



## **ORDINARY GENERAL MEETING**

Wednesday June 15, 2016, at 12:30' hours

At Hilton Hotel, Room "Galaxy",  
46 Vasilissis Sofias Avenue,  
Athens

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# 1. Invitation to the Ordinary General Meeting of the Shareholders

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

**S.A. Reg. no. (AR.M.A.E.) 3039/06/B/86/28**

**General Electronic Commercial Registry (GEMI) No 3379701000**

**INVITATION  
to ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Pursuant to Codified Law 2190/ 1920 “On Sociétés Anonymes” as modified and in force, and under article 16 of the Company’s Articles of Association, the Board of Directors of the Company “**LAMDA Development – Holding and Real Estate Development Société Anonyme**” (the “Company”), hereby convenes the Shareholders of the Company to an Ordinary General Meeting on Wednesday, 15<sup>th</sup> June 2016, at 12.30 noon, in Athens, Hilton Hotel, “Galaxias Hall”, at 46, Vasilissis Sofias Av., in order to deliberate, discuss and decide upon the following items on the agenda:

**ITEMS ON THE AGENDA**

1. Approval of the Financial Statements pertaining to the fiscal year starting on 1 January 2015 and ending on 31 December 2015, together with the relevant Reports of the Board of Directors and the Certified Auditors.
2. Discharge of the Board of Directors and the Certified Auditors from all liability for the fiscal year from 01 January 2015 to 31 December 2015.
3. Appointment of certified Auditors for the fiscal year from 01 January 2016 to 31 December 2016 and determination of their compensation.
4. Approval of contracts and remunerations of the Directors pursuant to articles 23a and 24 of Codified Law 2190/ 1920.
5. Approval of the partial change of use of the funds raised from the share capital increase of the Company by decision of the Extraordinary General Meeting of the Company’s shareholders dated 29<sup>th</sup> of April 2014, following relevant decision of the Board of Directors.
6. Miscellaneous.

If there is no quorum present in the scheduled (pursuant to the above) Ordinary General Meeting as required for the decision-making process on the agenda to be valid, a first Adjourned Ordinary General Meeting shall convene on Monday, 27<sup>th</sup> June 2016, at 12.00 noon, and if there is again no quorum

present therein, a second Adjourned Ordinary General Meeting shall convene on Friday, 08<sup>th</sup> July 2016, at 12.00 noon, both at the Company's registered office in Maroussi, 37A Kifissias Avenue (Golden Hall).

### **Right of attendance and voting in the General Meeting**

Entitled to vote in the Extraordinary General Meeting of 15<sup>th</sup> June 2016 is any Shareholder that as at 10<sup>th</sup> June 2016 (the "Recording Date"), i.e. on the beginning of the fifth (5<sup>th</sup>) day before the date of the General Meeting, appears as holder of the Company's ordinary registered shares in the accounts of the Dematerialized Securities System (D.S.S.) administered by the Central Securities Depository SA. (the "CSD").

Proof of shareholder's status is evidenced by CSD by electronic means via direct electronic connection of the Company with the DSS files. Therefore, the Shareholders do not have to produce a written certificate from CDS in order for them to vote in the General Meeting. As regards the Company, the right of attendance and vote in the General Meeting is recognized only for the persons with status of Shareholder as at the relevant Recording Date. Exercising the aforesaid rights is not subject to the blocking of the shareholder's shares nor to any other similar procedure that imposes restrictions on the sale and transfer of said shares during the period between the Date of Recording and the General Meeting.

Each ordinary registered share gives one vote.

### **Attendance and voting by proxy**

The Shareholders may attend the General Meeting and vote therein either in person or by proxy. Every Shareholder may appoint up to three (3) proxies and if the shareholder is a legal entity they may appoint up to three (3) natural persons as proxies. In case any shareholder has Company's shares recorded in more than one securities accounts, such shareholder may appoint different proxies to represent the shares recorded in each securities account. A proxy acting for and on behalf of more than one shareholders may vote differently for each shareholder.

