

Extraordinary General Meeting Resolutions 22-12-2020

The Extraordinary General Meeting of the Shareholders, which was held on Tuesday the 22nd of December 2020, from a distance in real time via teleconference and without the physical presence of the shareholders, due to emergency situation and in the context of precautionary measures taken by the Greek State to prevent the spread of coronavirus COVID-19, pursuant to article 33 par. 2 of Legislative Act dated 20.03.2020, which was ratified by art. 1 of Law 4683/2020, as extended by virtue of art. 27 of Law 4573/2020, was lawfully attended by 126 shareholders representing 140,550,578 common registered shares of a total of 176,736,715 common registered shares and there was a 79.53% quorum of the paid-up Company Share Capital.

It is noted that «VOXCOVE HOLDINGS LTD» which currently holds 10.005% of the Company's share capital, by exercising respective right based on article 10 of the Company's Articles of Association as well as the article 79§2 of Law 4548/2018, was not participating in the 1st item of the agenda and for that item there was a 77.25% quorum of the paid – up Company Share Capital.

The Meeting discussed and took decisions on all items of the agenda, as follows:

1. Election of new Board of Directors and appointment of its Independent members.

The election of new Board of Directors through the re-election of the former members of the BoD, as well as the election of Mrs. Kalypso – Maria Nomikou and Ioanna Papadopoulou, as members of the new Board of Directors of the Company, was approved.

As per the above, the new Board of Directors, having a term of office of five (5) years, shall be comprised of:

1. Mr Anastasios Yiannitsis
2. Mr Evangelos Chronis
3. Mr Odyssefs Athanasiou
4. Mr Fotios Antonatos
5. Mr Eftichios Vasilakis
6. Mr Georgios Gerardos
7. Mr Ioannis Zafiriou

8. Mr Vassilios Katsos (who is not appointed by the General Meeting, as he has been appointed directly by «VOXCOVE HOLDINGS LTD», a shareholder of the Company, pursuant to the right provided under Art. 10 of the Articles of Association in connection with Art. 79 of Law 4548/ 2018).

9. Mr Hariton Kiriazis

10. Mr Odyssefs Kyriakopoulos

11. Mrs Kalypso – Maria Nomikou

12. Mrs Evgenia Paizi

13. Mrs Ioanna Papadopoulou

14. Mr Aris Sermpetis

It was also approved the appointment of Messrs. Hariton Kiriazis, Ioannis Zafiriou, Kalypso-Maria Nomikou and Ioanna Papadopoulou, as independent members, acknowledging that they fulfil the requirements of article 9 of Law 4706/2020 and in any case of the provisions of article 4 of Law 3016/2002.

The shareholder “VOXCOVE HOLDINGS LTD” did not participate in this item, pursuant to article 79§2 of Law 4548/2018.

The resumes of all members of the Board of Directors are available on the Company website (www.lamdadev.com).

	IN FAVOUR	OPPOSED	ABSTENTION
i. Mr Anastasios Yiannitsis	117,575,405 (95.69 %)	5,293,029 (4.31 %)	0 (0.00%)
ii. Mr. Evangelos Chronis	117,575,405 (95.69 %)	5,293,029 (4.31 %)	0 (0.00%)
iii. Mr. Odyssefs Athanasiou	117,579,904 (95.70 %)	5,288,530 (4.30 %)	0 (0.00%)
iv. Mr. Fotios Antonatos	117,550,764 (95.67 %)	5,317,670 (4.33 %)	0 (0.00%)
v. Mr. Eftichios Vasilakis	117,555,098 (95.68 %)	5,313,336 (4.32 %)	0 (0.00%)
vi. Mr. Georgios Geraldos	116,913,042 (95.15 %)	5,955,392 (4.85 %)	0 (0.00%)
vii. Mr. Ioannis Zafiriou	119,831,739 (97.53 %)	3,036,695 (2.47 %)	0 (0.00%)
viii. Mr. Hariton Kiriazis	119,571,274 (97.32 %)	3,297,160 (2.68 %)	0 (0.00%)
ix. Mr. Odyssefs Kyriakopoulos	116,934,961 (95.17 %)	5,933,473 (4.83 %)	0 (0.00%)
x. Ms. Kalypso – Maria Nomikou	119,099,423 (96.93 %)	3,769,011 (3.07 %)	0 (0.00%)
xi. Ms. Evgenia Paizi	118,338,242 (96.31 %)	4,530,192 (3.69 %)	0 (0.00%)
xi. Ms. Ioanna Papadopoulou	120,354,418 (97.95 %)	2,514,016 (2.05 %)	0 (0.00%)
xii. Mr. Aris Sermpetis	117,575,405 (95.69 %)	5,293,029 (4.31 %)	0 (0.00%)

2. Election of new Audit Committee

The election of a new Audit Committee consisting of four (4) members, of which three (3) members are members of the Board of Directors and one (1) non-member of the Board of Directors of the Company - Third Person Outside the Company, was approved.

