



EXTRAORDINARY GENERAL MEETING

Tuesday September 23, 2014, at 12:00' hours

At Company's head offices,
Kifissias 37A Ave., Office Building A', Golden Hall, Marousi

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1. Invitation to the Extraordinary General Meeting of the Shareholders

“LAMDA DEVELOPMENT –HOLDING AND REAL ESTATE DEVELOPMENT SOCIETE ANONYME”

Co Reg no. 3039/06/B/86/28

G.E.M.I (General Electronic Commercial Registry) no. 3379701000

INVITATION

TO THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

According to the Codified Law 2190/1920 «Regarding Sociétés Anonymes», as currently in force, and article 16 of the Articles of Incorporation, the Board of Directors of the Société Anonyme under the trade name “LAMDA Development – Holding and Real Estate Development Societe Anonyme” (hereinafter the “Company”) invites the Shareholders of the Company to the Extraordinary General Meeting on Tuesday, September 23, 2014, at 12:00’ hours, at the headquarters of the Company in Marousi, Attica, Kifisias Avenue, 37A, in order to discuss and resolve upon the following item of the Agenda:

SOLE ITEM

Amendment of Sections 10, 15, 19 and 23 of the Articles of Association of the Company pursuant to the provisions of the Shareholders Agreement entered into by Consolidated Lamda Holdings, the GSO Shareholders and the Company on 26.8.2014

Right to participate and vote in the General Meeting

The right to participate and vote at the Extraordinary General Meeting of September 23, 2014 has any person appearing as a shareholder of common, registered shares of the Company in the Registry of the Dematerialized Securities System (“DSS”) managed by managed by Hellenic Central Securities Depository (“HCSD”) on 18 September 2014 (“Record Date”), i.e. at the start of the fifth (5th) date before the date of the General Meeting.

Proof of shareholder’s capacity is verified electronically by HCSD through the Company’s online connection to the DSS. Therefore, in order to participate and vote at the General Meeting, the shareholder is not required to submit any written confirmation from HCSD. It shall be deemed that, towards the Company, only those who have the shareholder’s capacity on the said Record Date shall have the right to participate and vote at the General Meeting. The exercise of these rights does not require the blocking of the shares or any other process which restricts the shareholder’s ability to sell and/or transfer shares during the period between the Record Date and the General Meeting. Each common registered share is entitled to one vote.

Procedure for participating and voting by Proxy

Shareholders may participate in the Extraordinary General Meeting and vote either in person or by proxy. Each shareholder may appoint up to three (3) proxies and legal entities/shareholders may appoint up to three (3) natural persons as proxies. In cases where a shareholder owns shares of the Company that are held in more than one Investor Securities Account, the above limitation does not

prevent the shareholder from appointing separate proxies for the shares appearing in each Account. A proxy holding proxies from several shareholders may cast votes differently for each shareholder.

The Board of Directors, by implementing the relevant provision of article 19 of the Company's Articles of Association, concludes that the technical requirements, necessary to ensure the secure transmission of the General Meeting by electronic means or the exercise of the voting rights at the General Meeting by the shareholders from a remote location, do not exist. In relation to the capability to appoint and revoke a proxy by electronic means, it is noted that it is not provided by the Company's Articles of Association.

The proxy form will be available to the shareholders (a) in printed form at the Company's Offices (37A, Kifissias Av. Maroussi 151 23, tel.: 210 7450600, fax: 210 7450645) or to the Shareholders and Investors Information Services Division of the Bank Eurobank Ergasias S.A. (Pesmatzoglou 2-6, Athens 101 75, tel.: +30 210 3704040, fax: +30 210 3704781), and (b) in electronic form on the website of the Company (www.lamda-development.net).

The said form, filled in and signed by the shareholder, must be filed with the Company at the abovementioned -under (a)-locations, the at least three (3) days before the date of the Extraordinary General Meeting.

Before the commencement of the General Meeting, the proxy must disclose to the Company any particular facts that may be of relevance for the shareholders in assessing the risk that the proxy may pursue interests other than those of the shareholder.

