



ORDINARY GENERAL MEETING

Wednesday June 23, 2021, at 12:00 p.m.

Hilton Hotel
“Hesperides” Hall
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 003379701000

INVITATION
to ORDINARY GENERAL MEETING OF SHAREHOLDERS

Pursuant to Law 4548/ 2018 «Reform of the law of Sociétés Anonymes» as currently in force, and under article 16 of the Company’s Articles of Association, the Board of Directors of the Société Anonyme «**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, 23th of June 2021, at 12:00 p.m., at the hotel Hilton, “Hesperides” Hall, at 46, Vasilissis Sofias Avenue, 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 2020 (from 01.01.2020 to 31.12.2020), 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 2020.
3. Appointment of Certified Auditors / Auditing Company to audit the financial statements of the Company for the fiscal year of 2021 (from 01.01.2021 to 31.12.2021) and issuance of the annual tax certificate.
4. Approval of the amended Remuneration Policy of the Company, in accordance with article 110 par. 2 of Law 4548/2018.
5. Approval of the payment of fees and compensation to the members of the Board of Directors and its Committees for the fiscal year of 2020 (from 01.01.2020 to 31.12.2020) and pre-approval of these fees for the fiscal year of 2021 (from 01.01.2021 to 31.12.2021) 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.

6. Submission of the remuneration report of article 112 Law 4548/2018 for voting.
7. Approval of the Suitability Policy of the Members of the Board of Directors in accordance with par.3 of article 3 of L. 4706/2020.
8. Approval of the acquisition of the Company's treasury shares, in accordance with articles 49 and 50 of Law 4548/2018.
9. Granting of authorization pursuant to article 98 par. 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.
10. Submission of the Annual Audit Committee Management Report to the Shareholders for the fiscal year 01.01.2020-31.12.2020.
11. Other items and announcements

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, 29.06.2021 at 12.00 p.m., at the Company's registered office in Maroussi, 37^A 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, all or some of them, if they wish so, in the Ordinary General Meeting of the Company virtually, in real time, via teleconference, pursuant to article 19 par. 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 23th June 2021, or in the Adjourned Ordinary General Meeting as the case may be, is any Shareholder that as of 18th June 2021 (the "Recording Date"), i.e. on the beginning of the fifth (5th) 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"). The as above Recording Date applies also in case of an adjourned meeting as per the above.

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. A shareholder may participate in the General Meeting through confirmations or notices of Articles 5 and 6 of Regulation (EU) 2018/1212, which are provided by the intermediary, except if the General Meeting refuses said participation for good reason which justifies this refusal in line with the applicable provisions (art.19 par. 1 L. 4569/2018, art. 124 par. 5 L. 4548/2018).

Towards the Company, as shareholder entitled to participate and exercise voting right at the General Meeting is considered any person registered, on the Recording Date, in the records of the Dematerialized Securities System ("DSS") of the Société Anonyme "HELLENIC CENTRAL SECURITIES DEPOSITORY S.A." ("HCSD") or any person identified as such based on the relevant date through registered intermediaries or other intermediaries, in line with the legislative provisions (L. 4548/2018, L. 4569/2018, L. 4706/2020 and Regulation (EU) 2018/1212), as well as the Rulebook of the Hellenic Central Securities Depository (Government Gazette B/1007/16.03.2021).

The exercise of participation and voting rights does not presuppose that the shareholders' shares are blocked or any other similar procedure which limits the possibility to sell and transfer these during the period between the Recording Date and the General Meeting.

Each ordinary registered share provides with the right of 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 23th, 2021, as well as any adjournment or reconvention thereof, via teleconference, pursuant to article 19 para. 5 of the Company Articles of Association and article 125 of Law 4548/2018.

Shareholders who wish to participate in the Ordinary General Meeting of 23.06.2021 or any adjourned meeting thereof remotely in real time via teleconference, without their physical presence, they or their proxy, are required to set up and use an electronic account in the electronic platform that has been developed by the Athens Exchange Group S.A. to provide remote General Meeting services, in real-time, by teleconference to listed companies on the website <https://axia.athexgroup.gr/>.

