 21 of the Law.
  - f) The revision of the Tender Offer does not extend the acceptance period of the Tender Offer which started on 6 October 2025 and ends on 17 November 2025, at the end of the business hours of banks operating in Greece (the "**Acceptance Period**").
2. Shareholders who have duly and validly accepted the Tender Offer in accordance with the acceptance procedure described in the Information Circular shall be deemed to have also accepted the revised terms of the Tender Offer.
3. This announcement does not substitute the full text of the Information Circular to which any interested party should refer and read carefully in conjunction with the section hereof headed "TENDER OFFER REVISION".

#### 4. Statement of the Advisor

Deutsche Bank AG is acting as advisor to Euronext in connection with the Tender Offer and has provided the following statement in accordance with article 12 of the Law:

"The Tender Offer is an offer consisting exclusively of shares as consideration. For this reason, the credibility of the Tender Offer primarily depends on the Offeror's ability to issue and deliver the required

number of Consideration Shares to the Accepting Shareholders. Deutsche Bank AG has certified, as per paragraph 4.10 of the Information Circular, that the Offeror has the necessary means to pay the relevant clearance rights to ATHEXCSD, as set out in section 4.10 therein. Furthermore, the Offeror has taken all the corporate actions required and possible to be adopted up to the date of the Information Circular under the laws of The Netherlands in order to increase its share capital through contribution in kind and to issue the Consideration Shares, as described in the Information Circular and subject to the publication the Offeror's Exemption Document enabling the issuance of the Consideration Shares (which has been satisfied) and the validly executed private deed of issuance. In addition, the Offeror has taken all appropriate measures in order to perform the additional actions expected to take place and outlined in sections 5.5 of the Information Circular and has appointed the Tender Agent and the Offeror's DSS Participant in order to ensure the duly closing of the Tender Offer.

In light of the above, the Advisor considers the Tender Offer to be credible. The Offeror has taken all appropriate measures to be able to issue and deliver the Consideration Shares, as described above, and to complete the Tender Offer in accordance with the terms and conditions set forth in the Information Circular, subject, however, to the revision to section 4.2 (Prerequisite and Conditions of the Tender Offer) described herein and to the occurrence of a force majeure event. In the event of force majeure, the relevant provisions of the Greek Civil Code on the failure to perform obligations without fault shall apply.

Nonetheless, the Advisor does not provide any guarantee (within the meaning of Article 847 of the Greek Civil Code) for the fulfilment by the Offeror of the obligation to offer the Consideration Shares or any monetary and other obligations undertaken by the Offeror in the context of the Tender Offer nor does it bear any liability within the meaning of article 729 of the Greek Civil Code."

## **IMPORTANT NOTICES**

### **General**

The Tender Offer described herein is addressed to holders of ATHEX Shares and only to persons to whom it may be lawfully addressed. The Tender Offer will be made in the territory of the Hellenic Republic. The making of the Tender Offer to specific persons who are residents in or nationals or citizens of jurisdictions outside the Hellenic Republic or to custodians, nominees or trustees of such persons (the "Excluded Shareholders") may be made only in accordance with the laws of the relevant jurisdiction. It is the responsibility of the Excluded Shareholders and each person wishing to accept the Tender Offer to inform themselves of and ensure compliance with the laws of their respective jurisdictions in relation to the Tender Offer. If you have any doubts about your status, you should consult with your professional advisor in the relevant jurisdiction.

The Tender Offer is not being made, directly or indirectly, by mail or by any means in or into any jurisdiction within which, under its laws, rules and regulations, the submission, the making or the presentation of the Tender Offer or the mailing or distribution of the Information Circular to be approved by the HCMC a declaration of acceptance and any other document or material relevant thereto (together, the "Relevant Documents") is illegal or contravenes any applicable legislation, rule or regulation (together, the "Excluded Territories"). Accordingly, copies of any such Relevant Documents and materials will not be, and must not be, directly or indirectly, mailed, distributed or otherwise sent to anyone or from anyone in or into or from any Excluded Territory.

No Offeror Shares have been offered or will be offered pursuant to the Tender Offer to the public in the United Kingdom, except that the Offeror Shares may be offered to the public in the United Kingdom at any time: (a) to any legal entity which is a qualified investor as defined under Article 2 of the UK Prospectus Regulation; (b) to fewer than 150 natural or legal persons (other than qualified investors as defined under Article 2 of the UK Prospectus Regulation); or (c) in any other circumstances falling within Section 86 of the FSMA. Provided that no such offer of the Offeror Shares shall require Euronext or the Advisor to publish a prospectus pursuant to Section 85 of the FSMA or supplement a prospectus pursuant to Article 23 of the

UK Prospectus Regulation. For the purposes of this provision, the expression an “offer to the public” in relation to the Offeror Shares in the United Kingdom means the communication in any form and by any means of sufficient information on the terms of the offer and any Offeror Shares to be offered so as to enable an investor to decide to purchase or subscribe for any Offeror Shares and the expression “UK Prospectus Regulation” means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018.