A conflict of interest may arise in particular when the proxy is:

- a) a controlling shareholder of the Company or another legal or any other kind of entity controlled by such shareholder;*
- b) a member of the Board of Directors or of the general management of the Company or of a controlling the Company shareholder or of another legal or any other kind of entity, that is controlled by a shareholder that controls the Company;*
- c) an employee or an auditor of the Company, or of a controlling the Company shareholder or of another legal or any other kind of entity, that is controlled by a shareholder that controls the Company;*
- d) the spouse or a close relative (1st degree) of any natural person referred to in (a) to (c) hereinabove.*

Minority shareholders' rights

1. Shareholders representing 1/20 of the paid-up share capital of the Company may request:
 - a) to include additional items in the Agenda of the General Meeting, provided that the request is communicated to the Board of Directors at least fifteen (15) days before the General Meeting accompanied by a justification or a draft resolution to be approved by the General Meeting.*
 - b) to make available to shareholders the latest six (6) days before the General Meeting, any draft resolutions on the items included in the initial or revised agenda, provided that the request is communicated to the Board of Directors at least seven (7) days before the General Meeting.*

2. Any shareholder may request, provided that the said request is filed with the Company at least five (5) days before the General Meeting, the providing from the Board of Directors to the General Meeting of certain information regarding the affairs of the Company, insofar as such information is relevant to a proper assessment of the items on the agenda. Within the same deadline the right provided in sentence d) of par. 4 of article 39 may be exercised, provided that the respective request is filed with the Company by shareholders representing 1/20 of the paid-up share capital of the Company.

3. Shareholders representing 1/5 of the paid-up capital of the Company may request, provided that the said request is filed with the Company at least five (5) days before the General Meeting the providing from the Board of Directors to the General Meeting of information on the course of the business affairs and financial status of the Company.

Detailed information regarding the aforementioned minority shareholders' rights and the specific conditions to exercise these rights, are available on the website of the Company (www.lamda-development.net).

Available Documents and information

The full text of the documents to be submitted to the General Meeting and of the draft resolutions on the items of the agenda is available in hardcopy form at LAMDA DEVELOPMENT's head offices (37A, Kifissias Av. Maroussi 151 23, tel.: 210 7450600, fax: 210 7450645) or to the Shareholders and Investors Information Services Division of the Bank Eurobank Ergasias S.A. (Pesmatzoglou 2-6, Athens 101 75, tel.:+30 210 3704040, fax: +30 210 3704781), where shareholders can obtain copies. All the above documents as well as this Invitation to the General Meeting, the total number of existing today shares and voting rights and the documents for voting through a proxy are available in electronic form on the website of the Company (www.lamda-development.net).

Maroussi, 28 August 2014

The Board of Directors

2. Proposed resolutions of the Board of Directors on the items of the agenda

Item of the Agenda

Amendment of Sections 10, 15, 19 and 23 of the Articles of Association of the Company pursuant to the provisions of the Shareholders Agreement entered into by Consolidated Lamda Holdings, the GSO Shareholders and the Company on 26.8.2014

On the above item of the agenda, the Extraordinary General Meeting of Shareholders of the company is proposed to approve the amendment of sections 10, 15, 19 and 23 of the Articles of Association of the Company as required under the clauses 3.4, 4.3 and 5.2 of the Shareholders Agreement entered into on 26.8.2014 by (i) Consolidated Lamda Holdings S.A., (ii) GSO Special Situations Master Fund (Luxembourg) S.a r.l., GSO Palmetto Opportunistic Investment (Luxembourg) Partners S.a r.l., GSO Credit-A (Luxembourg) Partners S.a r.l., GSO Coastline Credit (Luxembourg) Partners S.a r.l., GSO Aiguille des Grands Montets (Luxembourg) S.a r.l., GSO Cactus Credit Opportunities (Luxembourg) S.a r.l. and GSO Oasis Credit (Luxembourg) Partners S.a r.l. (the “GSO Shareholders”) and (iii) the Company (the “Shareholders Agreement”).

More specifically, in order to ensure the exercise of the minority protection rights that are granted to the GSO Shareholders pursuant to the special terms and conditions of the Shareholders Agreement the Extraordinary General Meeting of Shareholders is proposed to approve the amendment of sections 10, 15, 19 and 23 of the Articles of Association of the Company as follows:

1. Section 10 is amended through the below insertions and deletions and replaced in its totality as follows:

ARTICLE 10

1. The Company is administered by a Board of Directors consisting of minimum five (5) to maximum eleven (11) members that are elected by the Shareholders' General Meeting and that may, but need not be, Shareholders. The members may be either natural or legal persons. In the case that a legal person is Member of the Board of Directors, it is required to designate a natural person to exercise its powers as member of the Board of Directors. The elected members of the Board of Directors may be reelected. The General Meeting may, as and when it considers appropriate, elect Substitute members, up to a number that shall not surpass that of the ordinary members.