In order to access the electronic platform a personal computer, a smartphone or a tablet is required, with a browser installed, and internet access. In order for a Shareholder or his/her proxy to create an account in the electronic platform above, a valid electronic mail (email) account and a mobile number are required by the Shareholder or his/her proxy.

In case that upon entering the electronic platform the above data entered by the Shareholder are not identical with the data that have been registered in the Intangible Securities System and have been notified to the Company by "Hellenic Central Securities Depository S.A." in the context of shareholder identification facilitation services at General Meetings at a distance provided to issuers in accordance with Part 3 of decision no.8 of the Board of Directors of "Hellenic Central Securities Depository S.A.", " Technical terms and procedures for the provision of the Registry, Corporate and Other Related Actions Service" the Shareholder must update his above details in order to create the account.

To this end, Shareholders are kindly requested to contact the Operator of the Securities Account in the DSS or any other intermediary, who provides custody services for the Company's shares, as the case may be, in order to notify and / or update their valid e-mail address (e-mail) and their mobile number for identification purposes.

Further instructions for participation in the General Meeting by teleconference will be posted on the Company's website. The shareholders can contact for any questions and information with the Investor Relations Department via email at ir@lamdadev.com or by phone at (+30) 2107450600, daily during working days and hours. Further to this, from the publication of this invitation until the end of the General Meeting, there will be a help desk to provide information and support to shareholders and their representatives by phone 210- 3366120, or by e-mail to AXIAeShareholdersMeeting@athexgroup.gr.

Shareholders who will participate in the General Meeting via real-time teleconference are taken into consideration for the formation of the quorum and the majority and will be able to effectively exercise their rights during the General Meeting, pursuant to applicable legislation. Therefore, the Shareholders will be able:

- a) to monitor through electronic or audio-visual means the conduct of the General Meeting,
- b) to speak and address the General Meeting orally during the General Meeting, while at the same time through the online platform

while through the online platform they will be able:

- c) to vote during in real time during the General Meeting on the items of the agenda,

d) to receive information on the registration of their vote.

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.

Especially for shareholders who wish to participate in the General Meeting or any adjourned Meeting thereof by proxy remotely, in real time, it is noted that each shareholder or the Operator of the Securities Account in the DSS or any other intermediary, who provides custody services for the Company's shares, will be able to appoint up to one (1) proxy, the appointment of whom must be done at least forty eight (48) hours prior to the date of the General Meeting (namely no later than 21.06.2021 at 12.00 for the first General Meeting and no later than 27.06.2021 at 12.00 for the Adjourned).

Proxy forms for the appointment of proxy to participate in the General Meeting, both in person and via teleconference, as the case may be, shall be available for the shareholders in printed form, at the premises of LAMDA DEVELOPMENT S.A., (37^A 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 23th, 2021, at the following address <https://www.lamdadev.com/en/investors-information/general-meetings-information-bulletins>.

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 23th, 2021, 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, no later than forty eight (48) hours prior the date of the General Meeting.

In case a proxy is appointed for his/her participation in the Ordinary General Meeting remotely, in real time via teleconference, upon receipt of the authorization credentials from the Company, and based on the email or mobile number of the proxy or representative, as stated in the proxy or representative form, an account in the electronic platform is created by the Company for the proxy or representative, who will be notified via email in order to activate his/her account and be able to exercise the shareholder's rights as per the abovementioned.

The proxy must notify the Company, before the commencement 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).

The appointment and the revocation or replacement of the proxy or representative are done in writing or through electronic means that are submitted to the Company at least forty eight (48) hours before the date set for the General Meeting. The notification of the appointment and revocation or replacement of a proxy through electronic means is done via email at the email address mentioned in the Invitation of the General Meeting or, in case of shareholders being identified through intermediaries, via the confirmations or notifications of articles 5 and 6 of Regulation (EU) 2018/1212 provided by the intermediaries.

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 Shares¹ as well as of the Minority Shareholder², 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*

¹ As defined in article 10(10) of the Articles of Association

² As defined in article 10(9) of the Articles of Association.

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 ."

