



## **ORDINARY GENERAL MEETING**

Wednesday June 24, 2029, at 12:00 p.m.

At Divani Apollon Palace Kavouri  
10, Aghiou Nikolaou str., Vouliagmeni P.C. 166 71, Attica

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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 003379701000**

**INVITATION**

**to ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Pursuant to Law 4548/ 2018 «Reform of the law of 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, 24<sup>th</sup> of June 2020, at 12:00 p.m., at the hotel Divani Apollon Palace Kavouri, at 10, Aghiou Nikolaou str., Vouliagmeni P.C. 166 71, Attica, , in order to deliberate, discuss and decide upon the following items on the agenda:

**ITEMS ON THE AGENDA**

1. Submission and approval of the corporate and integrated Financial Statements of the Company pertaining to the fiscal year of 2019 (from 01.01.2019 to 31.12.2019), together with the relevant Reports of the Board of Directors and the Certified Auditors.
2. Approval of the overall management of the Company in accordance with article 108 of Law 4548/2018, as in force, and exemption of the Company’s Certified Auditors from any liability for compensation for the year 2019.
3. Appointment of Certified Auditors / Auditing Company to audit the financial statements of the Company for the fiscal year of 2020 (from 01.01.2020 to 31.12.2020) and issuance of the annual tax certificate.
4. Approval of the payment of fees and compensation to the members of the Board of Directors and its Committees for the fiscal year of 2019 (from 01.01.2019 to 31.12.2019) and pre-approval of these fees for the fiscal year of 2020 (from 01.01.2020 to 31.12.2020) as well an advance payment of the Members of the Company’s Board of Directors for the period until the next Ordinary General Meeting in accordance with article 109 of Law 4548/2018.
5. Submission of the remuneration report of article 112 Law 4548/2018 for voting.

6. Election of the Board of Directors and appointment of its Independent Members.
7. Election of new Audit Committee.
8. Granting of authorization pursuant to article 98, paragraph 1 of Law 4548/ 2018 to the members of the Board of Directors and the Managers to participate to Boards of Directors or/and the management of other companies.
9. Approval of partial redirection of funds raised from the share capital increase of the Company, pursuant to the resolution of the General Meeting of shareholders, dated October 10, 2019.
10. 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, an Adjourned Ordinary General Meeting shall convene on Tuesday, 30.06.2020 at 12.00 noon, at the Company's registered office in Maroussi, 37<sup>A</sup> Kifissias Avenue (Golden Hall).

In light of the recent developments and measures adopted for the containment of the virus COVID-19, shareholders are entitled to participate, as a whole or individually, if they wish so, in the Ordinary General Meeting of the Company virtually, in real time, via teleconference, pursuant to article 19 para. 5 of the Company Articles of Association and article 125 of Law 4548/2018. Instructions for the participation of shareholders to the Ordinary General Meeting via teleconference are provided further below.

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

Entitled to vote in the General Meeting of 24<sup>th</sup> June 2020, or in the Adjourned Ordinary General Meeting as the case may be, is any Shareholder that as of 19<sup>th</sup> June 2020 (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 of the relevant Recording Date. Exercising the aforesaid rights is not subject to the blocking of shareholder's shares nor to any other similar

procedure which 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 provides one vote.

#### Participation and Voting procedure at the General Meeting via teleconference

In the context of measures adopted for the containment of the virus COVID-19 and for the implementation of every possible safety measure for the protection of the shareholders, personnel and the general public, the Company enables shareholders, if they wish so, to participate in the Ordinary General Meeting of June 24<sup>th</sup>, 2020, as well as any reconvention thereof, via teleconference, pursuant to article 19 para. 5 of the Company Articles of Association and article 125 of Law 4548/2018.

In the above context, shareholders who wish to participate in the Ordinary General Meeting of shareholders of the Company via teleconference, in person or by proxy, are kindly requested to communicate their intention, if possible, no later than the Recording Date and, in any case, 48 hours prior to the date of the General Meeting, via delivery of a shareholder participation statement or / and authorization form, in the case of participation by proxy, found on the Company website under documentation pertaining to the Ordinary General Meeting of June 24<sup>th</sup>, 2020, at the following address <https://www.lamdadev.com/en/investors-information/general-meetings-information-bulletins.html>. The participation via teleconference or / and authorization form shall be submitted with verified signature of the shareholder by public authority (including, indicatively, consular or police authorities) in physical form at the Shareholders' Service Department of LAMDA DEVELOPMENT S.A. (Kifissias Avenue 37A, Maroussi 151 23, tel.: 210 7450600, fax: 210 7450645), or digitally, at [ir@lamdadev.com](mailto:ir@lamdadev.com).

Shareholders are kindly reminded of the alternative procedure for completing the digital declaration form on the Single Digital Portal of Public Administration, via the digital application "e-Dilosi" (<https://www.gov.gr/ipiresies/polites-kai-kathemerinoteta/upeuthune-delose-kai-exousiodotese/ekdose-upeuthunes-deloses>) and, respectively, the digital authorization form, via the digital application "e-Exousiodotisi" (<https://www.gov.gr/ipiresies/polites-kai-kathemerinoteta/upeuthune-delose-kai-exousiodotese/ekdose-exousiodoteses>) using the credentials of the General Secretariat of Information Systems of Public Administration of the Ministry of Digital Governance (taxisnet) or e-banking credentials for digital authentication, sent in physical or digital form to the Company pursuant to the instructions above.

A pre-determined text of declaration and authorization form for the participation of the Company shareholders in the Ordinary General Meeting via teleconference, On the Company website has been published a under documentation pertaining to the Ordinary General Meeting of June 24<sup>th</sup>, 2020, at the following address <https://www.lamdadev.com/en/investors-information/general-meetings-information-bulletins.html>.