1a. Prior to any general meeting of shareholders which is convened for the purposes of electing new members of the Board of Directors the Manager (as defined in paragraph 10 of the present article) acting on behalf of the GSO Entities (as defined in paragraph 9 of the present article) is entitled to appoint for as long as the GSO Entities hold in aggregate at least 10% of the Relevant Equity Shares (as defined in paragraph 13 of the present article) one (1) member of the Board of Directors pursuant to the provisions of Article 18 (3) and (4) of Codified Law 2190/1920. Such member of the Board can be removed at any time by decision of the Manager and be replaced by other member until the expiration of the relevant office term. In the event that, and for as long as, the GSO Entities cease to hold in the aggregate at least 10% of the Relevant Equity Shares the above appointed person shall automatically cease to be a member of the Board of Directors.

1b. The appointment right set out in paragraph 1a above is also granted to any shareholder who either on a stand-alone basis or together with any Affiliates holds in the aggregate at least 10% of the Relevant Equity Shares of the company, provided that, following the election of new members of the Board of Directors by the General Meeting of Shareholders prior to which the relevant appointment right is exercised, the number of the members of the Board of Directors will not exceed the maximum number of members set out in paragraph 1 of the present article.

2. The term of office of Board Directors members shall be five (5) years and may be extended until the first Ordinary General Meeting convened after the expiration of the said term, but cannot exceed six (6) years in total.

3. Should there be, for any reason, any vacancies in one or more board positions, these shall be filled, by order of election, by substitute members, if any, elected by the General

Meeting, pursuant to article 10, paragraph 1 of the Articles of Association.

4. In the case that the filling of vacancies is not possible, whether because no substitute members have been elected by the General Meeting, or because their number is insufficient, the Board of Directors may either elect directors to fill in the vacancies, or carry on with the administration and representation of the Company with the remaining directors and without replacing the former members, on the condition that the remaining number of directors is superior to one half of the initial number of members as it was before the occurrence of the aforementioned events. That said, the number of Board members cannot, at any time, be inferior to three.

4a. The right of the Board of Directors to substitute vacant members as per the above paragraph shall not exist in relation to the replacement of members that have been appointed in the Board of Directors pursuant to paragraphs 1a and/or 1b of the present article. Any members that have been appointed in the Board of Directors pursuant to paragraphs 1a and 1b of the present article can only be substituted through a decision of the shareholders that have appointed such members pursuant to paragraphs 1a and 1b of the present article.

4b. The right of the Board of Directors to continue to manage and represent the Company through any remaining members and without having replaced any vacant members shall not prejudice the right of the shareholders mentioned in paragraphs 1a and/or 1b of the present article to exclusively replace any vacant member that has been appointed by such shareholders pursuant to paragraph 4a of the present article.

5. Should there be an election for replacing members, these shall be elected by the Board of Directors upon decision of its remaining members, provided their number is not inferior to three (3), and shall stay in office for the remaining of the term of office of the member to be replaced. The decision pertaining to the election is subject to the publication formalities under article 7b of Codified Law 2190/1920, as in force from time to time, and shall be announced by the Board of Directors at the first subsequent General Meeting, which has the power to replace the elected members even if no such item is entered on the agenda. The right of the General Meeting set out above to elect permanent members in replacement of those mentioned in paragraph 4 of the present article shall not exist in relation to members that have been appointed by the shareholders pursuant to paragraphs 1a and/or 1b of the present article given the exclusive right of replacement granted to such shareholders pursuant to paragraphs 4a and 4b of the present article.

6. The election of directors in replacement of vacancies shall be compulsory when the number of the remaining directors is inferior or equal to half of the initial number of directors, as it was before the occurrence of one or more vacancies. The appointment of members pursuant to paragraphs 4a and 4b of the present article in replacement of any vacant member that has been appointed pursuant to paragraphs 1a and/or 1b of the present article is always compulsory.

7. In case one or more members of the Board of Directors resign, pass away, or lose membership in any way, the remaining members may continue the administration and representation of the Company without replacing the vacancies, on the condition that their number is superior to one half of the initial number of members before the occurrence of the aforementioned events. In any case, the number of Board members cannot, at any time, be inferior to three (3). The right of the Board of Directors to continue to manage and represent the company through the remaining members and without substituting any vacant members shall not prejudice the right of the shareholders mentioned under paragraphs 1a and/or 1b of the present article to exercise their exclusive right to replace any vacant member that has been appointed by the same pursuant to paragraphs 4a and 4b of the present article.