Pursuant to the relevant provisions of article 19 of the Company's Articles of Association, the Board of Directors, notes 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. As to appointing and revoking proxies by way of electronic means, such procedure is not provided for by the Company's Articles of Association.

Proxy forms shall be available for the shareholders a) in printed form, at the premises of LAMDA DEVELOPMENT S.A., (37A Kifissias Av., Maroussi 151 23, tel.: +30210 7450600 • fax: +30210 7450645) or at the premises of Investors and Shareholders Data Management Division, Eurobank Ergasias S.A. (2-

6, Pesmatzoglou, 10175, Athens, tel.: +30210 3704040 • fax: +30210 3704781) and b) in electronic form on the Company's website ([www.lamdadev.com](http://www.lamdadev.com)).

The aforementioned form must be filled, signed and submitted to the Company at the address cited above under a), at least three (3) days prior the date of the General Meeting.

The proxy must notify the Company, before the opening of the General Meeting, of every specific event that may be useful for the shareholders to assess the risk of the proxy serving interests other than those of the shareholder.

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

- a) a shareholder exercising control over the Company or any other legal person or entity controlled by such shareholder;
- b) member of the Board of Directors or the management, in general, of the Company or of a shareholder exercising control over the Company, or other legal person or entity controlled by such shareholder exercising control over the Company;
- c) an employee or certified auditor of the Company or of a shareholder exercising control over the Company, or any other legal person or entity controlled by such shareholder exercising control over the Company;
- d) a spouse or a first-degree relative of one of the natural persons mentioned under cases a) to c).

### **Shareholders' Minority Rights**

1. Shareholders representing one-twentieth (1/20) of the Company's paid-up share capital may request:

- a) that additional items be entered on the agenda of the General Meeting upon request to be submitted to the B.o.D at least fifteen (15) days prior to the General Meeting, accompanied by justification or a draft decision to be approved by the General Meeting.
- b) that draft decisions on the items included on the initial or revised, as the case may be, agenda, be put at the shareholders' disposal at least six (6) days prior to the General Meeting, upon request to be submitted to the Board of Directors at least seven (7) days prior to the General Meeting.

2. Any shareholder may, by application to be submitted to the Company at least five (5) full days prior to the General Meeting, request that the General Meeting be provided with specific information by the Board of Directors, to the extent that said information is useful for them to make a valid assessment of the agenda items. Within the same time-limit, the shareholders may exercise the right provided for in par. 4(d) of article 39, provided that the relevant application is submitted by shareholders representing one-twentieth (1/20) of the Company's paid-up share capital.

3. Shareholders representing one-fifth (1/5) of the Company's paid-up share capital are entitled to ask, by application to be submitted to the Company at least five (5) full days before the General Meeting, that the General Meeting be provided by the Board of Directors with information regarding the course of the corporate affairs and the Company's financial standing.

4. Pursuant to article 23, par. 2, of the Articles of Association, upon request of shareholders that represent at least 10% of the Relevant Equity Shares<sup>1</sup> as well as of the GSO<sup>2</sup> 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, par. 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 02.07.2014; 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 03.07. 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

#### **Available Documents and Information**

The full text of the documents to be submitted to the General Meeting and the draft decisions on each item on the agenda are available in hardcopy at the headquarters of the company LAMDA DEVELOPMENT S.A., (37A Kifissias Av., Maroussi 151 23, tel.: +30210 7450600 • fax: +30210 7450645)

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<sup>1</sup> As defined in article 10(13) of the Articles of Association.

<sup>2</sup> As defined in article 10(9) of the Articles of Association.

or at the premises of Investors and Shareholders Data Management Division, Eurobank Ergasias S.A (2-6, Pesmatzoglou St., 10175, Athens, tel.: +30210 3704040 • fax: +30210 3704781) whereby the shareholders may obtain copies. All of the aforementioned documents, including this Notice, as well as the total current number of shares and voting rights, are available in electronic format on the Company's website ([www.lamdadev.com](http://www.lamdadev.com)).”