Regarding the members of the Board of Directors, two of them are independent non-executive members of the Board of Directors and the third is non-executive member of the Board of Directors. As for the fourth member of the Audit Committee, who is not a member of the Board of Directors, and has no professional, organizational, business, shareholder or other relationship with the Company and is completely independent in relation to it, i.e. to be a Third Party Except Company, independent of it. Thus, the majority of the members of the Audit Committee are independent of the Company.

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

In the above context, as new members of the Audit Committee were elected Messrs.:

- a. Mr. Hariton Kiriazis as a member of the Audit Committee, having the capacity of independent, non-executive member of the Board of Directors of the Company,
- b. Mr. 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. Mrs. Evgenia Paizi as member of the Audit Committee, having the capacity of non-executive member of the Board of Directors of the Company,
- d. Mr. Konstantinos Sfakakis as member of the Audit Committee, independent from the Company and not related with it in any way.

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

The members of the Audit Committee have adequate knowledge of the business sector in which the Company operates. Furthermore, the majority of the members are independent vis-a-vis the Company, while at least one member, Mr. Konstantinos Sfakakis, has the requisite sufficient knowledge in auditing and accounting and therefore he will be the member who, pursuant to the law, must possess the required by Law 4449/2017 adequate knowledge or auditing or accounting and will be present at the meetings of the Audit Committee that relate to the approval of the financial statements.

The resumes of all members of the Audit Committee are available on the Company website (www.lamdadev.com).

IN FAVOUR	140,306,774	Shares	(99.83%)
OPPOSED	243,804	Shares	(0.17%)
ABSTENTION	0	Shares	(0.00%)

3. Launch of a stock incentive award to the employees of the Company and its affiliates, within the meaning of article 32 of Law 4308/2014, in the form of a stock option plan under article 113 Law 4548/2018, and granting of authorisations to the Board of Directors for the handling of details and relevant procedures

A Stock Incentive Award (stock option) according to the provisions of article 113 Law 4548/2018 will be offered to Officers and employees of the Company and its affiliates within the meaning of article 32 of Law 4308/2014 (the "Award").

With this Award, the Board of Directors aims to make recognition of the Company Officers' and employees' contribution in creating more value for the Company. It provides the same with a long-term capital investment opportunity by creating an "ownership interest" and, ultimately, by linking each participant's performance with the overall company performance.

Under the proposed terms of the Award:

i) Eligible Participants shall be Officers and employees of the Company employed under any form of relationship by the Company or its affiliates, within the meaning of article 32, Law 4308/2013. The Company's Board is authorised to select at its exclusive and absolute discretion the specific persons or categories of persons eligible for participation in the Award, on the basis of each Participant's contribution to the work and performance of the Company and the Group, in conjunction with their respective level of responsibility.

ii) The Options are divided into a) "Initial Options" for up to 5,500,000 Company shares (i.e. 3.112% of the Company's share capital), and b) "additional options" for up to 2,750,000, Company shares (i.e. 1.556% of the Company's share capital). The "Initial Options" of each Participant are subject to a 20% increase or decrease at the discretion of the CEO without change to the aggregate number of Options, and, in any case, within the limits provided by the applicable laws.

iii) Exercise price under the Award is set to EUR 6.70.

iv) In order to fulfil the Options that will be exercised under the Award, the Company shall proceed to a corresponding capital increase and issue of new shares according to the provisions of article 113, Law 4548/2018.

v) The Term of the Award is set to six (6) years, commencing in December 2020 and ending in December 2026.

vi) The award of Options shall be subject to the continuous employment of the Participants in the Company, unless the Board decides otherwise taking into account the specific characteristics of each Participant and, especially, the Participant's contribution and years of service to the Company. The Board of Directors is moreover authorised to further customise the terms for the award of Options to the Participants under the Award, and to set any restrictions on the time of exercise and additional conditions for the stock option under the Award, and any other applicable term.

In addition to the foregoing special authorisations expressly provided herein, the General Meeting authorises the Board to specify the Participants of the Award, the special terms applying to the award and the exercise of the Options, and any other term that may be deemed necessary or suitable for the implementation of the Award, in accordance with the applicable laws and the Company's best practices, within the scope of the Board of Directors powers and competencies.

IN FAVOUR	130,273,695	Shares	(92.69%)
OPPOSED	7,153,983	Shares	(5.09%)
ABSTENTION	3,122,900	Shares	(2.22%)

4. Miscellaneous

It is mentioned, since it is not a decision of the Extraordinary General Meeting, that the Chairman announced according to art. 82 par. 1 of Law 4548/2018, the replacement of Mr. Dimitrios Afentoulis by Mr. Aris Serbetis, as a member of the Board of Directors of the Company, pursuant to the BoD decision dated 07.09.2020.