8. In any case, the remaining members (even one) of the Board of Directors, regardless of their number, may convene a General Meeting with the express purpose of electing a new Board of Directors. In this case, prior to such General Meeting the shareholders mentioned in paragraphs 1a and 1b of the present article shall fully exercise their rights under

the abovementioned paragraphs.

9. “GSO Entities” means the following legal persons:

GSO Special Situations Master Fund (Luxembourg) S.à.r.l.

GSO Palmetto Opportunistic Investment (Luxembourg) Partners S.à.r.l.

GSO Credit -A (Luxembourg) Partners S.à.r.l.

GSO Coastline Credit (Luxembourg) Partners S.à.r.l.

GSO Aiguille des Grands Montets (Luxembourg) S.à.r.l.

GSO Cactus Credit Opportunities (Luxembourg) S.à.r.l.

GSO Oasis Credit (Luxembourg) Partners S.à.r.l.

and/or their respective Affiliates who, from time to time, are the registered holders of the shares of the Company. “Affiliate” means in relation to a person who is a shareholder of the Company (the “Shareholder”) some or all of the following as may be appropriate and from time to time:

- i) where the Shareholder is an Investment Fund, any Investment Fund of which: (a) that Shareholder (or any Group Undertaking of, or any (direct or indirect) shareholder in, that Shareholder); or (b) that Shareholder’s (or any Group Undertaking of, or any direct or indirect) shareholder in, that Shareholder’s) general partner, manager or Adviser, is the general partner, manager and/or Adviser;
- ii) any Group Undertaking of that Shareholder, or of any (direct or indirect) shareholder in that Shareholder, or of that Shareholder’s or of any (direct or indirect) shareholder in that Shareholder’s general partner, manager and/or adviser (excluding any portfolio company thereof);
- iii) any general partner, or manager of, and/or Adviser to, or holder of controlling interests (whether directly or indirectly) in, that Shareholder, or in any (direct or indirect) shareholder in that Shareholder, (or of, to or in any Group Undertaking of that Shareholder, or of any (direct or indirect) shareholder in that person) or of, to or in any Investment Fund referred to in (i) above or of, to or in any Group Undertaking referred to in (ii) above;
- iv) in relation to a body corporate, any Subsidiary Undertaking or Holding Company of such body corporate, and any Subsidiary Undertaking of any such Holding Company, in each case from time to time.

10. “Investment Fund” means any collective investment undertaking, including investment compartments thereof, which raises capital from a number of investors, with a view to investing the funds raised in accordance with a defined investment policy for the benefit of such investors; The terms “Undertaking”, “Group”, “Shareholder”, “General Partner”, “Adviser”, “Manager”, “Subsidiary Undertaking”, and “Holding Undertaking” that are used in the above paragraph shall have the meaning that is given to them by the legal framework applicable in the jurisdiction of establishment of the relevant legal person.

11. “Adviser” means a person who is appointed and/or engaged as a fund manager and/or an adviser to an Investment Fund under or pursuant to an investment management agreement or similar agreement from time to time;

12. “Manager” means GSO Capital Partners LP, a limited partnership with its registered office at 345 Park Avenue, New York, NY 10154, USA, as duly represented;

13. “Relevant Equity Shares” means the share capital of the Company, as is outstanding from time to time, excluding any shares issued under the stock option plan as approved by resolution of the General Meeting dated 23.6.2006, as amended by the resolution of the General Meeting dated 20.5.2010 and under any other stock option plan being approved pursuant to Article 13 (13) of the Codified Law 2190/1920 and being valid from time to time.

14. The verb “hold”, in relation to shares, refers to shares being held directly and/or held through a nominee.

2. Section 15 is amended through the below insertions and deletions and replaced in its totality as follows:

ARTICLE 15

1. *Minutes of the deliberations and decisions of the Board of Directors are kept in Greek and in English and any other languages, in conformity with the decision of the Board of Directors.*

2. *The Minutes of the Board Meetings are signed by the Chair or Secretary or any other Member of the Board of Directors. The aforementioned persons shall issue copies and abstracts of the said minutes and no other confirmation shall be required.*

3. *The keeping and signing of the minutes by all the members of the Board of Directors or by their representatives is tantamount to resolution adopted by the Board of Directors, even if no meeting has been held (signature “by rotation”).*