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^A Kifissias Av., Marousi 151 23, tel.: +30210 7450600 • fax: 210 7450645), whereby shareholders may obtain copies. All of the aforementioned documents, including this Invitation, as well as the total current number of shares and voting rights, detailed information regarding minority rights and their terms of exercise, as well as forms for proxy voting are available in electronic format on the Company's website (www.lamdadev.com).

For further information, shareholders may contact Investor Relations Department of the Company on phone number 210 7450670 or at the e-mail address ir@lamdadev.com

Maroussi, 26.05.2021

The Board of Directors

2. Draft resolutions of the Board of Directors

ITEMS ON THE AGENDA

- 1. Submission and approval of the corporate and integrated Financial Statements of the Company pertaining to the fiscal year of 2020 (from 01.01.2020 to 31.12.2020), together with the relevant Reports of the Board of Directors and the Certified Auditors.**

The Board of Directors proposes to the General Meeting the approval of the financial statements for the fiscal year starting on 1 January 2020 and ending on 31 December 2020, as well as of the relevant Reports of the Board of Directors and the Certified Auditors, as the above were approved by the Board of Directors at its meeting on 14.04.2021.

- 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 2020.**

The Board of Directors proposes to the General Meeting the approval of the overall management of the Company by each member of the Board of Directors individually, in his/her respective capacity, as well as by all of the members of the Board of Directors collectively, in accordance with article 108 of Law 4548/2018, as in force, for the activities of the fiscal year ended on 31.12.2020 and the discharge of the auditing company under the corporate name "PRICEWATERHOUSECOOPERS AUDITING SOCIETE ANONYME", from all liability for compensation for the fiscal year of 2020.

- 3. Appointment of Certified Auditors / Auditing Company to audit the financial statements of the Company for the fiscal year of 2021 (from 01.01.2021 to 31.12.2021) and issuance of the annual tax certificate.**

The Board of Directors proposes to the General Meeting the appointment of the auditing Company under the corporate name "PRICEWATERHOUSECOOPERS AUDITING SOCIETE ANONYME", members of which are registered members of the Institute of Certified Public Accountants, to undertake the audit of the financial statements for the fiscal year of 2021 (01.01.2021 through 31.12.2021), as well as the issuance of the annual tax certificate. Furthermore, the determination of the auditors' compensation, in accordance with the resolutions of the Supervisory Council of the Institute of Certified Public Accountants is proposed.

- 4. Approval of the amended Remuneration Policy of the Company, in accordance with article 110 par. 2 of Law 4548/2018.**

The Board of Directors proposes to the General Meeting the approval of the amended Remuneration Policy of the Company, as said amendment was approved by the Board of Directors, at its meeting on 26.05.2021.

- 5. Approval of the payment of fees and compensation to the members of the Board of Directors and its Committees for the fiscal year of 2020 (from 01.01.2020 to 31.12.2020) and pre-approval of these fees for the fiscal year of 2021 (from 01.01.2021 to 31.12.2021) as well as**

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 fees paid to its members for their participation in its meetings during the fiscal year from 1 January 2020 through 31 December 2020, of an aggregate amount of EURO 339,183. It shall be noted that the replacement of two (2) Board Members as well as the appointment of one more Board Member resulted in the amount of €9,138 on top of the amount approved by the resolution of the General Meeting of the Shareholders dated 24th June 2020. Furthermore, the Board of Directors proposes the approval of the fees paid to all executive members of the Board of Directors, for services provided to the Company within the same fiscal year in accordance with the resolution of the same General Meeting of an aggregate amount of EURO 1,416,532.

In addition, the Board proposes the pre-approval of remuneration, for the fiscal year from 1 January 2021 to 31 December 2021, to be paid to its members for participating in the meetings of the Board of Directors and its Committees, of an aggregate amount of up to EURO 583,000. With respect to the remaining annual remuneration, the Board of Directors proposes them to be determined and paid at an amount comparable to the one paid last year, in accordance with the annual budget of the Company.

It is noted that on the one hand the remuneration of the fiscal year of 2020 is in accordance with the current remuneration policy of the Company, which was approved by the Ordinary General Meeting dated 25th June 2019, and on the other the remuneration proposed for the fiscal year of 2021 is in accordance with the amended Remuneration Policy of the Company of the as above item.