The Consideration Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”), or the securities laws of any state or other jurisdiction of the United States and may not be offered, sold or delivered, directly or indirectly, in or into the United States absent registration, or pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable state and other securities laws of the United States. This release does not constitute an offer to sell or solicitation of an offer to buy any of the Consideration Shares in the United States. Euronext has no intention to register any part of the Tender Offer in the United States or make a public offering of the Consideration Shares in the United States. Any Consideration Shares offered in the United States will be offered only to (i) holders of the Company Shares located outside of the United States and (ii) holders of Company Shares located within the United States that are “Qualified Institutional Buyers” (as defined in Rule 144A under the Securities Act). Such holders of Company Shares will be required to make such acknowledgements and representations to, and agreements with, Euronext as Euronext may require establishing that they are entitled to receive Consideration Shares pursuant to an exemption from or in a transaction not subject to the registration requirements of the Securities Act. Accordingly, any holder of Company Shares located within the United States who is not a Qualified Institutional Buyer or who does not make such acknowledgement and representation to establish their entitlement to receive the Consideration Shares is ineligible to participate in the Tender Offer, and any purported acceptance of the Tender Offer by such holder will be ineffective and disregarded.

The Tender Offer is being made in the U.S. in reliance on the expected availability of the Tier II exemption pursuant to Rule 14d-1(d) of, and otherwise in compliance with Section 14E of, and Regulation 14E promulgated under, the U.S. Securities and Exchange Act of 1934, as amended (the “Exchange Act”), and otherwise in accordance with the requirements of Greek law. The Tender Offer is not subject to Section 14(d)(1) of, or Regulation 14D promulgated under, the Exchange Act. The Company is not currently subject to the periodic reporting requirements under the Exchange Act and is not required to, and does not, file any reports with the SEC thereunder.

Pursuant to exemptive relief granted by the SEC from Rule 14e-5 under the Exchange Act, during the period of the Tender Offer, Euronext may purchase, or arrange to purchase, whether directly or through any of its affiliates, any broker or other financial institution acting as its agent or any affiliates of any broker or other financial institution acting as its agent, shares of the Company as permitted by applicable law. The Offeror Shares are issued to the Company's existing shareholders in Singapore without the intention of being onsold there, and no documents issued by or on behalf of the Company may be used in any subsequent sale by these shareholders. The Information Circular has not been and will not be lodged with or registered as a prospectus under the Securities and Futures Act 2001 of Singapore with the Monetary Authority of Singapore. Therefore, the Information Circular does not constitute an offer or invitation for the sale or purchase of the Offeror Shares in Singapore, whether directly or indirectly, and shall not form the basis of any contract for the issue or sale of the Consideration Shares in Singapore.

The Offeror Shares may not be marketed, offered or sold directly or indirectly to the public in the People's Republic of China (the “PRC”) and neither this announcement, which has not been submitted to the Chinese Securities and Regulatory Commission, nor any offering material or information contained herein relating to the issuance of the Offeror Shares, may be supplied to the public in the PRC or used in connection with any offer for the subscription or sale of shares to the public in the PRC. Offeror Shares may only be marketed, offered or sold to Chinese institution which are authorized to engage in foreign exchange,

business and offshore investment from outside the PRC. Chinese investors may be subject to foreign exchange control approval and filing requirements under the relevant Chinese foreign exchange regulations, as well as offshore investment approval requirements.

This announcement is only made available to a limited number of "Professional Investors" within the meaning of the SCA's Board of Directors Decision No. 13 of 2021 Concerning the Financial Activities Rule Book, as amended. By receiving this announcement, the entity to whom it has been issued understands, acknowledges and agrees that it has not been approved by or filed with the UAE Central Bank, the UAE Securities and Commodities Authority, the Dubai Financial Services Authority ("DFSA"), the Financial Services Regulatory Authority of Abu Dhabi ("FSRA") or any other relevant regulatory or licensing authorities in the UAE, nor has the originator, or any other related party received authorization or licensing from the UAE Central Bank, the UAE Securities and Commodities Authority, the DFSA, the FSRA, or any other authorities in the UAE. This announcement does not constitute a public offer of Offeror Shares in the UAE in accordance with the UAE SCA Chairman of the Board Resolution No. (11/R.M) of 2016 On the Regulations for Issuing and Offering Shares of Public Joint Stock Companies, Federal Decree-No. 32 of 2021 on Commercial Companies, or otherwise. The announcement does not constitute a disclosure document for the purposes of the Australian Corporations Act 2001 (Corporations Act) and has not been submitted to the Australian Securities and Investments Commission. If you have received this announcement in Australia, you represent and warrant that you are an existing shareholder of ATHEX and that you are a sophisticated investor, professional investor, or another investor to whom disclosure is not required under Part 6D.2 of the Corporations Act.