Maroussi, 24 May 2016

The Board of Directors

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

### **ITEMS ON THE AGENDA**

**1. *Approval of the Financial Statements pertaining to the fiscal year starting on 1 January 2015 and ending on 31 December 2015, together with the relevant Reports of the Board of Directors and the Certified Auditors.***

The Board intends to submit the approved financial statements for the fiscal year starting on 1 January 2015 and ending on 31 December 2015, together with the relevant Reports of the Board of Directors and the Certified Auditors for approval to the General Meeting.

**2. *Discharge of the Board of Directors and the Certified Auditors from all liability for the fiscal year from 01 January 2015 to 31 December 2015.***

The Board intends to propose to the General Meeting to discharge the Board of Directors and the Certified Auditors from all liability for the fiscal year from 1 January 2015 to 31 December 2015.

**3. *Appointment of Certified Auditors for the fiscal year from 01 January 2016 to 31 December 2016 and determination of their compensation.***

The Board shall propose to the General Meeting to appoint and engage the Audit Firm "PricewaterhouseCoopers Auditing Company S.A.", members of which are registered members of the Institute of Certified Public Accountants of Greece, to undertake the audit for the fiscal year from 1 January 2016 through 31 December 2016. Furthermore, the Board shall submit a proposal to determine the auditors' compensation, in accordance with the resolutions of the Supervisory Council of the Institute of Certified Public Accountants.

**4. *Approval of contracts and remunerations of the Directors pursuant to articles 23a and 24 of Codified Law 2190/1920.***

The Board intends to propose to the General Meeting, the approval of the compensation paid to its members for their participation in its meetings during the fiscal year from 1 January 2015 through 31 December 2015 in accordance with the resolutions of the General Meeting of the Shareholders dated 16 June 2015. Moreover, the Board intends to propose the approval of the compensation paid to all the executive members of the Board for their services to the Company during the aforementioned fiscal year, in accordance with the resolutions of the same General Meeting.



Finally, the Board shall equally propose the prior authorization of remuneration for the fiscal year from 1 January 2016 to 31 December 2016, to be paid to its members for participating in meetings and to the executive members of the Board for their services during the aforementioned fiscal year.

**5. *Approval of the partial change of use of the funds raised from the share capital increase of the Company by decision of the Extraordinary General Meeting of the Company's shareholders dated 29<sup>th</sup> of April 2014, following relevant decision of the Board of Directors.***

The Board of Directors following its resolution dated 24<sup>th</sup> May 2016, intends to propose to the General Meeting the approval of the partial change to the use of the funds raised from the share capital increase of the Company, decided on the 29<sup>th</sup> April, 2014 by the Extraordinary General Meeting of the Shareholders. More specifically, with a view to continuing the implementation of the Shareholders' General Meeting resolution dated 16.06.2015 on the purchase of own shares until 16.06.2017 and up to one-tenth (1/10) of the each time total paid-up share capital, for a minimum purchase price equal to the par value of the share, to wit, 0.30 Euro, and a maximum purchase price equal to 10.00 Euros per share, the Board of Directors will propose the approval of the introduction of a new fourth (d) category on intended uses of raised funds, entitled "Acquisition of Own Shares", with an aggregate expense amount of up to seven million Euros (7,000,000) and with an equal reduction of the third (c) category of raised funds intended uses.

For the rest, the provision of section 4.2 (Use of Raised Funds) of the Prospectus, as approved by the Hellenic Capital Market Commission, shall apply, with no further modification.

**6. *Miscellaneous.***

At present, the Board does not intend to issue any announcements.