6. Submission of the remuneration report of article 112 Law 4548/2018 for voting.

The Board of Directors proposes to the General Meeting for voting by the General Meeting of the Remuneration Report of article 112 of Law 4548/2018, which is uploaded on the Company's website in the following address: www.lamdadev.com.

It is clarified that the shareholders' vote on the Remuneration Report is of advisory nature, in accordance with article 112 par. 3 of L. 4548/2018.

7. Approval of the Suitability Policy of the Members of the Board of Directors in accordance with par.3 of article 3 of L. 4706/2020.

The Board of Directors proposes to the General Meeting the approval of the Suitability Policy of the Members of the Company's Board of Directors, in accordance with article 3 par. 3 of L. 4706/2020, which the Board of Directors approved, at its meeting on 26.05.2021.

8. Approval of the acquisition of the Company's own shares, in accordance with articles 49 and 50 of Law 4548/2018.

The Board of Directors, following its relevant resolution, at the meeting of 26.05.2021, proposes to the General Meeting the approval of the acquisition of own shares in accordance with articles 49 and 50 of Law 4548/2018, for a period, not exceeding twenty-four (24) months, at a minimum purchase price of the nominal value of the shares, namely 0.30 Euro and a maximum purchase price of fourteen (14) Euro. The maximum number of own shares to be purchased, shall not exceed 10% of the paid-up share capital at any time, namely 17,673,671 shares, to which the shares already purchased, that the Company holds, are included.

9. *Granting of authorization pursuant to article 98 par. 1 of Law 4548/ 2018 to the Members of the Board of Directors and the Managers to participate in Boards of Directors or/and the management of other companies.*

The Board of Directors proposes to the General Meeting the granting of authorization, in accordance with article 98 par. 1 of Law 4548/2018, to the members of the Board of Directors and the Managers to participate in Board of Directors or/and the management of other companies.

10. *Submission of the Annual Audit Committee Management Report to the Shareholders for the fiscal year 01.01.2020-31.12.2020.*

The Board of Directors brings to the Shareholders' attention the Audit Committee Management Report for the fiscal year of 01.01.2020 – 31.12.2020, which is submitted by the Audit Committee to the Ordinary General Meeting, pursuant to article 44 par. 1(θ) of L. 4449/2017, as amended by article 74 par. 4 of L. 4706/2020 and in force.

11. *Other items and announcements*

At this time, the Board of Directors does not intend to proceed with other items or announcements

3. Documents submitted to the General Meeting

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

(www.lamdadev.com) :

- Annual Financial Report of 31.12.2020
- Remuneration Report of 2020
- Draft amendment to the Remuneration Policy of the Company, approved by the Board of Directors at its meeting on 26.05.2021
- Draft Suitability Policy of the members of the Board of Directors, approved by the Board of Directors at its meeting on 26.05.2021
- Management Report of the Audit Committee for the fiscal year of 01.01.2020 – 31.12.2020

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 23, 2021

(and the Adjourned or Interrupted one as the case may be)

		FOR	AGAINST	ABSTAIN
ITEM 1:	Submission and approval of the corporate and integrated Financial Statements of the Company pertaining to the fiscal year of 2020 (from 01.01.2020 to 31.12.2020), together with the relevant Reports of the Board of Directors and the Certified Auditors.			
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 2020.			
ITEM 3:	Appointment of Certified Auditors / Auditing Company to audit the financial statements of the Company for the fiscal year of 2021 (from 01.01.2021 to 31.12.2021) and issuance of the annual tax certificate.			
ITEM 4:	Approval of the amended Remuneration Policy of the Company, in accordance with article 110 par. 2 of Law 4548/2018.			

ITEM 5:	Approval of the payment of fees and compensation to the members of the Board of Directors and its Committees for the fiscal year of 2020 (from 01.01.2020 to 31.12.2020) and pre-approval of these fees for the fiscal year of 2021 (from 01.01.2021 to 31.12.2021) 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.			
ITEM 6	Submission of the remuneration report of article 112 Law 4548/2018 for voting.			
ITEM 7:	Approval of the Suitability Policy of the Members of the Board of Directors in accordance with par.3 of article 3 of L. 4706/2020.			
ITEM 8:	Approval of the acquisition of the Company's own shares, in accordance with articles 49 and 50 of Law 4548/2018.			
ITEM 9:	Granting of authorization pursuant to article 98 par. 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.			
ITEM 11:	Other items and announcements.			