The Offeror Shares may not be publicly offered, directly or indirectly, in Switzerland within the meaning of the Swiss Financial Services Act ("FinSA") and no application has or will be made to admit the Offeror Shares to trading on any trading venue (exchange or multilateral trading facility) in Switzerland. The Information Circular and any related offering or marketing materials regarding the Offeror Shares do not constitute a prospectus under the FinSA and must not be publicly distributed or made available in Switzerland.

The Offeror Shares have not been licensed for offering in Kuwait by the Kuwait Capital Markets Authority or any other relevant Kuwaiti government agency. The offering of the Offeror Shares in Kuwait on the basis a private placement or public offering is, therefore, restricted in accordance with Law No. 7 of 2010 and the bylaws thereto (as amended). No private or public offering of the Offeror Shares is being made in Kuwait, and no agreement relating to the sale of the Ordinary Shares will be concluded in Kuwait. No marketing or solicitation or inducement activities are being used to offer or market the Offeror Shares in Kuwait.

The Offeror Shares may be sold only to purchasers purchasing, or deemed to be purchasing, as principal that are accredited investors, as defined in National Instrument 45-106 Prospectus Exemptions or subsection 73.3(1) of the Securities Act (Ontario), and are permitted clients, as defined in National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations. Any resale of the Offeror Shares must be made in accordance with an exemption from, or in a transaction not subject to, the prospectus requirements of applicable securities laws.

The Offeror Shares have not been and will not be registered in Japan pursuant to Article 4, Paragraph 1 of the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended, the "FIEA") in reliance upon the exemption from the registration requirements since the offering constitutes the private placement to qualified institutional investors only as provided for in "i" of Article 2, Paragraph 3, Item 2 of the FIEA. A transferor of the Offeror Shares shall not transfer or resell them except where a transferee is a qualified institutional investor under Article 10 of the Cabinet Office Ordinance concerning Definitions provided in Article 2 of the Financial Instruments and Exchange Act of Japan (the Ministry of Finance Ordinance No. 14 of 1993, as amended).

This announcement does not constitute an invitation to the public in the Cayman Islands. Any invitation to participate in the Tender Offer is not being conducted in or from with the Cayman Islands or a place of business in the Cayman Islands.

No person receiving a copy of this announcement or of any Relevant Document in any jurisdiction outside the Hellenic Republic may treat any such document as if it constituted a solicitation or offer to such person and under no circumstances may such person use any Relevant Document if, in the relevant jurisdiction, such solicitation or offer may not be lawfully made to such person or if such Relevant Document may not be lawfully used without breaching any legal requirements. In those instances, any such Relevant Document is sent for information purposes only.

This regulatory announcement does not contain, constitute or form part of any offer or invitation to sell or subscribe or any solicitation of any offer to purchase or subscribe for any securities in any jurisdiction, and neither this regulatory announcement (nor any part of it) nor the fact of its distribution form the basis of, or may be relied upon in connection with, or act as any inducement to enter into, any contract or commitment whatsoever.

### **Cautionary Statement Regarding Forward-Looking Statements**

The information contained in this announcement does not purport to be full or complete. The exact dates of the Tender Offer may change. This announcement contains forward-looking statements which are subject to numerous assumptions, risks and uncertainties which change over time and relate to, amongst others, the business activities and certain plans and objectives that Euronext has in respect of the ATHEX Group and the Euronext Group. In some cases, the forward-looking statements may be identified by words such as “may”, “hope”, “might”, “can”, “could”, “will”, “should”, “expect”, “plan”, “anticipate”, “believe”, “estimate”, “predict”, “potential” or “continue”, “intends” and the negative of these terms accordingly. There are many factors (for instance, without limitation, commercial, operational, economic, political and financial), as a consequence of which the actual results and the actual developments may potentially substantially differ from the plans and the objectives of Euronext and the ATHEX Group set out in this announcement. As such, Euronext and the ATHEX Group evolve in a highly competitive landscape and rapidly changing environment, where new risks and uncertainties not specifically described herein this announcement may emerge from time to time and it is not possible to predict all risks and uncertainties.

Although Euronext believes that, as of the date of this announcement, the expectations reflected in the forward-looking statements are reasonable, Euronext cannot assure you that future events will meet these expectations. Moreover, neither Euronext nor any other person assumes responsibility for the accuracy and completeness of the forward-looking statements. After the date of this announcement, unless Euronext is required by applicable law to update these forward-looking statements, Euronext will not necessarily update any of these forward-looking statements to conform them either to actual results or to changes in expectations.