Please note that in any case, shareholders shall declare their Dematerialized Securities System account number (Investor Share) as well as their or their proxy's mobile phone number, as the case may be, in order to receive a unique (personal) participation password and participate virtually in real time in the General Meeting via teleconference. Provided that for their participation in the Ordinary General Meeting via teleconference each shareholder/ shareholder proxy shall receive a unique (personal) password at a single mobile number, shareholders may appoint one proxy for their participation in the Ordinary General Meeting.

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

Shareholders may attend the General Meeting and vote therein either in person or by proxy. With the exception of participation in the Ordinary General Meeting by proxy virtually, each 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 holds Company 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.

Notwithstanding the above, regarding the ability of the shareholders to participate in the Ordinary General Meeting of the Company by proxy virtually in real time, proxy forms shall be available for the shareholders in printed form, at the premises of LAMDA DEVELOPMENT S.A., (37<sup>A</sup> Kifissias Av., , Maroussi 151 23, tel.: +30210 7450600 • fax: +30210 7450645) and in electronic form on the Company's website under documentation pertaining to the Ordinary General Meeting of June 24<sup>th</sup>, 2020, at the following address <https://www.lamdadev.com/en/investors-information/general-meetings-information-bulletins.html>.

Alternatively, shareholders may fill the digital authorization form via the application "e-Exousiodotisi" (<https://www.gov.gr/ipiresies/polites-kai-kathemerinoteta/upeuthune-delose-kai-exousiodotese/ekdose-exousiodoteses>) using the pre-filled authorization document provided under documentation pertaining to the Ordinary General Meeting of June 24<sup>th</sup>, 2020, as well as the credentials of the General Secretariat of Information Systems of Public Administration (taxisnet) or e-banking credentials for digital authentication.

The aforementioned form must be filled, signed and submitted to the Company either in physical form with verified signature by public authority, or via the application e-Exousiodotisi as instructed above at the above-mentioned Company address, or in digital form at the e-mail address [ir@lamdadev.com](mailto:ir@lamdadev.com), no later than forty eight (48) hours 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) a 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).

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 as stipulated in paragraph 3 of article 123 of Law 4548/ 2018.

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. 6(c) of article 141, 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-tenth (1/10) 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 Minority Shareholder<sup>2</sup>, provided that the latter holds 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 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 or render the Company unable to perform its material obligations relating to the acquisition by the Minority Shareholder of the 12.83% of the share capital of the Company on 21.12.2017; and (b) material details of any formal third party written offer or approach (formally 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/and 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 Company securities holder where such holder holds those securities solely as collateral for any loan, credit, claim or liability properly granted on an arm's length basis .»*

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

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



### **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., (37<sup>A</sup> Kifissias Av., Marousi 151 23, tel.: +30210 7450600 • fax: 210 7450645), whereby 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)).

For further information, shareholders may contact the Shareholders Service Department of the Company on phone number 210 7450670 or at the e-mail address [ir@lamdadev.com](mailto:ir@lamdadev.com)

Maroussi, 28.05.2020

The Board of Directors

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

### ITEMS ON THE AGENDA

**1. *Submission and approval of the corporate and integrated Financial Statements of the Company pertaining to the fiscal year starting on 01 January 2018 and ending on 31 December 2018, together with the relevant Reports of the Board of Directors and the Certified Auditors.***

The Board of Directors intends to submit the approved financial statements for the fiscal year starting on 1 January 2018 and ending on 31 December 2018, together with the relevant Reports of the Board of Directors and the Certified Auditors for approval to the General Meeting.

**2. *Approval of the overall management of the Company in accordance with article 108 of Law 4548/2018, as in force, and exemption of the Company's Certified Auditors from any liability for compensation for the year 2018.***

The Board of Directors intends to propose to the General Meeting to approve the overall management in accordance with article 108 of Law 4548/2018, as in force, as well as to discharge the Certified Auditors from all liability for compensation for the year from 2018.

**3. *Appointment of Certified Auditors / Auditing Company to audit the financial statements of the Company for the fiscal year from 01 January 2019 to 31 December 2019 and issuance of the annual tax certificate.***

The Board of Directors 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 of the financial statements for the fiscal year 2019 (01.01.2019 through 31.12.2019), as well as the issuance of the annual tax certificate. 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 the payment of the fees and compensation to the members of the Board of Directors and its Committees for the fiscal year 2019 (01.01.2019 to 31.12.2019) and pre-approval of these fees for the fiscal year 2020 (01.01.2020 to 31.12.2020) as well an advance payment of the Members of the Company's Board of Directors for the period until the next Ordinary General Meeting in accordance with article 109 of Law 4548/2018.***

The Board of Directors proposes 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 2019 through 31 December 2019 of an aggregate amount of EURO 310,000, in accordance with the resolutions of the General Meeting of the Shareholders dated 25<sup>th</sup> June 2019. Further to the above, the Board of Directors proposes the approval of the compensation paid to all executive members of the Board of Directors, for services rendered to the Company within the same financial year in accordance with the decision of the same General Meeting of an aggregate amount of EURO 1,168,928.

In addition, the Board proposes the prior authorization of remuneration for the fiscal year from 1 January 2020 to 31 December 2020, to be paid to its members for participating in meetings of the Board of Directors of an aggregate amount of EURO 330,000. With respect to the remaining annual remuneration, the Board of Directors proposes to determine these at an amount comparable to the one paid during the previous financial year, in accordance with the annual budget of the Company.

It is noted that the aforementioned remuneration is in accordance with the existing remuneration policy of the Company in accordance with article 110 of Law 4548/2018, which was approved by the Ordinary General Meeting of the Company dated 25<sup>th</sup> June 2019.

**5. *Submission and approval of remuneration report under article 112 Law 4548/2018.***

The Board of Directors proposes the approval by the General Meeting of the Remuneration Report under article 112 Law 4548/2018, which has been published on the Company website at the following address: <https://www.lamdadev.com/en/the-company/corporate-governance/compensation-nomination-committee>

It is noted that the vote of the shareholders on the Remuneration Report is advisory, pursuant to article 112 para. 3 L. 4548/2018.