4. *The Board of Directors may by virtue of a special resolution authorise non-members to issue copies and extracts of the Board of Directors’ minutes.*

3. Section 19 is amended through the below insertions and deletions and replaced in its totality as follows:

ARTICLE 19

1. *The General Meeting is the supreme authority of the Company and represents the totality of the Shareholders. The legitimate decisions of a lawfully constituted General Meeting are binding on all, including the absent or disagreeing, Shareholders.*

2. *All. Without prejudice to paragraph 2a of the present article, all issues pertaining to the convocation, quorum, decision-making majority requirements and General Meeting competencies, as well as to participation and voting rights in the General Meeting, are regulated in accordance with the provisions of Codified Law 2190/1920, as in force, excepting the issue of non- convertible bonds without rights of participation in profits, which may be decided by resolution of the Board of Directors.*

2a. Any material change in the Company’s business (resulting into the Company ceasing to be active in the development of real estate as its core business activity), any amendment of Article 2 of the present Articles of Association as well as any ceasing of operations of any material subsidiaries of the Company or any agreement by the Company to implement such abovementioned material change or amendment of Article 2 or ceasing of operations shall be treated as a matter which falls under Article 29(3) of Codified Law 2190/1920 and the exclusive competence of the General Meeting which validly resolves on such matter only if no objections are raised by shareholders that hold 10% of the Relevant Equity Shares (as defined under paragraph 13 of article 10 of the present articles of association).

“Group” means the Company and each of its direct or indirect Subsidiaries from time to time;

3. *Provided that the Board of Directors establishes that the previous material and technical resources adjustment is still in place, ensuring the identification of shareholders and the security of the electronic communication, and allowing for the transmission of the meeting or for a two-way communication, the shareholders may participate at the general meetings by electronic means, i.e. without physical participation at the venue of the general meeting. This participation may take place via real time transmission of the meeting or real time two-way communication, enabling shareholders to address the general meeting from a remote location. The company's Board of Directors shall be responsible to establish whether the above requirements, such as are necessary to ensure the technical feasibility and security of the participation in the general meeting by electronic means, are met.*

4. Provided that the board of directors establishes that the previous material and technical resources adjustment is still in place, ensuring the identification of shareholders and the security of the electronic communication, the company's shareholders shall be able to exercise their voting rights at a general meeting from a remote location, either by voting by correspondence or by electronic means. In such an event, the company shall distribute ballot forms beforehand either in electronic format via its website or in paper form at its registered office. The exercising of voting rights by electronic means may take place before or during the general meeting. The Shareholders voting by correspondence shall be counted in the calculation of quorum and majority, on the condition that the Company receives the relevant ballots at least by the beginning of the General Meeting. The company's Board of Directors shall be responsible to establish whether the above requirements, such as are necessary to ensure the technical feasibility and security of the shareholders' distant participation in the general meeting, are met.

5. In any case, the Board of Directors shall include in the Notice of the General Meeting all the necessary information on the possibility of distant voting and the participation in the General Meeting by electronic means. Should the Board of Directors establish that the technical requirements, as necessary to secure the holding of a general meeting by electronic means or the shareholders' distant voting at the general meeting, are not met, then it shall mention this fact in the notice of the general meeting.

4. Finally, section 23 is amended through the below insertions and deletions and replaced in its totality as follows:

ARTICLE 23

1. All issues pertaining to minority matters and rights shall be regulated in accordance with the provisions of Codified Law 2190/1920, as in force.

2. Upon request of shareholders that represent at least 10% of the Relevant Equity Shares as well as of the GSO Entities, provided that the latter hold at that time in aggregate at least 10% of the Relevant Equity Shares, which request is submitted to the Company with the timeframe of Article 39(4) of Codified Law 2190/1920, the Board of Directors is obliged to provide the General Meeting with the following information: (a) non-confidential information regarding any event or development that occurs within the Company or which comes to the attention of the Company and which could reasonably be expected to cause a material change to the Group's business or the ceasing of operations or operation of any material operating subsidiaries, lead to the de-listing of the shares of the Company and/or conversion of the Company into a private company and/or its ability to perform (other than in a non-material way) its obligations relating to the acquisition by the GSO Entities of the 10% of the share capital of the Company on 2.7.2014; and (b) material details of any formal third party written offer or approach (coming to the attention of the Board of Directors) which might reasonably be expected to lead to any sale or disposal or a series of sales or disposals by Consolidated Lamda Holdings S.A. (or by persons affiliated to such shareholder) of securities (including shares, preferred shares, any convertible equity securities as well as rights to acquire or convert into shares and/or shareholder loans) that exceed in aggregate 5% of the securities issued from time to time by the Company or by any holding company, in which the share capital structure of the Company is replicated in all material respects, to any third party that is not an affiliate entity with such shareholder (or does not constitute a shareholder, partner, representative or agent of such affiliated entity established in any jurisdiction directly or indirectly with the purpose to hold such shares for it) such sale or series of sales being completed through transfer of legal ownership against consideration during any twelve (12) month period starting on 3 July 2014 or any successive twelve month period, unless in the case of a bona fide sale on an arm's length basis by a securities holder where such holder holds those securities solely as mortgagee, chargee, pledgee or otherwise as security for any loan, liability or facility properly granted on an arm's length basis;

