

**“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 EXTRAORDINARY 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 Extraordinary General Meeting on Tuesday, 22<sup>nd</sup> of December 2020, at 10:30 p.m., which will be held from a distance in real time via teleconference and without the physical presence 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, art. 4 of the Company’s Articles of Association and art. 125 of Law 4548/2018, in order to deliberate, discuss and decide upon the following items on the agenda:

**ITEMS ON THE AGENDA**

1. Election of the Board of Directors and appointment of its Independent Members.
2. Election of new Audit Committee.
3. Establishment of a shares award plan for members of the management and personnel of the Company and its affiliated companies within the meaning of article 32 of Law 4308/2014, in the form of stock options rights in accordance with the provisions of article 113 of Law 4548/2018 and granting of authorization to the Board of Directors to adjust procedural issues and details.

If there is no quorum present in the scheduled (pursuant to the above) Extraordinary General Meeting as required for the decision-making process on the agenda to be valid, an Adjourned Extraordinary General Meeting shall convene on Tuesday 29.12.2020 at 10:30 a.m., pursuant to the provisions of art. 130 par. 2 of Law 4548/2018, as in force. No new invitation will be issued for any Adjourned Extraordinary General Meeting, while it will be held from a distance in real time via teleconference and without the physical presence shareholders due to emergency

situation and in the context of precautionary measures to and in the context of precautionary measures taken by the Greek State to prevent the spread of coronavirus COVID-19.

Instructions for the participation of shareholders to the Extraordinary 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 22nd December 2020 is any Shareholder that as of 17 December 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”).

In case the Adjourned Extraordinary General Meeting convenes on Tuesday 29.12.2020, proof of shareholder’s status shall be evidenced on 17 December 2020 (the “Recording Date”), i.e. on the beginning of the fifth (5<sup>th</sup>) day before the initial date of the General Meeting (on 22.12.2020), pursuant to art. 124 par. 6 of Law 4548/2018.

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**

Shareholders will participate in the General Meeting through audio-visual or other electronic means (teleconference), 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, art. 4 of the Company’s Articles of Association and art. 125 of Law 4548/2018.

For the participation of the Shareholders in the General Meeting from a distance in real time by audiovisual or other electronic means, without their physical presence, Shareholder or their proxy, as further described below, are required to set up and use an electronic account in the

electronic platform that has been developed by the Athens Exchange Group 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 telephone 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 decision no.8 of the Board of Directors "Hellenic Central Securities Depository S.A.", "Electronic investor information services (2 - factor authentication) for access of investors to electronic services of EL.K.AT." 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 to which they hold the Company's shares 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 phone 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 by phone at (+30) 2107450670, 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](mailto:AXIAeShareholdersMeeting@athexgroup.gr).

Shareholders who will participate in the General Meeting through real-time teleconference, either in person or through a proxy, 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.

In particular, the Shareholders who will be connected to the online platform, will be able to participate in the General Meeting via real-time teleconference via a link that will be sent to them via e-mail. By activating the teleconferencing application (Cisco Webex), through this link, the Shareholders will be able:

a) to monitor 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 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.

Specifically for the participation of the shareholder through a representative in the General Meeting of December 22nd, 2020 from a distance in real time via teleconference, the shareholder may appoint up to one (1) representative

For this purpose, Company 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 December 22nd, 2020, at the following address [www.lamdadev.com](http://www.lamdadev.com).

The shareholder should fill in the name, home address, Identity Card Number or Passport Number, e-mail address and mobile phone number of the proxy in the proxy form. Upon receipt of the above information from the Company and based on the e-mail address and the mobile phone of the proxy as stated in the proxy form, the Company creates the account of the proxy on the platform <https://axia.athexgroup.gr> and then the representative is notified via email to activate his account in order to be able to exercise the rights of the shareholder.

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 Extraordinary General Meeting of December 22, 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, no later than forty eight (48) hours prior the date of the General Meeting, i.e. no later than 10:30a.m. on 20.12.2020. Shareholders are required to confirm the successful dispatch of the proxy form and its receipt by the Company, by calling to the abovementioned telephone numbers, during working days and hours.

In case of the Adjourned Extraordinary General Meeting on 29.12.2020, shareholders who had not appointed a proxy at the initial General Meeting will be able to appoint up to one (1) proxy, whose appointment must be made at least forty eight (48) hours before the date of the General Meeting (i.e. no later than 10:30a.m. on December 27, 2020).

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. The Shareholder is requested to confirm the successful sending of the representation form and its receipt by the Company, calling on the above-mentioned telephone numbers during working days and hours.

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*

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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.

*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<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, 30.11.2020

The Board of Directors