**6. *Election of new Board of Directors and appointment of its Independent members.***

The Board of Directors proposes to the General Meeting the election of new Board of Directors for a 5-year term.

The Board of Directors informs the General Meeting that minority shareholder “VOXCOVE HOLDINGS LTD”, that holds today percentage of 10,001% of the share capital of the Company, has appointed Mr. Vassilios Katsos as member of the Board of Directors, in replacement of Mr. Ioannis Karayiannis, former member of the Board of Directors, pursuant to the right provided under article 10 of the Company Articles of Association and article 79 I. 4548/2018. This replacement has been enacted pursuant to the letter dated 27.05.2020, addressed to the Company Board of Directors by VOXCOVE HOLDINGS LTD, which was acknowledged by the Board at its seating dated 28.05.2020.

Following said appointment, the Board proposes that the General Meeting proceeds to the re-election of the remaining former members of the Board of Directors appointed at the seating of the General Meeting dated 14.06.2018, as well as the election of Mr. Ioannis Zafiriou as member of the new Board of Directors of the Company.

As per the above, the new Board of Directors, with 5-year term, shall be comprised of:

1. Mr Anastasios Yiannitsis
2. Mr Evangelos Chronis
3. Mr Odysseas Athanasiou

4. Mr Fotios Antonatos
5. Mr Dimitrios Afentoulis
6. Mr Eftichios Vasilakis
7. Mr Georgios Gerardos
8. Mr Ioannis Zafiriou
9. Mr Vassilios Katsos, who is not appointed by the General Meeting, rather than by a shareholder of the Company directly, pursuant to the right provided above.
10. Mr Haritonas Kiriazis
11. Mr Odysseas Kyriakopoulos
12. Mrs Evgenia Paizi

The Board of Directors further proposes the appointment of Messrs. Georgios Gerardos, Haritonas Kiriazis and Ioannis Zafiriou as independent members, provided they fulfil the requirements of article 4 Law 3016/2002, as in force.

The resumes of Messrs. V. Katsos & I. Zafeiriou are provided below, while resumes of the remaining members of the Board of Directors are available on the Company website ([www.lamdadev.com](http://www.lamdadev.com)).

#### **Ioannis Zafiriou**

Throughout the course of his international banking career, Ioannis Zafiriou has occupied a number of roles covering all areas of finance.

He began working in New York City at Bankers Trust and subsequently moved to Milan (Italy) focusing on Italian government agencies, financial institutions and corporates in the area of derivatives. In that role, he introduced and structured derivative transactions in the Italian market.

In 1990, he joined Credit Suisse's Investment Bank (Credit Suisse First Boston, CSFB) with a team of colleagues and established a subsidiary of the Credit Suisse Group focused on structuring derivative transactions in favour of global institutional clients of CSFB (governments, financial institutions, and corporates).

In 1998, he became the head of the European Fixed Income and Equities Group at CSFB with focus on European institutional clients. In this role he was managing a set of businesses involving debt capital markets, derivatives, foreign exchange and the structuring and sales teams of the European Investment Bank. The business covered a vast array of different asset classes including real estate, securitisation, issuing and sales of public securities in favour of clients, hedging structures of currencies and interest rates. In this role, he was a member of the Global management and Operating Committee of CSFB.

In 2004, he moved to the Wealth Management Division of Credit Suisse and established a global investment banking unit, Credit Suisse Solution Partners. The objective of this group was to service the complex needs of the large institutional private clients of the Bank. It entailed structuring and executing share backed financing, mergers and acquisitions, investment structures and derivatives and real estate investments and financing. He was a member of the Management Board of the Private Bank.

Given Mr Zafiriou's diverse roles in covering both institutional and private clients throughout his career, he was extensively involved in addressing all aspects of the real estate needs of that client base. This involvement entailed structuring financing of real estate assets in many geographic jurisdictions (Europe, Asia, US), generating real estate opportunities for real estate investors, disposals of real estate, hedging of interest rate or currency risks, purchasing and sale of real estate vehicles, as well as structuring and executing where possible, securitisation of real estate assets.

Ioannis Zafiriou received his BA in Economics from Amherst College and his MBA in Finance from the NYU Stern School of Business. He was a member of the General Council of the HSFS (Hellenic Financial Stability Fund) from 2012 to 2015.

### **Vassilios Katsos**

Vassilios Katsos was born in Athens in 1973. He graduated from Pierce College and continued his studies at the University of Athens, Faculty of Pharmacy. Since 1993 he became Chairman of the Board of Directors at Pharmathen Pharmaceuticals as one of the major shareholders. Under his leadership, the strategic restructuring of the family company, placing emphasis first on strengthening the company's presence and thereafter on the expansion of international activities.

In 2015 BC Partners has acquired significant majority in Pharmathen which today is an international pharmaceutical company headquartered in The Netherlands with operations in more than 85 countries across the world.

As Chairman – Co founder of VNK Capital, has actively pursued and invested in a growing portfolio companies such as Pharmathen, Innovis, Lamda Development, Palirria, Cafetex among others.

In April 2009, Mr. Katsos was announced as the "Entrepreneur Of The Year 2008" by Ernst & Young and participated as country winner in Monte Carlo for the 9th Annual Ernst & Young World Entrepreneur Of The Year Award.

Through his intense entrepreneurial activities, he sits on the board of various companies where he has invested and has been recipient of various awards and distinctions internationally for his business activities.

## **7. Election of new Audit Committee**

Pursuant to article 44 L. 4449/2017 and the Regulation on the Functioning of the Audit Committee of the Company, the committee shall be comprised of at least three (3) members and may function either as an independent committee or as a committee of the Board of Directors of the Company. It is mandatory that the majority of Audit Committee members are independent, in the sense of article 4 L.3016/2002, which are elected by the General Meeting of shareholders of the Company. Audit Committee members shall possess sufficient knowledge of the field in which the Company operates, while at least one of its members shall be certified auditor on suspension or in retirement or possess sufficient auditing and accounting knowledge.