3. Documents submitted to the General Meeting

The following documents are available to the shareholders at the Company's website (www.lamda-development.net)

- Draft for the Amendment of Articles of Association

4. Ballot

LAMDA DEVELOPMENT SOCIETE ANONYME

HOLDING AND REAL ESTATE DEVELOPMENT

Co Reg. No. 3039/06/B/86/28

BALLOT FOR THE EXTRAORDINARY GENERAL MEETING

DATED SEPTEMBER 23, 2014

		FOR	AGAINST	ABSTAIN
ITEM :	Amendment of Sections 10, 15, 19 and 23 of the Articles of Association of the Company pursuant to the provisions of the Shareholders Agreement entered into by Consolidated Lamda Holdings, the GSO Shareholders and the Company on 26.8.2014.			

The Shareholder

MAROUSI, SEPTEMBER 23, 2014

Investors Information Services Division

5. Proxy Form

PROXY FORM FOR PARTICIPATING IN THE EXTRAORDINARY GENERAL MEETING of LAMDA DEVELOPMENT S.A. OF SEPTEMBER 23, 2014

The undersigned Shareholder of LAMDA DEVELOPMENT S.A.:

Full name / Corporate name:	
Address / Registered office:	
ID card No / S.A. REG.No:	
Phone number:	
Number of Shares:	
DSS share No:	
Securities Account No:	
Operator:	
Full Name(s) of the duly authorized Representative(s) signing this proxy (to be filled only by legal entities):	

I hereby constitute and appoint ^{1,2}

Mr. Odysseas Athanasiou

Notes:

- 1. The aforementioned persons are members of the Board of Directors and/or Managing Directors of the Company, that you can authorize to vote in your stead according to your instructions. If you do not provide specific instructions, it will be deemed that your proxies are authorized to vote "For" on all the items on the agenda.*
- 2. If you appoint as your proxy one of the aforementioned persons and do not provide specific instructions, they shall vote at their discretion*

to represent me / the legal entity³ and to vote in my name and on my behalf / in the name of and on behalf of the legal entity³, acting jointly or separately⁴, as a holder of _____ Company shares that give me/the legal entity³ the right to vote on the sole item of the agenda at the Extraordinary Meeting of the Shareholders of the aforementioned Company, which shall convene on Tuesday, 23 September 2014, 12:00 noon, at Company's head offices, Kifissias 37A Ave., Office Building A', Golden Hall, Marousi, as follows⁵:

¹ Please choose up to three (3) proxies and tick (v) the appropriate box.

² A proxy may be a natural person or a legal entity.

³ Please cross off as appropriate.

⁴ If you only choose one way cross off as appropriate. If more than one proxies are appointed that are authorized to act both ways (jointly and separately), and more than one come at the General Meeting, the first to appear shall be given priority over the rest.

⁵ Please mark the appropriate box with a tick (v)

Item on the Agenda	FOR	AGAINST	ABSTAIN
Amendment of Sections 10, 15, 19 and 23 of the Articles of Association of the Company pursuant to the provisions of the Shareholders Agreement entered into by Consolidated Lamda Holdings, the GSO Shareholders and the Company on 26.8.2014.			

Any revocation of this proxy will be valid provided it has been notified in writing to the Company at least three (3) days before the relevant date of the General Meeting.

_____ (place), _____ (date)

Full name / corporate name

Signature

Full name / corporate name

Signature

6. Total number of Shares and voting rights

The fully paid up share capital of the Company amounts to euro 23,911,939.20 divided into 79,706,464 common registered shares of a nominal value of euro 0.30 each.