### **3. Documents submitted to the General Meeting**

The following documents are available to the shareholders at the Company's website

([www.lamdadev.com](http://www.lamdadev.com))

- Annual Financial Report as of 31.12.2015
- Parent Company and Group Figures and Information as of 31.12.2015

#### 4. Ballot

LAMDA DEVELOPMENT SOCIETE ANONYME

HOLDING AND REAL ESTATE DEVELOPMENT

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

G.E.M.I. 3379701000

**BALLOT FOR THE ORDINARY GENERAL MEETING**

**DATED JUNE 15, 2016**

		<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
<b>ITEM 1:</b>	Approval of the Financial Statements pertaining to the fiscal year starting on 1 January 2015 and ending on 31 December 2015, together with the relevant Reports of the Board of Directors and the Certified Auditors.			
<b>ITEM 2:</b>	Discharge of the Board of Directors and the Certified Auditors from all liability for the fiscal year from 01 January 2015 to 31 December 2015.			
<b>ITEM 3:</b>	Appointment of certified Auditors for the fiscal year from 01 January 2016 to 31 December 2016 and determination of their compensation.			
<b>ITEM 4:</b>	Approval of contracts and remunerations of the Directors pursuant to articles 23a and 24 of Codified Law 2190/ 1920.			
<b>ITEM 5:</b>	Approval of the partial change of use of the funds raised from the share capital increase of the Company by decision of the Extraordinary General Meeting of the Company's shareholders dated 29th of April 2014, following relevant decision of the Board of Directors,			
<b>ITEM 16:</b>	Miscellaneous.			

\_\_\_\_\_  
The Shareholder

Athens, \_\_\_\_\_(date)

Investors Information Services Division

## 5. Proxy Form

### PROXY FORM FOR PARTICIPATING IN THE ORDINARY GENERAL MEETING OF LAMDA DEVELOPMENT S.A. OF JUNE 15, 2016

The undersigned Shareholder of LAMDA DEVELOPMENT S.A.:

Full name / Corporate name:	
Address / Registered office:	
ID card N° / S.A. REG.N°:	
Phone number:	
Number of Shares:	
DSS share N°:	
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 <sup>1,2</sup>

**Mr. Anastasios Giannitsis**

**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 entity<sup>3</sup> and to vote in my name and on my behalf / in the name of and on behalf of the legal entity<sup>3</sup>, acting jointly or separately<sup>4</sup>, as a holder of \_\_\_\_\_ Company shares that give me/the legal entity<sup>3</sup> the right to vote on the items of the agenda at the General Meeting of the Shareholders of the aforementioned Company, which shall convene on Wednesday, 15 June 2016, 12:30 noon, in Athens at Hilton Hotel, Room "Galaxy", 46 Vasilissis Sofias Avenue, as follows<sup>5</sup>:*

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

<sup>2</sup> A proxy may be a natural person or a legal entity.

<sup>3</sup> Please cross off as appropriate.

<sup>4</sup> 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.

<sup>5</sup> Please mark the appropriate box with a tick (v)

	FOR	AGAINST	ABSTAIN
<b>ALL ITEMS ON THE AGENDA</b>			

or:

Items on the Agenda	FOR	AGAINST	ABSTAIN
1. Approval of the Financial Statements pertaining to the fiscal year starting on 1 January 2015 and ending on 31 December 2015, together with the relevant Reports of the Board of Directors and the Certified Auditors.			
2. Discharge of the Board of Directors and the Certified Auditors from all liability for the fiscal year from 01 January 2015 to 31 December 2015.			
3. Appointment of certified Auditors for the fiscal year from 01 January 2016 to 31 December 2016 and determination of their compensation.			
4. Approval of contracts and remunerations of the Directors pursuant to articles 23a and 24 of Codified Law 2190/ 1920.			
5. Approval of the partial change of use of the funds raised from the share capital increase of the Company by decision of the Extraordinary General Meeting of the Company's shareholders dated 29th of April 2014, following relevant decision of the Board of Directors.			
6. Miscellaneous.			

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.

Athens, \_\_\_\_\_ (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 23,916,532.50 divided into 79,721,775 common registered shares of a nominal value of euro 0.30 each.