Following the above, the Board of Directors of the Company proposes the election of new Audit Committee of the Company, as follows:

**A. Composition and term of the Audit Committee:**

It is proposed that the Audit Committee is comprised of four (4) members, out of which three (3) members are members of the Board of Directors and one (1) is not a member of the Board of Directors of the Company – Third party Not related to the Company.

As regards members proposed by the Board of Directors, it is proposed that two of the members are independent non-executive members of the Board of Directors, of which the first presides the Audit Committee of the Company, and the third is non-executive member of the Board of Directors. As for the fourth member of the Audit Committee, it is proposed that he or she maintains no professional, organizational, business, shareholding or other relationship with the Company and is fully independent from the later, meaning said person constitutes Third Party, independent in the sense of article 4 L.3016/2002. In this manner, the members of the Audit Committee shall be independent from the Company in their majority, within the meaning of article 4 L.3016/2002.

It is further proposed that the term of the Audit Committee is for three years, commencing from their election by the General Meeting of Shareholders of the Company.

**B. Persons Proposed for Election:**

In the above context, the Board of Directors proposes that the General Meeting elects as new members of the Audit Committee Messrs.:

- a. Haritonas Kiriazis as Chairman of the Audit Committee, having the capacity of independent, non-executive member of the Board of Directors of the Company,
- b. Ioannis Zafiriou as member of the Audit Committee, having the capacity of independent, non-executive member of the Board of Directors of the Company,
- c. Dimitrios Afentoulis as member of the Audit Committee, having the capacity of non-executive member of the Board of Directors of the Company,

d. Konstantinos Sfakakis as member of the Audit Committee, independent in the sense of a. 4 L. 3016/2002, maintaining no relationship with the Company.

Each of the persons above fulfils the requirements provided by the Law and the Regulation on the Functioning of the Audit Committee.

More precisely, according to information available to the Company:

a. Mr Hariton Kyriazis is a Civil Engineer, with an MBA from INSEAD and a PhD from London University. He has worked as an executive in Greek manufacturing companies, as Secretary General at the Ministry of National Economy, and as a Tax or Advisory Senior Partner in the Athens offices of international audit firms. He served for 4 years as Executive ViceChairman at SEV Hellenic Federation of Industries, and now works with SEV on Industrial Relations issues, participates in various Boards, and serves as Chairman or member in Audit Committees of listed and non-listed companies. Harry Kyriazis is a Deputy Member of the Governing Body of the International Labour Organization (“ILO”), and member of the Executive of the Economic & Social Committee of Greece (“OKE”). He has also served as Board member of “ELTE”, the Accounting & Auditing Oversight Board, as Executive Committee member of the Foundation of Economic & Industrial Research (“IOBE”), as Vice-President of the 2018 of Management Consulting Firms (“SESMA”), and as a board member of several other institutions.

He has adequate knowledge of the business sector in which the Company operates as he has been a member of the Company’s Audit Committee since 15.06.2017 and an independent non-executive member of the Company’s Board of Directors since 14.06.2018. During his tenure he has been involved in matters of real estate development and investment and he participated in such capacity in the making of important decisions by the Company’s Board of Directors for the Hellinikon Project. Further to his PHD on management of technical and construction projects, during his professional career he has acted as consultant in the Real Estate Development sector (Development and Investment of Real Estate Property). He has been for over a decade an executive of companies in which he has formed consulting teams assigned to provide specialized services in the real estate development sector (financial studies, valuations of real estate property), i.e. on the business field in which the Company operates, hence he has direct perception of the business activities of the Company.

Mr Kyriazis fulfils all independence criteria as listed by article 4 of Greek law 3016/2002, because, apart from his participation in the Company’s Audit Committee and the Company’s Board of Directors, he has no other shareholding or other type of relationship with the Company, therefore, he satisfies the aforementioned criteria provided for by article 4.

b. Mr Ioannis Zafiriou holds a BA in Economics from Amherst College and an MBA in finance from NYU Stern School of Business in New York. He was member of the Managing Board of the Hellenic Financial Stability Fund from 2012 to 2015.

Throughout the course of his international banking career, Mr. Ioannis Zafiriou has occupied a number of roles covering all areas of finance. He began working in New York City at Bankers Trust and subsequently moved to Milan (Italy) focusing on Italian government agencies, financial institutions and corporates in the area of derivatives. In that role, he introduced and structured derivative transactions in the Italian market.

In 1990, he joined Credit Suisse's Investment Bank (Credit Suisse First Boston, CSFB) with a team of colleagues and established a subsidiary of the Credit Suisse Group focused on structuring derivative transactions in favour of global institutional clients of CSFB (governments, financial institutions, and corporates).

In 1998, became the head of the European Fixed Income and Equities Group at CSFB with focus on European institutional clients. In this role he was managing a set of businesses involving debt capital markets, derivatives, foreign exchange and the structuring and sales teams of the European Investment Bank. The business covered a vast array of different asset classes including real estate, securitisation, issuing and sales of public securities in favour of clients, hedging structures of currencies and interest rates. In this role, he was a member of the Global management and Operating Committee of CSFB.

In 2004, he moved to the Wealth Management Division of Credit Suisse and established a global investment banking unit, Credit Suisse Solution Partners. The objective of this group was to service the complex needs of the large institutional private clients of the Bank. It entailed structuring and executing share backed financing, mergers and acquisitions, investment structures and derivatives and real estate investments and financing. He was a member of the Management Board of the Private Bank.

Mr Zafiriou has sufficient knowledge of the sector in which the Company operates. Given Mr Zafiriou's diverse roles in covering both institutional and private clients throughout his career, he was extensively involved in addressing all aspects of the real estate needs of that client base. This involvement entailed structuring financing of real estate assets in many geographic jurisdictions (Europe, Asia, US), generating real estate opportunities for real estate investors, disposals of real estate, hedging of interest rate or currency risks, purchasing and sale of real estate vehicles, as well as structuring and executing, where possible, securitisation of real estate assets.