The Shareholder

Athens, 23.06.2021
Investor Service Division

5. Proxy form

PROXY FORM
FOR PARTICIPATION IN THE ORDINARY GENERAL MEETING
OF LAMDA DEVELOPMENT S.A. OF JUNE 23, 2021

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 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. Anastasios Giannitsis

Mr. Odysseas Athanasiou

_____, son/daughter of....., resident of.....,
no.[@], [2] 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 release of Certified Auditors of the Company from any liability for compensation for the fiscal year 2020.

2. If you appoint as your proxy a person other than one of the two aforementioned persons but you do not provide specific instructions, the appointed proxy 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 the total number of Company shares that give me/the legal entity³ 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 23rd, 2021, at 12:00 pm, at "Hilton" hotel, "Hesperides" Hall, 46, Vasilissis Sofias Avenue, as well as at any Repeat or Adjourned Meeting, 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)

	FOR	AGAINST	ABSTAIN
ALL ITEMS ON THE AGENDA <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 release of the Certified Auditors of the Company from any liability for compensation for the fiscal year of 2020.</i>			

or:

		FOR	AGAINST	ABSTAIN
ITEM 1:	Submission and approval of the corporate and integrated Financial Statements of the Company pertaining to the fiscal year of 2020 (from 01.01.2020 to 31.12.2020), together with the relevant Reports of the Board of Directors and the Certified Auditors.			
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 2020.			
ITEM 3:	Appointment of Certified Auditors / Auditing Company to audit the financial statements of the Company for the fiscal year of 2021 (from 01.01.2021 to 31.12.2021) and issuance of the annual tax certificate.			
ITEM 4:	Approval of the amended Remuneration Policy of the Company, in accordance with article 110 par. 2 of Law 4548/2018.			

ITEM 5:	Approval of the payment of fees and compensation to the members of the Board of Directors and its Committees for the fiscal year of 2020 (from 01.01.2020 to 31.12.2020) and pre-approval of these fees for the fiscal year of 2021 (from 01.01.2021 to 31.12.2021) 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.			
ITEM 6	Submission of the remuneration report of article 112 Law 4548/2018 for voting.			
ITEM 7:	Approval of the Suitability Policy of the Members of the Board of Directors in accordance with par.3 of article 3 of L. 4706/2020.			
ITEM 8:	Approval of the acquisition of the Company's own shares, in accordance with articles 49 and 50 of Law 4548/2018.			
ITEM 9:	Granting of authorization pursuant to article 98 par. 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.			
ITEM 11:	Other items and announcements.			

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 at least forty-eight (48) hours prior to the relevant date of the General Meeting.

Athens, _____ (date)

Full name / corporate name

Signature

6. Proxy form for participation in the General Meeting Remotely in Real Time via Teleconference

**PROXY FORM FOR PARTICIPATION
FOR THE ORDINARY GENERAL MEETING
OF LAMDA DEVELOPMENT S.A. DATED JUNE 23, 2021
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 authorize¹

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

with mobile phone number:.....

And email address:.....

Notes:

- Since that for the participation in the Ordinary General Meeting via teleconference a proxy account in the electronic voting platform will be made by the Company and then the proxy is notified via email in order to activate his/her account in the website <https://axia.athexgroup.gr> to be able to exercise the shareholder's rights, each shareholder may appoint only one proxy for their remote 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 his or her 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, as a holder of the total number of Company shares that give me/the legal entity³ the right to vote remotely in real time via teleconference on the items of the agenda at the Ordinary General Meeting of the Shareholders of the aforementioned Company, which shall convene on June 23rd, 2021, at 12:00 pm, at "Hilton" hotel, "Hesperides" Hall, 46, Vasilissis Sofias Avenue, as well as any repeat or adjourned meeting, as follows⁴:

³ Please delete accordingly.

⁴ Please mark your vote with a checkmark (✓).

