

**“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-exousiodotese>) 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).

**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 .”

### **Available Documents and Information**

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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.

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