Mr Zafiriou fulfils all the criteria of independence imposed by article 4 L. 3016/2002, considering that, apart from his participation in the Audit Committee of the Company and his term served with its Board



of Directors, he maintains no further shareholding or other relationship with the Company, therefore fulfilling the prerequisites of independence of said article 4.

c. Mr Afentoulis joined Bilinder Marina Corporation SA, specifically the Audit Committee of Companies of Latsis Group interests in Greece and abroad, in 1993. From 1997 he served as Assistant to the General Manager of the Latsis Group in Greece while also holding various positions on a number of Boards of Directors of companies and foundations in Greece and abroad. From February 2012 until November 2016 he joined the Board of Directors of the National Bank of Greece and chaired the Corporate Governance and Nominations Committee of the Bank while he was a member of the Audit, Strategy and HR Committees. As from November 2005 he is a member of the Executive Board and holds the office of the Secretary at the John S. Latsis Public Benefit Foundation. From 2012 onwards he oversees operations of SETE companies (Family Office) in Athens. He holds a Bachelor's Degree in Business Administration and a Master in Business Administration from the Athens University of Economics and Business and De Vlerick Business School, Ghent, Belgium.

Because of his tenure in the Company's Board of Directors, he holds extensive knowledge of the business activities of the Company (real estate investment and development).

d. Mr Sfakakis has extensive experience in positions of responsibility and extensive knowledge in auditing and accounting. He graduated in 1974 from the Athens University of Economics and Business (ASOEE) with a degree in Business Administration. In 1975 he commenced his professional career abroad at the international auditors' firm PEAT, MARWICK, MITCHELL & CO. Following his return in Greece he held several senior positions in Finance at BRISTOL MAYERS INT'L CORPORATION and JOHNSON & JOHNSON HELLAS S.A. From 1983 to 2008, he worked at COCA-COLA TRIA EPSILON (CCHBC Greece S.A.I.C.) holding during his tenure various senior management positions, among which the position of Country CFO in January 2000 and the position of Corporate Finance and External Relations Director in March 2004, while being a member of the working team responsible for the Mergers and Acquisitions of the same company's Group. Mr. Sfakakis has also served in the administrative bodies of various associations and companies. From 2006 to 2009 he served as Chairman of the Board of the Federation of Greek Soft Drinks Industries (SEVA) and since October 2014 he serves in the Board of Directors of the Hellenic Accounting and Auditing Standards Oversight Board (HAASOB). As of today, Mr. Sfakakis has been also serving as Chairman or Member of the Board of Directors for various major Greek entities. Concurrently, he is an ordinary member of the Taxation Committee of the American-Hellenic Chamber of Commerce and member of the Greek Branch of the International Fiscal Association (IFA). Since October 2014 he has been offering his services as Advisor to the Board of The Hellenic Federation of Enterprises (SEV) on Tax Policy Issues. Mr. Sfakakis has extensive experience and expertise in the areas of mergers & acquisitions, corporate taxation and intra-group transactions, compliance to competition law & fair commercial practices and corporate re-engineering procedures.

Mr Sfakakis has adequate knowledge of the business sector in which the Company operates because during his professional career in other companies he worked on take overs and real estate investments and he participated in other business transactions of real estate investment and development.

Furthermore, Mr Sfakakis fulfils all requirements provided for by article 4 of Greek law 3016/2002, because he has no shareholding, professional, or other type of relationship, as at the date hereof, with the Company and is a third person to the Company.

In light of all the above, all the above-mentioned persons who are proposed to be elected as members of the Audit Committee have adequate knowledge of the business sector in which the Company operates. Furthermore, the proposed Chairman of the Audit Committee fulfils the requirements of independence of article 4 of Greek law 3016/2002. Last, the majority of the above-mentioned candidates fulfil the criteria of independence listed by article 4 of Greek law 3016/2002, while at least one member, Mr Konstantinos Sfakakis has sufficient knowledge of auditing and accounting required by L. 4449/2017.

***8. Granting of authorization under article 98, paragraph 1 of Law 4548/ 2018 to the members of the Board of Directors and Managers to participate to the Boards of Directors or/and the management of other companies.***

The Board of Directors proposes that the general Meeting authorizes, pursuant to article 98 para. 1 Law 4548/2018, to the members of the Board of Directors and Managers of the Company to participate in the Boards of Directors or/and management of third-party companies.

***9. Approval of the partial redirection of funds raised by the share capital increase of the Company, pursuant to the resolution of the Extraordinary general Meeting of shareholders of the Company, following relevant resolution of its Board of Directors.***

The Board of Directors, implementing its resolution dated 28.052020, proposes the partial change of the use of proceeds raised by the share capital increase which was approved by the Extraordinary General Meeting of shareholders held on the 10th of October 2019 pursuant to which the net amount of 640 million Euros was raised (total proceeds amounted at 650 million Euros, minus expenses of 10 million Euros) (the "Increase").

In particular, the Company's Board of Directors decided, based on the corporate interest of the Company, the following:

- out of the amount of €133 million that has been designated to be used within 3 years from the completion of the SCI in order to develop two shopping malls in the context of the Hellinikon project

through participation in the share capital increase of a company that will be established for this purpose, an amount of €12.4 million has been used to acquire the stake in the joint venture called LAMDA DOGUS INVESTMENTS S.A in order to increase the participation and acquisition of sole control in the company currently called LAMDA MARINAS INVESTMENTS S.M.S.A. (former LAMDA Flisvos Marina A.E.). This investment opportunity was considered to be in the interest of the Company for strategical reasons. The aforementioned use has not been included in the initial use of the proceeds of the SCI and

- out of the amount of €40 million that has been designated to be used within 3 years from the completion of the SCI to cover working capital needs, an amount of €11 million will be used to cover a bond loan to be issued by a subsidiary of the Company, the proceeds from which will be used to cover already assumed obligations by the Company's subsidiary. This change has been caused the by delays in the financing through bank loans of the aforementioned obligation due to the special conditions that the COVID-19 pandemic created. The plan is that when the bank loans financing is completed, the bond loan will be repaid. The aforementioned use has not been included in the initial use of the proceeds of the SCI.