	FOR	AGAINST	ABSTAIN
ALL ITEMS ON THE AGENDA <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 release of the Certified Auditors of the Company from any liability for compensation for the fiscal year of 2020.</i>			

or:

		FOR	AGAINST	ABSTAIN
ITEM 1:	Submission and approval of the corporate and integrated Financial Statements of the Company pertaining to the fiscal year of 2020 (from 01.01.2020 to 31.12.2020), together with the relevant Reports of the Board of Directors and the Certified Auditors.			
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 2020.			
ITEM 3:	Appointment of Certified Auditors / Auditing Company to audit the financial statements of the Company for the fiscal year of 2021 (from 01.01.2021 to 31.12.2021) and issuance of the annual tax certificate.			
ITEM 4:	Approval of the amended Remuneration Policy of the Company, in accordance with article 110 par. 2 of Law 4548/2018.			

ITEM 5:	Approval of the payment of fees and compensation to the members of the Board of Directors and its Committees for the fiscal year of 2020 (from 01.01.2020 to 31.12.2020) and pre-approval of these fees for the fiscal year of 2021 (from 01.01.2021 to 31.12.2021) 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.			
ITEM 6	Submission of the remuneration report of article 112 Law 4548/2018 for voting.			
ITEM 7:	Approval of the Suitability Policy of the Members of the Board of Directors in accordance with par.3 of article 3 of L. 4706/2020.			
ITEM 8:	Approval of the acquisition of the Company's own shares, in accordance with articles 49 and 50 of Law 4548/2018.			
ITEM 9:	Granting of authorization pursuant to article 98 par. 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.			
ITEM 11:	Other items and announcements.			

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 at least forty-eight (48) hours prior to the relevant date of the General Meeting.

Athens, _____ (date)

Full name / corporate name

Signature

7. Pre-determined text of electronic authorization for the proxy appointment for the participation in the Company’s Ordinary General Meeting

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

Pre-determined text to be filled out in Step 1 of 4 of the relevant digital form

“I hereby declare that I am shareholder of the company under the corporate 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^{1,2}

Mr. Anastasios Giannitsis

Mr. Odysseas Athanasiou

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

with mobile phone number:.....

And email address:.....

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 release of Certified Auditors of the Company from any liability for compensation for the fiscal year 2020.

2. If you appoint as your proxy a person other than one of the two aforementioned persons but you do not provide specific instructions, the appointed proxy 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 entity [by physical presence] / [remotely in real time via teleconference]*[please delete accordingly based on whether the proxy is appointed in order to participate in the General Meeting by physical presence or via teleconference]*, 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 Ordinary General Meeting of the Shareholders of the aforementioned Company, which shall convene on June 23rd, 2021, at 12:00 pm, at “Hilton” hotel, “Hesperides” Hall, 46, Vasilissis Sofias Avenue, as well as any repeat or adjourned meeting, as follows:

[please delete below under (1) in case your vote is not identical for all items of the agenda, or under (2), in case your vote is identical for all items of the agenda. If you do not provide specific instructions to the proxy, he/she shall vote at his/her discretion]

(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 2020 (from 01.01.2020 to 31.12.2020), 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 2020:

[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 2021 (from 01.01.2021 to 31.12.2021) and issuance of the annual tax certificate:

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

Item 4: Approval of the amended Remuneration Policy of the Company, in accordance with article 110 par. 2 of Law 4548/2018:

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

Item 5: Approval of the payment of fees and compensation to the members of the Board of Directors and its Committees for the fiscal year of 2020 (from 01.01.2020 to 31.12.2020) and pre-approval of these fees for the fiscal year of 2021 (from 01.01.2021 to 31.12.2021) 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 6: Submission of the remuneration report of article 112 Law 4548/2018 for voting:

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

Item 7. Approval of the Suitability Policy of the Members of the Board of Directors in accordance with par.3 of article 3 of L. 4706/2020:

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

Item 8. Approval of the acquisition of the Company's own shares, in accordance with articles 49 and 50 of Law 4548/2018:

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

Item 9. Granting of authorization pursuant to article 98 par. 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:

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

Item 11. Other items and announcements

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

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 at least forty-eight (48) hours prior to the relevant date of the General Meeting.

8. Total number of shares and voting rights

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