Other than the above, the description of the use of proceeds included in chapter 4.1.2 (Reasons for the Offer and Use of Proceeds) of the approved by the Hellenic Capital Market Commission Prospectus, applies without any other amendment.

## **10. *Miscellaneous***

At this point, the Board of Directors does not wish to proceed to further items and announce

### **3. Documents brought to the attention of the General Meeting**

The following documents are available to the shareholders through the Company's website ([www.lamdadev.com](http://www.lamdadev.com))

- Annual Financial Report as of 31.12.2019
- Remuneration Report as of 2019

#### 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 24, 2020**

*(and the Adjourned Ordinary General Meeting as the case may be)*

		<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
<b>ITEM 1:</b>	1. Submission and approval of the corporate and integrated Financial Statements of the Company pertaining to the fiscal year of 2019 (from 01.01.2019 to 31.12.2019), together with the relevant Reports of the Board of Directors and the Certified Auditors.			
<b>ITEM 2:</b>	2. Approval of the overall management of the Company in accordance with article 108 of Law 4548/2018, as in force, and exemption of the Company's Certified Auditors from any liability for compensation for the year 2019.			
<b>ITEM 3:</b>	3. Appointment of Certified Auditors / Auditing Company to audit the financial statements of the Company for the fiscal year of 2020 (from 01.01.2020 to 31.12.2020 and issuance of the annual tax certificate.			

<b>ITEM 4:</b>	4. Approval of the payment of the fees and compensation to the members of the Board of Directors and its Committees for the fiscal year of 2019 (from 01.01.2019 to 31.12.2019) and pre-approval of these fees for the fiscal year of 2020 (from 01.01.2020 to 31.12.2020) as well an advance payment of the Members of the Company's Board of Directors for the period until the next Ordinary General Meeting in accordance with article 109 of Law 4548/2018.			
<b>ITEM 5:</b>	5. Submission and approval of remuneration report of article 112 Law 4548/2018.			
<b>ITEM 6</b>	6. Election of new Board of Directors (increase of its members) and appointment of Independent Members.			
<b>ITEM 7:</b>	7. Election of new Audit Committee.			
<b>ITEM 8:</b>	8. Granting of authorization under article 98, paragraph 1 of Law 4548/ 2018 to the members of the Board of Directors and Managers to participate to the Boards of Directors or/and the management of other companies.			
<b>ITEM 9:</b>	9. Approval of partial redirection of funds raised by share capital increase of the Company, pursuant to the resolution of the Extraordinary General Meeting of shareholders of the Company dated October 10 <sup>th</sup> , 2019, following relevant resolution of the its Board of Directors.			
<b>ITEM 10:</b>	10. Miscellaneous			

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The Shareholder

Athens, 24.06.2020

Investors Information Services Division

## 5. Proxy form

### PROXY FORM FOR PARTICIPATING IN THE ORDINARY GENERAL MEETING OF LAMDA DEVELOPMENT S.A. OF JUNE 24, 2020

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**

\_\_\_\_\_, son/daughter of....., resident of.....,

no. [Ⓜ], [Ⓜ] str., with ID Card/Passport No....., issued by.....

#### 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, including item 2, which concerns the approval of the overall management of the Company according to article 108 of Law 4548/2018, as in force, and the exemption of Certified Auditors of the Company from any responsibility of compensation for the financial year 2019.

2. If you appoint as your proxy a person other than one of the aforementioned persons but you do not provide specific instructions, the appointed proxy 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 the total number 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, June 24<sup>th</sup>, 2020, at 12:00 pm, Divani Apollon Palace Kavouri hotel, 10 Aghiou Nikolaou str., 166 71, Vouliagmeni, Attica, as well as the Adjourned Ordinary General Meeting as the case may be, 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>  <i>Including item 2, which pertains to the approval of the total management of the Company, pursuant to article 108 Law 4548/2018, as in force, and the discharge of the Auditors of the Company from any liability for the fiscal year of 2019.</i>			

or:

Items on the Agenda	FOR	AGAINST	ABSTAIN
1. Submission and approval of the corporate and integrated Financial Statements of the Company pertaining to the fiscal year of 2019 (from 01.01.2019 to 31.12.2019), together with the relevant Reports of the Board of Directors and the Certified Auditors.			
2. Approval of the overall management of the Company in accordance with article 108 of Law 4548/2018, as in force, and exemption of the Company's Certified Auditors from any liability for compensation for the year 2019.			
3. Appointment of Certified Auditors / Auditing Company to audit the financial statements of the Company for the fiscal year of 2020 (from 01.01.2020 to 31.12.2020) and issuance of the annual tax certificate.			
4. Approval of the payment of the fees and compensation to the members of the Board of Directors and its Committees for the fiscal year of 2019 (from 01.01.2019 to 31.12.2019) and pre-approval of these fees for the fiscal year of 2020 (from 01.01.2020 to 31.12.2020) as well an advance payment of the Members of the Company's Board of Directors for the period until the next Ordinary General Meeting in accordance with article 109 of Law 4548/2018.			
5. Submission and approval of annual remuneration report of article 112 Law 4548/2018.			
6. Election of new Board of Directors and appointment of its Independent Members.			



7. Election of new Audit Committee.			
8. Granting of an authorization based on article 98, paragraph 1 of Law 4548/ 2018 to the members of the Board of Directors and the Managers to participate to the Boards of Directors or/and the management of other companies.			
9. Approval of partial redirection of funds raised by share capital increase of the Company, pursuant to the resolution of the Extraordinary General Meeting of shareholders of the Company dated October 10 <sup>th</sup> , 2019, following relevant resolution of the its Board of Directors.			
10. Miscellaneous.			

Any revocation of this proxy will be valid provided it has been notified either in writing to the Company, or by e-mail at [ir@lamdadev.com](mailto:ir@lamdadev.com) at least forty-eight (48) hours prior to the relevant date of the General Meeting.

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

\_\_\_\_\_  
Full name / corporate name

\_\_\_\_\_  
Signature

## 6. Shareholder participation via teleconference declaration form

**PARTICIPATION FORM**  
**FOR THE ORDINARY GENERAL MEETING**  
**OF LAMDA DEVELOPMENT S.A. DATED JUNE 24, 2020**  
**VIA TELECONFERENCE**

The undersigned Shareholder of LAMDA DEVELOPMENT S.A. (the “**Company**”)

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):	

hereby declare my intention to participate in the Ordinary General Meeting of the Company, which is scheduled to be convened on June 24<sup>th</sup>, 2020, Wednesday, at 12:00 pm, as well as any adjourned ordinary general meeting, remotely, in real time, via teleconference.

The mobile phone number on which I wish to receive the unique (personal) password for the participation to the Ordinary General Meeting of the shareholders of the Company remotely, in real time, via teleconference, on June 24<sup>th</sup>, 2020, as well as any adjourned ordinary general meeting is the following: *[please insert your mobile phone number]*.

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

\_\_\_\_\_  
Full name / corporate name

\_\_\_\_\_  
Signature

## 7. Proxy appointment form for participation via teleconference

**PROXY APPOINTMENT FORM FOR PARTICIPATING  
IN THE ORDINARY GENERAL MEETING  
OF LAMDA DEVELOPMENT S.A. DATED JUNE 24, 2020  
VIA TELECONFERENCE**

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 authorize<sup>1</sup>

\_\_\_\_\_, son/daughter of....., resident of.....,  
no.[@], [2] str., with ID Card/Passport No....., issued by.....

with mobile phone number<sup>2</sup>:.....

Notes:

1. Provided that for their participation in the Ordinary General Meeting via teleconference each shareholder/ shareholder proxy shall receive a unique (personal) password at a single mobile number, shareholders may appoint one proxy for their participation in the Ordinary General Meeting.  
In case said representative has not been provided with specific instructions to vote, he or she may vote at will.
2. Please fill in the mobile phone number of the person you wish to appoint as proxy, in order for them to receive a unique (personal) participation password, enabling the participation remotely in real time via teleconference in the General Meeting of shareholders of the Company. If not provided remote participation shall not be possible.

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>, as a holder of the total number 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 June 24<sup>th</sup>, 2020, at 12:00 pm, Divani Apollon Palace Kavouri hotel, 10, Aghiou Nikolaou str., 166 71, Vouliagmeni, Attica, as well as any adjourned ordinary general meeting as follows<sup>4</sup>:

<sup>3</sup> Please delete accordingly.

<sup>4</sup> Please mark your vote with a checkmark (✓).

	FOR	AGAINST	ABSTAIN
<p><b>ALL ITEMS ON THE AGENDA</b></p> <p><i>Including item 2, which pertains to the approval of the total management of the Company, pursuant to article 108 Law 4548/2018, as in force, and the discharge of the Auditors of the Company from any liability for the fiscal year of 2019.</i></p>			

or:

Items on the Agenda	FOR	AGAINST	ABSTAIN
1. Submission and approval of the corporate and integrated Financial Statements of the Company pertaining to the fiscal year of 2019 (from 01.01.2019 to 31.12.2019), together with the relevant Reports of the Board of Directors and the Certified Auditors.			
2. Approval of the overall management of the Company in accordance with article 108 of Law 4548/2018, as in force, and exemption of the Company's Certified Auditors from any liability for compensation for the year 2019.			
3. Appointment of Certified Auditors / Auditing Company to audit the financial statements of the Company for the fiscal year of 2020 (from 01.01.2020 to 31.12.2020) and issuance of the annual tax certificate.			
4. Approval of the payment of the fees and compensation to the members of the Board of Directors and its Committees for the fiscal year of 2019 (from 01.01.2019 to 31.12.2019) and pre-approval of these fees for the fiscal year of 2020 (from 01.01.2020 to 31.12.2020) as well an advance payment of the Members of the Company's Board of Directors for the period until the next Ordinary General Meeting in accordance with article 109 of Law 4548/2018.			
5. Submission and approval of annual remuneration report of article 112 Law 4548/2018.			
6. Election of new Board of Directors and appointment of its Independent Members.			

7. Election of new Audit Committee.			
8. Granting of an authorization based on article 98, paragraph 1 of Law 4548/ 2018 to the members of the Board of Directors and the Managers to participate to the Boards of Directors or/and the management of other companies.			
9. Approval of partial redirection of funds raised by share capital increase of the Company, pursuant to the resolution of the Extraordinary General Meeting of shareholders of the Company dated October 10 <sup>th</sup> , 2019, following relevant resolution of the its Board of Directors.			
10. Miscellaneous.			

Any revocation of this proxy will be valid provided it has been notified either in writing to the Company, or by e-mail at [ir@lamdadev.com](mailto:ir@lamdadev.com) at least forty-eight (48) hours prior to the relevant date of the General Meeting.

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

\_\_\_\_\_  
Full name / corporate name

\_\_\_\_\_  
Signature

## 8. Pre-determined text for for digital submission of solemn declaration / authorization

### I. Instructions on the pre-filled content of the digital solemn declaration for participation in the Ordinary General Meeting via teleconference

A. Text to be filled in Step 1 of 4 of the relevant digital form

"I hereby declare that I am shareholder of the company under the commercial name LAMDA Development – Holding and Real Estate Development Société Anonyme (the "**Company**") with D.S.S share number (Investor Share) *[please insert your share no.]* and I intent to participate in the Ordinary General Meeting of the Company, which shall convene on June 24<sup>th</sup>, 2020, Wednesday, at 12:00 pm, as well as any adjourned ordinary general meeting remotely in real time via teleconference.

My mobile phone number on which I wish to receive the unique (personal) password for participation remotely in real time via teleconference in the Ordinary General Meeting of shareholders of the Company on June 24<sup>th</sup>, 2020 is the following: *[please insert your mobile phone number]."*

B. Please register as recipient of the Solemn Declaration in Step 2 of 4 of the relevant digital form "LAMDA Development – Holding and Real Estate Development Société Anonyme".

### II. Instructions on the pre-filled content of the digital authorization form for the appointment of proxy to appear and vote on the Ordinary General Meeting either physically or remotely via teleconference

A. Text to be filled in Step 1 of 4 of the relevant digital form

"I hereby declare that I am shareholder of the company under the commercial name "LAMDA Development – Holdings and Real Estate Development Société Anonyme (the "**Company**") with D.S.S. share number (Investor Share) *[please insert your share number]*

I hereby authorize<sup>1,2</sup>

**Mr. Anastasios Giannitsis**

**Mr. Odysseas Athanasiou**

\_\_\_\_\_

*[please insert name / commercial name of proxy].*

Notes:

1. *In case of authorization of proxy to participate in the Ordinary General Meeting physically, you may appoint as proxy one of the proposed members of the Board of Directors or/ and Managers of the Company, who you may authorize to vote as per your instructions. In case you do not provide specific instructions, proxies shall be presumed to be authorized to vote in favor of all items of the daily agenda, including item 2 for the approval of the total management of the Company under article 108 Law 4548/2018, as in force, and the discharge of the Auditors of the Company from any liability for the fiscal year of 2019.*
2. *In case you appoint as proxy a third party, with the exception of the above-mentioned persons and you do not provide specific instructions to vote, he or she may vote at will.*

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 *[remotely in real time via teleconference][please delete accordingly]*, as a holder of the total number of Company shares that give me/the legal entity 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 June 24<sup>th</sup>, 2020, at 12:00 pm, Divani Apollon Palace Kavouri hotel, 10, Aghiou Nikolaou str., 166 71, Vouliagmeni, Attica, as well as any adjourned ordinary general meeting, as follows:

*[please **delete** excerpt of the text below under (1), in case your vote is not identical for all items of the daily agenda, or under (2), in case your vote is identical for all items of the daily agenda]*

(1) ON ALL ITEMS OF THE DAILY AGENDA [FOR / AGAINST / ABSTAIN] [please delete accordingly]

(2) As per below on the items of the agenda:

Item 1. Submission and approval of the corporate and integrated Financial Statements of the Company pertaining to the fiscal year of 2019 (from 01.01.2019 to 31.12.2019), together with the relevant Reports of the Board of Directors and the Certified Auditors:

[FOR / AGAINST / ABSTAIN] [please delete accordingly]

Item 2. Approval of the overall management of the Company in accordance with article 108 of Law 4548/2018, as in force, and exemption of the Company's Certified Auditors from any liability for compensation for the year 2019:

[FOR / AGAINST / ABSTAIN] [please delete accordingly]

Item 3: Appointment of Certified Auditors / Auditing Company to audit the financial statements of the Company for the fiscal year of 2020 (from 01.01.2020 to 31.12.2020) and issuance of the annual tax certificate:

[FOR / AGAINST / ABSTAIN] [please delete accordingly]

Item 4: Approval of the payment of the fees and compensation to the members of the Board of Directors and its Committees for the fiscal year of 2019 (from 01.01.2019 to 31.12.2019) and pre-approval of these fees for the fiscal year of 2020 (from 01.01.2020 to 31.12.2020) as well an advance payment of the Members of the Company's Board of Directors for the period until the next Ordinary General Meeting in accordance with article 109 of Law 4548/2018:

[FOR / AGAINST / ABSTAIN] [please delete accordingly]

Item 5: Submission and approval of annual remuneration report of article 112 Law 4548/2018:

[FOR / AGAINST / ABSTAIN] [please delete accordingly]

Item 6: Election of new Board of Directors and appointment of its Independent Members:

[FOR / AGAINST / ABSTAIN] [please delete accordingly]

Item 7. Election of new Audit Committee:

[FOR / AGAINST / ABSTAIN] [please delete accordingly]

Item 8. Granting of an authorization based on article 98, paragraph 1 of Law 4548/ 2018 to the members of the Board of Directors and the Managers to participate to the Boards of Directors or/and the management of other companies:

[FOR / AGAINST / ABSTAIN] [please delete accordingly]

Item 9. Approval of partial redirection of funds raised by share capital increase of the Company, pursuant to the resolution of the Extraordinary General Meeting of shareholders of the Company dated October 10<sup>th</sup>, 2019, following relevant resolution of the its Board of Directors:

[FOR / AGAINST / ABSTAIN] [please delete accordingly]

Item 10. Miscellaneous.

*[In case proxy is authorized to participate in the Ordinary General Meeting remotely in real time via teleconference, please include the paragraph below:*

The mobile phone number of my appointed proxy, in order for him/her to receive the unique (personal) password for participation remotely in real time via teleconference in the Ordinary General Meeting of shareholders of the Company dated June 24<sup>th</sup>, 2020 and any adjourned ordinary general meeting is the following:

*[mobile phone number]*

Any revocation of this proxy will be valid provided it has been notified either in writing to the Company, or by e-mail at [ir@lamdadev.com](mailto:ir@lamdadev.com) at least forty-eight (48) hours prior to the relevant date of the General Meeting.

## **9. Total number of shares and voting rights**

The fully paid up share capital of the Company amounts to euro 53,021,014.50 divided into 176.736.715 common registered shares of a nominal value of euro 0.30 each. Each share embodies of one (1) voting right.